



WEST THAMES COLLEGE

Governor Handbook

“Our vision is that West Thames will be a vibrant college, inspiring all our learners to fulfil their dreams and ambitions. Our outstanding education and training will contribute to a prosperous and cohesive community”.

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Welcome

Welcome to West Thames College, and thank you for choosing to volunteer with us. We are a vibrant, inclusive, and successful college at the heart of our local community, dedicated to meeting its needs. Our aim is to provide every student with an outstanding learning experience, guided by our definition of an Outstanding Student Experience, which can be found in [Appendix 10](#). Students are at the heart of our governance. As a governor you are encouraged to ensure that the information you receive and the decisions you make focus on enhancing the student experience and improving achievement levels.

We appreciate your support in helping us achieve our goals, and we are confident you will enjoy your time here. This Governor Handbook is part of your induction pack, designed to provide you with essential information to begin your role. We hope you find your term as a member of the Corporation both rewarding and enjoyable.

About the College

The College has a community of approx 5,000 students, supported and educated by a talented and dedicated staff team at our two campuses in Isleworth and Feltham. Our main site is at Isleworth while our Skills and Logistics Centre at Feltham is our vocational centre of excellence for logistics, construction, engineering, and motor vehicle curriculum specialisms – areas we have invested significantly in over the past few years to meet the needs of employers.

We have been on a very positive journey; a journey of growth and development driven by passion and ambition. Rather than merge with neighbouring institutions, the College has developed and lived a new ethos: stand-alone – but grow through partnership. It is this philosophy that has seen the College thrive, with extensive partnerships, investment in key areas, and financial stability vital to our future. This success was recognised in the awarding of an 'Outstanding' grade from Ofsted in December 2024, an achievement that everyone associated with the college was immensely proud of.

A key focus of ours is to provide clear progression routes into employment, further training, or higher education for our students. As such, many curriculum areas offer courses from entry/foundation level through to university level. We also offer courses for adults who want to change their careers or complement their current jobs by studying with us either full-time or through a range of part-time and evening courses across both our campuses. Due to the local demographic around us, our courses designed for those who speak English as another language (ESOL) are hugely popular.

Vision, Values and Strategy

Our vision is: West Thames will be a vibrant college, inspiring all our learners to fulfil their dreams and ambitions. Our outstanding education and training will contribute to a prosperous and cohesive community. The College has an ongoing commitment to widening participation. We see education as a transformative tool entitling and enabling people to achieve their full potential from whatever background.

Our values are: Integrity. Excellence. Equality. Respect.

Our Strategic Plan is available in Governor Hub. ([Documents/College Documents/Strategy, Development Plan and Self-Assessment Report](#)).

Accountability Statement

The Corporation is required to enter into an annual Accountability Agreement in order to receive funding. The College's Accountability Statement sets out what the College will deliver in return for

its funding and is available in Governor Hub. ([Documents/College Documents/Accountability Statement and Skills](#)).

Accountability Agreements were introduced as part of the wider set of reforms underway to transform the skills system, so it better supports young people and adults to develop the skills they need to get a good job. In addition to the Accountability Agreements, Governing Bodies must regularly review how well the education and training provided by the College meets local needs.

About the Corporation Board

Further Education (FE) colleges are incorporated through the Further and Higher Education Act 1992 (FHEA92) The College is a statutory corporation established for the charitable purpose of advancing education. FE corporations are exempt charities which means they are subject to the requirements of the Charities Act but exempt from registration with Charity Commission. The principal regulator for FE corporations is the Secretary of State for Education.

The principal powers of the Corporation include the provision of:

- Further and higher education.
- Secondary education to students aged 14 and over.
- Goods or services in connection with the above.

Any use of corporation decision making which is inconsistent with these powers could be judged to be 'ultra vires' and would take the Corporation into serious difficulty. Colleges have an Instrument and Articles of Government which set out how the College is to be governed. ([Appendix 1 and 2](#))

Recruitment and Appointment of Governors

The Corporation's rules regarding the recruitment and appointment of governors can be found in the Governor Recruitment Policy [Appendix 5](#). The College's Instrument and Articles include the rules on the membership of the Governing Body. ([Appendix 1 and 2](#))

Governor Induction, Training and Development

The Corporation is committed to supporting new governors with a comprehensive induction process and access to a range of training and development opportunities. Further details can be found in Governor Induction, Training and Development Policy ([Appendix 6](#)).

Governing Body Membership

The Corporation benefits from governors who are committed and dedicated to the College and its students, with a wealth of knowledge and expertise from across the education and private sectors. The current governors are listed below:

Chair: Stuart McGeoch BSc. Appointed in August 2022. An Independent Business Consultant focused on the quality of decision making following a 35 year career in the energy industry with broad experience in a wide range of leadership roles in engineering, commercial, learning and development and general management. Hobbies include squash, photography, iOS app programming.

Vice Chair: Rose Turner. Appointed in 2023. Thirty years working in further education colleges in senior manager positions and more recently as a consultant.

Vice Chair: Philip Sullivan. Appointed in 2023. Experienced financial services professional. He spent much of his career with MBIA Inc, including at its UK-based subsidiary MBIA UK Insurance Limited, where he held a number of senior management and board positions. He has worked for other financial services firms in the UK and the US, including being the Chair of the Audit Committee and Senior Independent Director of a UK insurance company.

Marta Gajewska: CEO/Principal

Stuart Taylor: Appointed in 2023. Qualified accountant with an MBA. Spent majority of careers working in international companies in control, risk and audit, operating at board level. On retirement moved into the public sector mainly within Further Education. He has been Chair of the Board of an FE college and chaired various committees at a number of FE colleges.

Tom Hayhoe: Appointed in 2023. Covid Counter-Fraud Commissioner at HM Treasury and Chair of the Legal Services Consumer Panel and the Taxation Disciplinary Board. Chairs disciplinary panels for the Association of Chartered Certified Accountants, and is an External Assessor for College of Policing. Former Chair of West London NHS Trust and West Middlesex University Hospital NHS Trust. Previously a retailer and management consultant.

George Casley: Thirty years of experience as a teacher, school leader and teacher trainer. He has worked in primary, secondary, international and prison education.

Annita Gray: A dedicated education professional with over 15 years of experience working across the education and local government sectors. Prior to joining the College's Governing Body, Annita served as a Governor at a post-16 independent specialist college for three years,

Alan Rides: Appointed in 2022. CEO of West London Chambers and an alumnus of the College with a degree in International Trade. Alan is a career professional award-winning exporter. He has exported to 114, visited 55 and lived in 4 countries, specifically Africa, Gulf, Former Soviet State and UK. His last company won the Queen's Award and the Chamber he is currently the CEO of has been awarded by BEIS Best Support for Export in the UK. He has worked for major PLC's, small and medium trading companies and the British Government as an international trade officer.

Manraj Othi: Manraj works in the Global Data Science & Analytics team at Starbucks as a Decision Scientist. He has spent the past 16 years in roles in Finance, Management Consulting, Business Transformation, Data Analytics, with a number of large international businesses across a range of industries. Manraj is passionate about helping organisations improve and move forward with a focus on process automation and enabling the right actions and outcomes through insights and analysis.

Chrysoula Zervoudakis: Chrysoula is an Independent Board Director and Committee Chair with a focus on Governance and Sustainability. Her career has been as Financial Analyst and Equity Investment Director evaluating the growth potential, strategic decision making and financial resilience of companies across a variety of industrial and consumer sectors in Europe. Focused on supporting people and companies achieve their full potential and drive change for all their stakeholders.

John Bolt: Associate Member. Previously Assistant Director of Children's Services in Hounslow. Spent 5 years as Chair of al Alternative Provision school governing body.

Charanjit Ajit Singh: Associate Member. Retired Educationalist, Ofsted inspector, and Chair and Trustee of a number of voluntary organisations. She spent 25 years in schools, 9 years in college as a Governor and 18 years as a non-executive director in the NHS.

Batul Bata: Staff Governor. A Teaching Assistant in the Inclusion Department. With six years of governance experience as a Parent Governor in both primary and secondary schools, Batul brings valuable insight and commitment to educational leadership.

Faroque Ahmed: A Chartered Accountant who has spent the majority of his career in audit (external) and accounts for SMEs. I work with charities that run private schools. I have been a trustee and a treasurer for some of the charities working at Board level.

Role and Responsibilities of Governors

The responsibilities of Governors are outlined in the Article 3 (1) of the Articles of Government. ([Appendix 2](#)) There are a number of other sources that go into further detail about the role of the governor:

- Governor Role Descriptions ([Appendix 8](#))
- We strongly recommend that you read the Charity Commission guide '[The essential trustee](#)'.
- The Department for Education publish a [FE College Corporations Governance Guide](#).

The Corporation and management team work together in partnership to achieve the best possible outcomes for the College but it's important to understand the differences between the strategic responsibilities of the Board and the operational duties of the CEO. The table below illustrates the difference:

Corporation	CEO
Defines the College's vision and mission; sets and measures targets for achievement.	Proposes the College's vision, mission and strategy.
Deals with strategic thinking and direction.	Handles strategic planning and implementation.
Determines and approves appropriate policy.	Proposes appropriate policies and implements board decisions.
Oversees effectiveness of management.	Conducts the day-to-day running of the college
Monitors the quality of the College's performance locally and in relation to the national average.	Assumes leadership of the staff.
Reviews the Board's own effectiveness in order to improve continuously.	Undertakes executive management and development of the college and staff. Self-assesses in order to improve continuously.
Responsible for financial solvency and probity.	In colleges, the Principal and CEO is the accounting officer, responsible for the financial well-being of the College and accountable to the Corporation and Parliament.
Determines pay and remuneration framework for the Principal and CEO, Clerk and other Senior Post Holders.	Determines the pay and conditions of service of staff - other than Senior Post Holders and the Clerk - within the framework set by the Corporation.
Oversees the safeguarding of the College's assets	Prepares annual estimates of income and expenditure.

Responsible for determining the College's educational character which meets the needs of the community which the College serves, taking into account input from the CEO.	Responsible for the provision of a quality curriculum and customer service.
Promotes collaborative partnerships.	Represents the College locally and nationally; builds positive working relationships and collaborative partnerships
Supported by the Clerk, works with management to monitor, challenge and improve performance.	Supports and informs the Corporation; provides briefings and advice.

Financial Management and Assurance

Governors are collectively responsible for ensuring the College uses public funds properly, regularly and for maximum value, maintaining financial sustainability, solvency and strong oversight of assets, risks and internal controls. The Board approves the annual budget, financial forecasts and the annual report and accounts, and relies on the Principal/CEO as Accounting Officer, who is personally accountable to Parliament and the DfE for regularity, propriety, value for money and feasibility. The Accounting Officer must formally advise the Board if an action would breach the Financial Handbook or accountability requirements and must notify the DfE if the Board proceeds regardless.

Governors must also be aware of decisions requiring prior DfE approval, such as borrowing, novel or contentious proposals, significant severance or compensation payments, write-offs above certain thresholds or any non-standard payments. They must oversee a robust strategic risk register, ensure strong controls around related parties, fraud, cyber security and whistleblowing, and receive independent assurance through the Audit Committee. The Board also uses the Board Assurance Framework (BAF) as its key tool for understanding and overseeing strategic risks, mapping controls and sources of assurance. The Board Assurance Framework is reviewed by the Audit Committee and presented to the Corporation annually to support effective oversight and accountability.

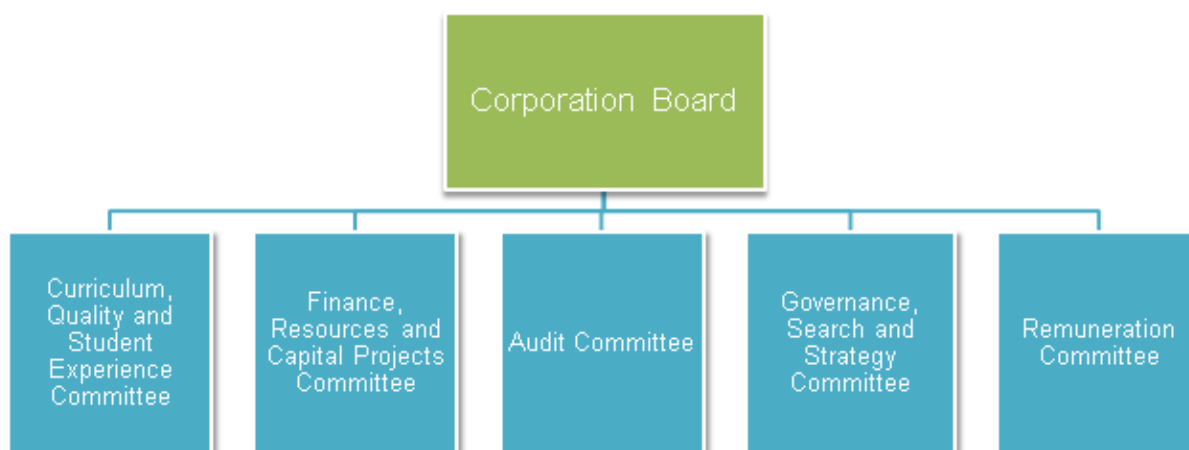
Governors are required to:

- Comply with the [College Financial Handbook](#).
- Follow the rules in the [Managing Public Money](#)
- Set up an Audit Committee.
- Comply with the [Framework for auditors and reporting accountants of colleges - GOV.UK](#)

The latest College Annual Report and Accounts is available on the [website](#):

Delegation and Committee Structure

The Corporation's governance structure is laid out below.



The Scheme of Delegation and Committee Terms of Reference are available in [Appendix 7](#).

Ofsted

Colleges are subject to regular Ofsted inspections and members of the Board will be involved in the inspection process. It is worth familiarising yourself with the requirements of the current [Ofsted Inspection Handbook](#). In terms of governance, inspectors expect governors:

- Are knowledgeable about their statutory duties and carry them out effectively.
- Are strategic and select the most appropriate methods to assure themselves about the quality of provision, the impact of improvement actions, and the quality of the learner experience, so that learners and apprentices thrive and feel that they belong.
- Provide support and challenge to leaders and hold them to account for learners' and apprentices' progress and achievement; this includes all learners and apprentices, in particular those who are disadvantaged, those with SEND or high needs, those who are known (or previously known) to social care, and those who may face other barriers to their learning and/or well-being, including those without level 2 English and/or mathematics.
- Understand their role in monitoring leaders' workload and well-being, and addressing any issues as appropriate.
- Maintain suitable oversight of subcontracted provision.

Governors can demonstrate impact from their role in the following ways:

- Regular attendance and active participation at Corporation and committee meetings.
- Hearing directly from leaders about what is being implemented and why.
- Undertaking focused visits, speaking with staff, and receiving assurance about key areas.
- Gathering first-hand evidence, for example through discussions with students.

Effective governance goes beyond receiving information. It involves:

- Asking probing questions such as: *"What are you doing about this?"* and *"How do you know it is making a difference?"*
- Following up by checking whether what leaders report is actually happening in practice.
- Seeking triangulated evidence (e.g. leaders, staff, and students) to validate what they are told.

Governors should be able to:

- Assure themselves that leaders understand what is working well.
- Be confident that where something is not working, leaders recognise this and are taking appropriate action.

The report from the last Ofsted inspection is available in Governor Hub. ([Documents/Ofsted](#)).

Code of Good Governance

The Corporation has adopted the Association of Colleges [Code of Good Governance](#). The Code supports the Corporation to continually improve their governance for the delivery of high-quality teaching and learning for students.

Conduct, Eligibility and Declarations of Interest

The Instrument and Articles set out the rules regarding eligibility to become a governor. Governors are asked to sign to say they are eligible on appointment and then annually thereafter. As with charities, all of the Corporation's managers, including governors, must be 'fit and proper persons' as set out in the HM Revenue and Customs (HMRC) publication 'Guidance on the fit and proper persons test'. In addition to the eligibility checks, the College requests Disclosure and Barring Service (DBS) criminal records checks for all members to be sure that a person is eligible to serve.

The Corporation has a Code of Conduct in place that governors are asked to abide by. This is available in [Appendix 3](#).

Under charity law, you cannot normally be paid for serving as a governor, other than reasonable out-of-pocket expenses. You can only be paid, or receive another form of personal benefit, when it's in the interest of the Corporation and provides a significant advantage over other options. These rules also apply when someone closely connected to you benefits in a similar way.

The Corporation's arrangements for declaring and managing conflicts of interest are set out in the Instrument of Articles and the Governor Conflict of Interest Policy which is available in Appendix 13 (

Further information about payments to governors can be found in the Charity Commission publication '[Trustee expenses and payments](#)'.

Governors' Financial Liability

Governors have two key forms of protection against any personal financial liability that may arise through their activities on behalf of the corporation:

- Established legislation makes provision for the Court to extinguish, reduce or vary the liability of any member who has acted honestly and reasonably;
- Insurance cover taken out by the college in respect of damages and costs for any acts, errors or omissions committed by the college, members and officers whilst acting in those capacities.

Generally, if a problem in the College caused a loss to a third party, that third party would sue the Corporation and not individuals. This is because actions are taken in the name of the Corporation, which is a legal entity in its own right. In exceptional circumstances, it might be possible for a claimant or a successor corporation to sue an individual member, on the basis that it was his/her action or failure to act that caused the loss. In these unusual circumstances, the protections mentioned above would potentially be invoked.

Governors are not responsible for losses caused by acts of employees or agents of the Corporation unless they have personally procured the act that led to the loss or are in breach of their duties of skill and care and that led to the loss. Any claim against a member personally is unlikely. In the event of a claim, members are likely to be protected by current legislation and by the College's own insurance, provided that they have acted honestly and with a reasonable level of skill and care (as they would in looking after their own affairs).

Work of the Board

The full Board meets four times a year and committees generally meet once a term. Meetings are usually held on Wednesday evenings. Our aim is that meetings won't exceed two hours. In addition to the formal meetings, two strategy days are held each year, usually on a Wednesday

afternoon. The topics reflect current college specific and sector issues. Dates of meetings are set in advance for the whole academic year and are available in the Governor Hub.

Meetings of both the full board and the committees are held either in person or virtually. If meetings are held virtually, they are usually held via Microsoft Teams. We have facilities at the College for hybrid meetings so if you would like to attend an 'in person' meeting virtually, please let the Head of Governance know, with as much notice as possible

You will receive the agenda and documents for meetings seven days in advance, or as soon thereafter as feasible. These will be uploaded to Governor Hub.

If you require support of any kind – for example, wheelchair access – you should let the Head of Governance know so that suitable arrangements may be made. All reasonable adjustments to enable access to the work of the Corporation and training opportunities will be provided including assistive technology.

The Standing Orders include further details about how meetings are run. ([Appendix 4](#)).

Governor Hub

When you start, you will be issued with log on details to be able to access Governor Hub. Governor Hub is used to store key documents, meeting papers, information about the Board and meeting dates. It is also the place where you will be able to access the Data Dashboard. Part of the Board's role is to monitor the performance of the College and the Data Dashboard is a key tool in enabling that. It is used to monitor performance against the Board's agreed Key Performance Indicators (KPIs). Monitoring the Data Dashboard is a standing agenda item at Corporation and committee meetings.

Positive Board Behaviours

How board members work together is as important as governance structures and processes. The Board is committed to positive team behaviours and fosters a culture which empowers everyone to constructively question and challenge, encourages and values independent thinking and welcomes and draws on different perspectives to inform and improve decision making.

Visits to the College

We actively encourage members to visit the College which has the following benefits:

- To help fulfil your role in monitoring and evaluation.
- To improve your overall familiarity with the College's work.
- To give you detailed knowledge of areas to bring to the Board's debates.
- To meet with staff and students and hear their voice.
- To raise the Board's profile amongst College staff.

The Corporation has a Link Governor scheme, further details of which are available in [Appendix 9](#).

Contact Details

Advice, information and practical support are available from Karen Frost, Head of Governance: Karen.frost@west-thames.ac.uk.

- **Isleworth Campus:** The Isleworth Campus is situated on the London Road (A315) between Hounslow and Brentford, next door to the Isleworth Fire Station. It is in TFL Zone 4. Address: London Road, Isleworth, Middlesex TW7 4HS. Phone: 020 8326 2000
- **Feltham Skills and Logistics Centre:** The Feltham Skills+Logistics Centre is at the end of Boundaries Road, off the main Uxbridge Road (A312). Boundaries Road is accessed by a small service road and parade of shops (opposite the Airman pub, near the footbridge). It is in TFL Zone 6. Address: 77 Boundaries Road, Feltham, Middx TW13 5DR. Phone: 020 8326 2020 or 020 8818 6800.



WEST THAMES COLLEGE

Instrument and Articles of Government

Appendix 1: Instrument of Government

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1. Interpretation of the terms used

In this Instrument of Government—

- a) any reference to “the Principal” shall include a person acting as Principal;
- b) “the Clerk” means the Clerk to the Corporation;
- c) “the Corporation” means any further education corporation to which this Instrument applies;

- d) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992(1);
- e) “this Instrument” means this Instrument of Government;
- f) “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone and or video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- g) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- h) “parent member”, “staff member” and “student member” have the meanings given to them in clause 2;
- i) “the Secretary of State” means the Secretary of State for Education;
- j) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- k) “the students’ union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- l) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Corporation

(1) The Corporation shall consist of—

- a) up to sixteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
 - b) if so determined by the Corporation, not more than one member who is a parent of a student under the age of 19 years attending the institution, who have been nominated and elected by other parents, or if the Corporation so decides, by a recognised association representing parents (“parent member”);
 - c) the Principal of the institution, unless the Principal chooses not to be a member;
 - d) one member of the institution’s staff who have a contract of employment with the institution and who have been nominated and/or elected as set out in paragraph (3); and
 - (e) at least one and not more than three members who are students at the institution and have been nominated and/or elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students (“student members”).
- (2) A person, who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution’s students’ union.
- (3) Where the Corporation has decided that there is to be one staff member, the member may be a member of the academic staff or the non-academic staff and shall be nominated and/or elected by all staff.

1 1992 c.13.

- (4) The appointing authority, as set out in clause 4, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

3. Determination of membership numbers

- (1) Subject to paragraph (2), the number of members of the Corporation, and the number of members of each variable category shall be that decided by the Corporation.
- (2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that -
 - a) the number of members of the Corporation, shall not be less than twelve; and
 - b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.
- (3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

4. Appointment of the members of the Corporation

- (1) The Corporation is the appointing authority in relation to the appointment of its members.
- (2) The appointing authority may decline to appoint a person as a parent, staff or student member if—
 - a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
 - b) the appointment of the person would contravene any rule or bye-law made under article 19 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
 - c) the person is ineligible to be a member of the corporation because of clause 7.
- (3) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

5. Appointment of the Chair and Vice-Chair

- (1) The members of the Corporation shall appoint a Chair and one or more Vice-Chairs from among themselves.
- (2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If the Chair and the Vice-Chairs are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chairs shall hold office for such period as the Corporation decides.
- (5) The Chair or a Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Corporation is satisfied that a Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and, if there was only one Vice Chair, the office shall then be vacant.

- (8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (9) At the last meeting before the end of the term of office of a Vice-Chair, or at the first meeting following a Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves, provided that, if there is already a Vice Chair in place, there is no need for a replacement.
- (10) At the end of their respective terms of office, the Chair and Vice-Chairs shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 19 of the Articles of Government concerning the number of terms of office which a person may serve.

6. Appointment of the Clerk to the Corporation

- (1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.
- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 13, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

7. Persons who are ineligible to be members

- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986(2), or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—
 - a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or

- b) if the bankruptcy order is annulled, at the date of that annulment; or
 - c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—
- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- (10) Where a person is disqualified from acting as a charity trustee by virtue of the Charities Act 2011.
- (11) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) (8) or (10), the member shall immediately give notice of that fact to the Clerk.

8. The term of office of a member

- (1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 4 shall apply to the reappointment of a member as it does to the appointment of a member.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 19 of the Articles of Government concerning the number of terms of office which a person may serve.

9. Termination of membership

- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member –
 - a) is unfit or unable to discharge the functions of a member; or

- b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

- (3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (4) A student member shall cease to hold office—
 - a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - b) if expelled from the institution,and the office shall then be vacant.
- (5) A member shall cease to hold office if disqualified from acting as a charity trustee by virtue of the Charities Act 2011.
- (6) A member will be automatically disqualified from acting in their role if they meet any of the criteria for automatic disqualification rules for charity trustees and charity senior positions.

10. Members not to hold interests in matters relating to the institution

- (1) A member to whom paragraph (2) applies shall -
 - (a) disclose to the Corporation the nature and extent of the interest; and
 - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
 - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who—
 - a) has any financial interest in—
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
 - b) has any other interest of a type specified by the Corporation in any matter relating to the institution.
- (3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

- (4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—
 - a) need not disclose a financial interest; and
 - b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.
- (5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available to any person wishing to inspect it.

11. Meetings

- (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) The Corporation shall determine its rules and procedures covering the use of e-governance.
- (3) The Corporation shall determine its rules and procedures covering the use of decisions by written resolution, video and/or teleconferencing.
- (4) Subject to paragraphs (6) and (7) and to clause 12(5), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (5) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- (6) A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.
- (7) Where the Chair, or in the Chair’s absence a Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (8) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

12. Quorum

- (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members (excluding vacancies), determined according to clause 3.
- (2) For meetings or agenda items that are declared confidential, quoracy will be at least 40% of those members eligible to attend the confidential meeting or agenda item.
- (3) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (4) If, during a meeting of the Corporation, the meeting ceases to be quorate, no further business requiring approval may be transacted. The meeting shall thereupon be formally terminated, although members may continue to meet informally for discussion only, with no decisions taken

- (5) If a meeting cannot be held or decision cannot be taken for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

13. Proceedings of meetings

- (1) Should the Chair deem a vote is necessary, the question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question. Alternatively, the Chair can make a judgement that based on the discussions held the vote would be carried if put to a vote, and in such situations, the Chair can declare that the question has been passed by Members. Any Member has the right to request a vote be taken.
- (2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- (3) A member may not vote by proxy.
- (4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (5) A member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw—
 - a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).
- (7) A student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (8) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—
 - a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(9) The Clerk—

- a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (10) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.
- (12) Clause (5) b) above applies to all members of the Corporation where a reappointment decision is being made.

14. Minutes

- (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- (2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, approval of the minutes to be recorded in the minutes of the meeting where the approval has been agreed.
- (4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 13 (5), (6), (7), (8) or (9) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

15. Public access to meetings

The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 16(2).

16. Publication of minutes and papers

- (1) Subject to paragraph (2), the Corporation shall ensure that a copy of—
 - a) the agenda for every meeting of the Corporation;
 - b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - c) the approved minutes of every such meeting; and
 - d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

- (2) There shall be excluded from any item made available for inspection any material relating to—
- a) a named person employed at or proposed to be employed at the institution;
 - b) a named student at, or candidate for admission to, the institution;
 - c) the Clerk; or
 - d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) Subject to paragraph (2) The Corporation shall ensure that a copy of the approved minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall remain on its website for a minimum period of 12 months.

17. Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

18. Change of name of the Corporation

The Corporation may change its name with the approval of the Secretary of State.

19. Application of the seal

- (4) The application of the seal of the Corporation shall be authenticated by—
- a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
 - b) the signature of any other member.

Appendix 2: Articles of Government

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1. Interpretation of the terms used

(1) In these Articles of Government—

- (a) any reference to “the Principal” shall include a person acting as Principal;
- (b) “the Articles” means these Articles of Government;
- (c) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair (or Vice-Chairs, if more than one) of the Corporation appointed under clause 6 of the Instrument of Government;

- d) “the Clerk” has the same meaning as in the Instrument of Government;
- e) “the Corporation” has the same meaning as in the Instrument of Government;
- f) “Funding Agency” means the Department for Education or as otherwise superseded or supplemented.
- g) “parent member”, “staff member” and “student member” have the same meanings as in the Instrument of Government;
- h) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
- i) “the staff” means all the staff who have a contract of employment with the institution;
- j) “the students’ union” has the same meaning as in the Instrument of Government.

2. Conduct of the institution

The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

3. Responsibilities of the Corporation, the Principal and the Clerk

(1) The Corporation shall be responsible for the following functions—

- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- b) approving the quality strategy of the institution;
- c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- d) approving annual estimates of income and expenditure;
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- f) setting a framework for the pay and conditions of service of all other staff.

(2) Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- b) the determination of the institution’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 institution 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 the holders of senior posts or the Clerk, and
- 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 Clerk shall be responsible for the following functions: -

- a) advising the Corporation with regard to the operation of its powers;
- b) advising the Corporation with regard to procedural matters;
- c) advising the Corporation with regard to the conduct of its business; and
- d) advising the Corporation with regard to matters of governance practice.

4. The establishment of committees and delegation of functions generally

- (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to-
 - a) such committees;
 - b) the Chair, or in the Chair's absence, a Vice-Chair; or
 - c) the Principal.
- (2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- (3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006⁽³⁾ governing such arrangements.

5. The governance, search and strategy committee

- (1) The Corporation shall establish a committee, to be known as the "Governance, Search and Strategy Committee", to determine the process for —
 - a) the appointment of members (other than as a parent, staff or student member); and
 - b) such other matters relating to membership and governance as the Corporation may ask it to.

6. The audit committee

- (1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

7. Composition of committees

(3) 2006 c. 40.

Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

8. Access to committees by non-members and publication of minutes

(1) The Corporation shall ensure that:—

- a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- b) the minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the institution's website and made available for inspection at the institution by any person, during normal office hours, subject to confidentiality considerations.

9. Delegable and non-delegable functions

(1) The Corporation shall not delegate the following functions-

- a) the determination of the educational character and mission of the institution;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- d) the appointment of the Principal or holder of a senior post;
- e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
- f) the modification or revocation of these Articles.

10. Delegable and Non Delegable Functions

(1) The Corporation may not delegate -

- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal
- of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

(2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11. Delegable and Non Delegable Functions

(1) The Principal may delegate functions to the holder of suitable senior manager post other than-

- a) the management of budget and resources; and
- b) any functions that have been delegated to the Principal by the Corporation.

12. Appointment and promotion of staff

(1) The Principal shall have responsibility for selecting for appointment and promotion of all members of staff other than -

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

13. Grievance, suspension and disciplinary procedures

The Corporation will set out in a policy disciplinary and dismissal procedures of senior post-holders.

14. Suspension and dismissal of the Clerk

- (1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 13.
- (2) Where the Clerk is suspended or dismissed under article 13, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

15. Financial matters

The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the Funding Agency .

16. Co-operation with the Funding Agency

The Corporation shall co-operate with any person who has been authorised by the Funding Agency to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

17. Internal audit

- (1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.
- (2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.
- (3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 18.

18. Accounts and audit of accounts

- (1) The Corporation shall
 - a) keep proper accounts and proper records in relation to the accounts; and
 - b) prepare a statement of accounts for each financial year of the Corporation.
- (2) The statement shall—
 - a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
 - b) comply with any directions given by the Funding Agency as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

- c) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.
 - d) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 17.
- (3) Auditors shall be appointed and audit work conducted in accordance with any requirements of the Funding Agency.
- (4) The “financial year” means the first financial year and, except as provided for in paragraph (6), each successive period of twelve months.
- (5) The “first financial year” means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the Funding Agency’s approval.
- (6) If the Corporation is dissolved—
- a) the last financial year shall end on the date of dissolution; and
 - b) the Corporation may decide, with the Funding Agency’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

19. Rules and bye-laws

The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

20. Copies of Articles of Government and rules and bye-laws

A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

21. Modification or replacement of the Instrument and Articles of Government

- (1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its Instrument and Articles of Government, after consultation with any other persons who, in the Corporation’s view, are likely to be affected by the proposed changes.
- (2) The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.

22. Dissolution of the Corporation

- (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (2) The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.

Appendix 3: Governor Code of Conduct

The Corporation holds ultimate responsibility for all actions carried out by staff and committees across the College. It is committed to inspiring confidence and trust among its students, parents, staff, governors, supporters, funders, suppliers and the wider public by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in decision making.

To support this commitment, the Board has established a Code of Conduct, that all governors are expected to adhere to. This Code outlines the expectations, standards of behaviour and level of commitment required from each governor. By accepting appointment to the Corporation, each governor agrees to abide by the Code of Conduct.

SEVEN NOLAN PRINCIPLES OF PUBLIC LIFE

We will abide by the Seven Nolan Principles of Public Life:

Selflessness: We will act solely in terms of the public interest.

Integrity: We will avoid placing ourselves under any obligation to people or organisations that might try inappropriately to influence us in our work. We will not act or take decisions in order to gain financial or other material benefits for ourselves, our family, or our friends. We will declare and resolve any interests and relationships.

Objectivity: We will act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability: We are accountable to the public for our decisions and actions and will submit ourselves to the scrutiny necessary to ensure this.

Openness: We will act and take decisions in an open and transparent manner. Information will not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty: We will be truthful.

Leadership: We will exhibit these principles in our own behaviour. We will actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

CHARITY TRUSTEE DUTIES

We are in the position of charity trustees and as such owe a fiduciary duty to the College. In line with our duties under charity law we will:

- Ensure the Corporation carries out its purpose for the public benefit: We will ensure the Corporation carries out the charitable purpose for which it was set up, and no other purpose.
- Comply with the Corporation's Instrument and Articles of Government and the Law: We will comply with charity law and other laws and regulations that apply to the Corporation and comply with the Corporation's Instrument and Articles of Government.
- Act in the Corporation's best interests. We will decide with the rest of the Board what will best enable the Corporation to carry out its purpose. We will make balanced and informed decisions. We will avoid being in a position where our duty to the Corporation conflicts with our personal interest. We will not receive any benefit from the Corporation, unless this is authorised and is in the Corporation's interest.

- Manage the Corporation's resources responsibly. We will make sure the Corporation's assets are used only to support its purpose. We will avoid exposing the Corporation to undue risk. We will not overcommit the Corporation. We will take care when investing or borrowing. We will comply with any restrictions on spending funds or selling land. We will ensure the effective and efficient use of resources.
- Act with reasonable care and skill: We will take reasonable care in governing the Corporation, making best use of our skills and experience, and taking appropriate advice when necessary. We will give enough time to our role, including preparing for and participating in meetings.
- Ensure the Corporation is accountable: We will comply with accounting and reporting requirements. We will demonstrate that the Corporation complies with the law and is run effectively and ensure accountability in the corporation, especially where duties or tasks are delegated to staff.

ROLE AND RESPONSIBILITIES

- We accept that our role is strategic and so will focus on our core purpose rather than involve ourselves in day-to-day management.
- We will fulfil our role and responsibilities as set out in our Instrument and Articles of Government.
- We will observe the duties set out in the Accountability Agreement as a condition of receiving public funds.
- We will develop, share and live the ethos and values of our College.
- We agree to adhere to College policies and procedures.
- We shall fully cooperate with individual requests that are necessary to ensure organisational compliance, such as disclosure and barring or right to work checks.
- We will work collectively for the benefit of the College.
- We will be candid but constructive and respectful when holding executive leaders to account.
- We will consider how our decisions may affect the College and the local community.
- We will stand by the decisions that we make as a collective.
- Where decisions and actions conflict with the Seven Principles of Public Life or may place students at risk, we will speak up and bring this to the attention of the relevant authorities.
- We will only speak or act on behalf of the Corporation if we have the authority to do so.
- We will fulfil our responsibilities as a good employer, acting fairly and without prejudice.
- When making or responding to complaints, we will follow the established procedures.
- We will strive to uphold the College's reputation in our private communications (including on social media).
- We will have regard to our responsibilities under The Equality Act and will work to advance equality of opportunity for all.
- We will act as local ambassadors for our College.

COMMITMENT TO THE ROLE

- We will involve ourselves actively in the work of the board and accept our fair share of responsibilities, serving on committees or working groups where required.
- We will make every effort to attend all meetings and where we cannot attend explain in advance why we are unable to.
- We will arrive at meetings prepared, having read all papers in advance, ready to make a positive contribution and observe protocol.

- We will get to know the College well and welcome opportunities to be involved in College activities.
- We will visit the College and when doing so will make arrangements with relevant staff in advance and observe College and Board protocol.
- We will participate in induction training, prioritise training in required areas (such as safeguarding) and commit to developing our individual and collective skills and knowledge on an ongoing basis.

BUILD AND MAINTAIN RELATIONSHIPS

- We will develop effective working relationships with leaders, staff and other relevant stakeholders from our local communities.
- We will champion the voices of our college community and stakeholders, including students, staff, suppliers, other educational institutions, partners, employers and the wider community.
- We will have close regard to the voice of the learner.
- We will express views openly, courteously and respectfully in all our communications with board members and staff both inside and outside of meetings.
- We will work to create an inclusive environment where each board member's contributions are valued equally.
- We will support the chair in their role of leading the board and ensuring appropriate conduct.

CONFIDENTIALITY

- We will observe complete confidentiality both inside and outside of the College when matters are deemed confidential or where they concern individual staff, students or families.
- We will not reveal the details of any Corporation vote.
- We will ensure all confidential papers are held and disposed of appropriately.
- We will maintain confidentiality even after we leave office.
- We will practice good ICT security, keep personal data safe and support GDPR compliance.

TRANSPARENCY

- We will declare any business, personal or other interest that we have in connection with the Corporation's business, and these will be recorded in the register of interests.
- We will also declare any conflict of loyalty at the start of any meeting should the need arise.
- If a conflicted matter arises in a meeting, we will offer to leave the meeting for the duration of the discussion and any subsequent vote.
- We will act as a governor; not as a representative of any group.
- We will not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy or be seen to compromise their personal judgement or integrity.
- We will report any offer or receipt of gifts, hospitality or benefits to the Clerk.

We understand that potential or perceived breaches of this code will be taken seriously and that a breach could lead to formal sanctions including removal from the Board as a last resort.



WEST THAMES COLLEGE

Corporation Standing Orders

Appendix 4: Corporation Standing Orders

1. INTRODUCTION

- 1.1. These Standing Orders draw together the rules and procedures for conducting Corporation business, based on the requirements outlined in the College's Instrument and Articles of Government.
- 1.2. A copy of these Standing Orders will be provided to each Governor upon their appointment. It serves as the framework for how the Chair of the Corporation and each Committee Chair conducts meetings and implement Corporation processes.
- 1.3. The Chair's ruling on the interpretation or application of these Standing Orders shall be final and not subject to challenge or discussion at any Governing Body meeting.
- 1.4. Any Standing Order may be suspended by a resolution of the Board or Committee during a meeting to facilitate business.

2. APPOINTMENT OF GOVERNORS

- 2.1. The Corporation has developed a Governor Recruitment Policy which details the process for appointing new governors.

3. APPOINTMENT OF CHAIR AND VICE CHAIR

- 3.1. In accordance with the Instrument and Articles of Government, the Corporation will appoint a Chair and at least one Vice-Chair.
- 3.2. The Chair will be elected annually from the Corporation's membership, with the Head of Governance taking the Chair for this item. If an election is necessary, voting will continue until a majority is achieved, as there will be no Chair to cast a vote.
- 3.3. The Chair is typically appointed by a show of hands of governors present and voting. However, if requested by any governor, the election shall be conducted by secret ballot, overseen by the Head of Governance.
- 3.4. The rules for appointing the Chair will also apply to a Vice Chair, except that the Chair will preside and have a casting vote during the election.
- 3.5. If the Chair resigns or vacates the position, a Vice Chair will act as Chair until the next meeting, where an election will be held. If there is more than one Vice Chair and they both resign or vacate, a replacement will be elected at the next meeting.
- 3.6. There is no automatic succession from Vice Chair to Chair. Any governor (except the CEO/Principal and staff/student governors) may stand for Chair and will be elected by majority vote.

4. SUCCESSION PLANNING FOR CHAIR AND VICE CHAIR

- 4.1. When considering succession for the Chair and Vice Chair roles, priority will be given to the development and promotion of existing governors. Existing governors will be asked if they are willing to be considered for either position.
- 4.2. If governors express interest in these roles, arrangements will be made for them to shadow the current Chair and Vice Chair(s). Additionally, they could be given the opportunity to chair a committee to gain experience in chairing meetings.

- 4.3. If no governors are willing to stand for Chair or Vice Chair, and/or the Corporation determines that external recruitment is necessary, the option to search and advertise for candidates will be considered.

5. DECLARATION OF INTERESTS

- 5.1. Conflicts of interest shall be identified, declared, managed and recorded in accordance with the Instrument and Articles of Government and the Conflict of Interest Policy (Appendix 13).

6. ANNUAL CERTIFICATION

- 6.1. Governors will annually certify their eligibility to serve on the Board and confirm their adherence to the code of conduct adopted by the Corporation.

7. GOVERNOR EXPENSES

- 7.1. Governors are entitled to reimbursement for expenses incurred while undertaking Corporation business.
- 7.2. Claims may cover travel to meetings, conferences, training, and childcare costs incurred while on Corporation business. Governors are expected to choose the most cost-effective travel option. Expense rates will match those of College staff.
- 7.3. Expenses will be authorised and paid in accordance with the Financial Regulations and Financial Scheme of Delegation.
- 7.4. College expense forms are to be used by governors when claiming expenses, these are available from the Head of Governance. Receipts need to be made available for all claims except for mileage claims.
- 7.5. Completed expense forms should be sent to the Head of Governance who will keep a record of all claims received.

8. MEETINGS

8.1. SCHEDULE OF MEETINGS

- 8.1.1. The Corporation will meet at least one a term and at other times as needed.
- 8.1.2. The Head of Governance will prepare a schedule of Board and committee meetings for approval before the academic year begins. Once agreed, it will be published on the College's website.
- 8.1.3. The Head of Governance may cancel or change meeting dates and times after consulting with relevant governors.

8.2. CALLING MEETINGS

- 8.2.1. The Head of Governance will provide written notice and the agenda of meetings to governors at least seven days before the meeting.

- 8.2.2. Papers relating to items where the Head of Governance must withdraw under Clause 13(9) of the Instrument of Government will be issued by the Chair.
- 8.2.3. A special Board meeting may be called by the Chair or upon a written request from five governors.
- 8.2.4. For urgent matters, the seven day notice requirement can be waived by the Chair or, in their absence by a Vice Chair.

8.3. AGENDA ITEMS

- 8.3.1. Governors may request agenda items by submitting them to the Head of Governance at least 10 working days before the meeting.
- 8.3.2. The Head of Governance will inform the Chair and CEO/Principal of the proposed item before finalising the agenda. The Chair will make the final decision on its inclusion.
- 8.3.3. Matters for 'Any Other Urgent Business' must be raised at the start of the meeting and approved by the Chair, typically limited to urgent or critical issues.
- 8.3.4. The Chair may adjust the order of business to prioritise specific reports or issues.
- 8.3.5. The Chair will aim to keep meetings within a 2.5 hours timeframe.

8.4. ATTENDANCE

- 8.4.1. Governors unable to attend a meeting should notify the Head of Governance in advance to help ensure the meeting is quorate.
- 8.4.2. The Head of Governance will track governor attendance and report it annually to the Governance, Search and Strategy Committee.
- 8.4.3. Governors may request authorised absence for special circumstances, such as illness or professional commitments.
- 8.4.4. Governors expecting to be absent for 6 months or more should inform the Head of Governance, who will notify the Chair.
- 8.4.5. Governors who miss six consecutive months of meetings without the permission of the Corporation may be removed in line with section 9 (2) of the Instrument of Government.
- 8.4.6. The CEO/Principal may invite staff members to attend meetings as necessary for both confidential and non-confidential business.
- 8.4.7. The Chair, with advice from the CEO/Principal and Head of Governance, will decide on the attendance of any other person at a meeting.
- 8.4.8. The Board or a committee may exclude non-members from all or part of a meeting if warranted by the business at hand.

- 8.4.9. 8.4.6, 8.4.7 and 8.4.8 of these Standing Orders fulfil the Board's obligations under Article 8 'Written statement of policy regarding attendance at committee meetings who are not committee members'.

8.5. QUORUM

- 8.5.1. The quorum for Corporation meetings is 40% of the determined membership, excluding vacancies, rounded up to the nearest whole number. For confidential items, quoracy is 40% of governors eligible to attend for that item.
- 8.5.2. The quorum for Committee meetings is detailed in the relevant terms of reference.
- 8.5.3. The Head of Governance will track attendance and notify the Chair if the meeting becomes inquorate.
- 8.5.4. Inquorate meetings will be terminated by the Chair, though it is possible to continue discussions on an informal basis.
- 8.5.5. If a meeting is terminated, the Chair will decide whether to call a special meeting or to defer the business to the next scheduled meeting.

8.6. DISCIPLINARY POWERS OF THE CHAIR

- 8.6.1. If a governor persistently disregards a ruling from the Chair, disrupts the meeting, or acts in a way that could damage the Corporation's reputation, the Chair may suspend the meeting or request that the governor be not heard further or leave the meeting.

8.7. RECORDS OF THE MEETING

- 8.7.1. Audio or visual recording of any part of a Board or committee meeting is prohibited without prior consent from the Chair.
- 8.7.2. Minutes will be prepared within two weeks of the meeting and sent to the Chair for review before being added to the agenda for the next Board meeting for approval.
- 8.7.3. The minutes will include a list of actions, forming the basis of the 'matters arising' agenda item.
- 8.7.4. The minutes of the previous meeting will be reviewed at each ordinary meeting, and, if accurate, their approval will be recorded.
- 8.7.5. Separate minutes will be kept for confidential items.
- 8.7.6. All approved minutes, excluding confidential items, will be published on the College website.

8.8. POLICY ON E-GOVERNANCE

- 8.8.1. Meeting papers will be available electronically on Governor Hub, subject to confidentiality provisions.

- 8.8.2. Governors are encouraged to use their IT devices to access papers during meetings.
- 8.8.3. Meetings may be conducted via telephone or video conferencing, provided all participants can communicate effectively. Participation details will be recorded in the minutes.
- 8.8.4. The quorum for remote meetings will be the same as for in person meetings.
- 8.8.5. In exceptional circumstances, decisions can be made via written resolution or email, with such decisions reported at the next meeting.

8.9. VOTING

- 8.9.1. Decisions do not always require a formal vote. The Chair will typically seek agreement on a proposal at the end of a discussion, calling for a vote only if dissent is expressed.
- 8.9.2. If the Chair determines a formal vote is necessary, or at a governor's request, it will usually be conducted by a show of hands; however, a secret ballot may be requested.
- 8.9.3. In a formal vote, the outcome will be decided by a majority of votes cast by governors present and eligible to vote. Governors may vote for, against or abstain.
- 8.9.4. A governor dissenting from a decision may request that their disagreement is recorded in the minutes.
- 8.9.5. Governors cannot vote by proxy or by way of a postal vote.

8.10. RECONSIDERATION OF RESOLUTIONS

- 8.10.1. A Board resolution can only be rescinded or amended at a subsequent meeting if its reconsideration is included on the agenda. It cannot be changed during discussion on matters arising from previous meetings.

9. COMMITTEES OF THE CORPORATION

- 9.1. The Corporation determines the quorum, constitution, membership and terms of reference for committees, with copies available from the Head of Governance.
- 9.2. The Governance, Search and Strategy Committee will regularly review committee membership and chairs.
- 9.3. Committee chairs are appointed by the Board based on recommendations from the Governance, Search and Strategy Committee and will remain in position unless the Board decides otherwise or they resign in writing to the Head of Governance.
- 9.4. Any committee vacancies during the year will be addressed by the Governance, Search and Strategy Committee or the Chair, and formally reported to the Board.
- 9.5. Governors, excluding the Board Chair and Vice-Chairs, typically will not serve as Chair of more than one committee.

- 9.6. Committee Chairs may invite other Board members to meetings if their participation is deemed beneficial.
- 9.7. Committee membership ends when a governor ceases to be a governor, unless they have been reappointed for a further term or as an associate or co-opted member.
- 9.8. Minutes from all committee meetings will generally be presented at the next ordinary Corporation meeting.
- 9.9. The Board may create additional committees and working groups, establishing appropriate terms of reference for each.

10. PUBLIC ACCESS TO AGENDA AND MINUTES

- 10.1. Copies of the agenda, minutes and papers from each Corporation and committee meeting are available for public inspection during normal office hours at the College. Approved minutes are also published on the College website. The only exception to this, are those items classified as confidential by the Corporation.

11. PUBLIC ACCESS TO MEETINGS

- 11.1. The Chair may invite non-governors to attend meetings, speaking only at the Chair's invitation. Their presence and departure will be noted in the minutes.
- 11.2. Members of the public without a link to the Corporation and representatives of the press are not permitted in Corporation or committee meetings.
- 11.3. The Corporation and committees can exclude non-members from all or part of a meeting if warranted by the nature of the business.

12. CHAIR'S ACTION

- 12.1. The Chair, or a Vice Chair in their absence (the "Chair" for this section 12), may act on behalf of the Corporation between meetings.
- 12.2. Such action will only be appropriate for:
 - a) Routine matters that don't require agenda discussion, such as handling routine documents, responding to external enquires, or agreeing on implementation details of previously approved decisions.
 - b) Urgent matters deemed too pressing to wait for the next meeting. In these cases, the Chair's action should be taken only if delaying the decision would disadvantage the College and if it's impractical to wait for the next scheduled meetings, call a special meeting or seek a written resolution.
- 12.3. Chair's action may involve one of the following:
 - a) Making the decision independently and reporting it at the next Board meeting.
 - b) Instructing the Head of Governance to email all governors with the necessary details and requesting their views via a simple 'yes' or 'no' response. After considering the feedback, the Chair can decide under Chair's Action, with the decision and the responses documented in the minutes of the next Board meeting.

- 12.4. The Corporation accepts corporate responsibility for actions taken by the Chair outside of meetings provided these actions are within the scope of these Standing Orders. All such decisions must be reported at the next available ordinary meeting of the Corporation.
- 12.5. Chair's action cannot be applied to any non-delegable items specified in the Instrument and Articles of Government.

13. STATEMENTS MADE ON BEHALF OF THE CORPORATION

- 13.1. Unless the Board agrees otherwise, only the Chair of the CEO/Principal is authorised to make statements on behalf of the Board. The Head of Governance is responsible for handling routine correspondence for the Board.

14. CLERK TO THE CORPORATION

- 14.1. In accordance with the Instrument, the Corporation must appoint a Clerk who cannot be the CEO/Principal or a governor. The Head of Governance serves as the Clerk to the Corporation in the College.
- 14.2. The Corporation will establish the process for filling a vacancy, including the terms and conditions of the appointment, ensuring that all actions comply with the Instrument and Articles of Government.
- 14.3. The Head of Governance attends all meetings of the Corporation and its Committees. However, the Instrument of Government specifies that the Head of Governance must withdraw from any meeting or part of a meeting where their own remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. To ensure compliance with this requirement, the following protocol will be followed:
- 14.3.1. Any papers relating to agenda items that address the above issues will be sent separately from the main agenda by the Chair of the Corporation, a Vice Chair, the Chair of the relevant committee or someone delegated by such Chair. These papers will typically be sent at least seven days prior to the meeting.
- 14.3.2. The Head of Governance will withdraw from the meeting at the designated time. The Corporation or relevant Committee will appoint a member to be responsible for producing the minutes for this part of the meeting. The minutes will be confidential and will not be accessible to the Head of Governance.
- 14.3.3. The Chair (or someone else per clause 14.3.1) will be responsible for maintaining the records related to all such minutes.
- 14.4. The Head of Governance will undergo an annual appraisal, typically conducted by the Chair of the Board. The outcomes of this appraisal will be reported to the Remuneration Committee.
- 14.5. If the Head of Governance has concerns that the Corporation may be acting inappropriately or beyond its powers, they will raise these concerns first with the Chair and, if necessary, with the Vice Chair(s) and/or CEO/Principal. The Chair may then request that independent legal or other advice be sought. If it is agreed that the Board needs to reconsider a decision, the Chair will promptly bring this to the Board's attention along with the reasons for the reconsideration.
- 14.6. If no resolution can be reached and the Head of Governance believes that the original concerns still pose a threat to the proper governance of the College, they are authorised to seek independent legal advice and/or consult the relevant funding bodies. All Board members will be informed that this action has been taken and will be notified of the advice received.

- 14.7. The Head of Governance will remain in position until they resign or the Corporation decides to terminate the appointment.
- 14.8. If the Corporation determines that it is necessary to initiate proceedings that may lead to the suspension or dismissal of the Head of Governance, and the Head of Governance is directly employed under a contract of employment with the Corporation, the Head of Governance will be regarded as a senior postholder for the purposes of these procedures, as outlined in the Articles of Government.

15. PROCESS FOR HANDLING COMPLAINTS AGAINST THE CORPORATION

- 15.1. An individual or organisation may file a complaint against the Corporation, a governor, a co-opted member, an associate member, or the Head of Governance regarding their interactions with the College.
- 15.2. Complaints must relate to:
- The performance of functions assigned to the Corporation, a governor or the Head of Governance under the College's Articles of Government.
 - The exercise by the Corporation of its powers.
 - Any alleged breach or failure to comply with the duties of the Corporation, individual governors or the Head of Governance under the Instrument and Articles of Government, the Code of Conduct or the Funding Agreement.
- 15.3. All complaints should be submitted in writing, identifying the complainant, and addressed to the Head of Governance. Complaints relating to the Head of Governance should be sent to the Chair.
- 15.4. The complainant must clearly state the nature and grounds of the complaint and provide any relevant documentation, if applicable. They should also specify the remedy they are seeking.
- 15.5. A complainant cannot request disciplinary action against a staff member or the removal of a governor or the Head of Governance, as these decisions rest with the Principal/CEO and the Corporation respectively, according to the Instrument and Articles of Government.
- 15.6. The Head of Governance or Chair will acknowledge receipt of the complaint within seven working days and refer it to one or more of the following for investigation: the College's Audit Committee, one or more governors, or an external person who has substantial experience of College governance (provided there is no referral to someone involved in the matters under complaint).
- 15.7. The appointed individual will consider the complaint and may interview the complainant and those involved. They may also consult the Corporation's auditors or other independent advisors as appropriate. They will prepare a written report of their findings, or at a minimum, an interim report, within 28 days of receiving the complaint.
- 15.8. The Corporation will review the findings at its next scheduled meeting after receiving the investigation report. They will determine whether the complaint is substantiated, in whole or in part, and decide if any remedy should be granted. Those involved in the complaint will withdraw from the discussion.
- 15.9. Within seven working days of the Board's decision on the complaint, the Head of Governance or Chair will provide a written response to the complainant and those involved confirming the Corporation's decision and the reasons for it. The response may include details of how to escalate the matter to relevant external bodies. (the Secretary of State, the Funding Agency, FEC).

15.10. In this procedure, references to the Chair also include a Vice Chair in their absence

16. PROFESSIONAL ADVICE

- 16.1. When professional advice is necessary, it will be obtained from the College's appointed advisers or, if required, from independent advisors. This advice may cover legal, accounting, and regulatory obligations but will not include guidance on individual governors' personal interests related to the Corporation.
- 16.2. Governors requesting advice should submit their request in writing to the Clerk, summarising the issues for which they seek guidance. If the request is for independent advice rather than from the College's advisors, the governors should provide a brief explanation of why consulting the College's advisors is deemed inappropriate.
- 16.3. Wherever possible, governors should first check with the Head of Governance to see if the college has already obtained professional advice on the matter before making a request.
- 16.4. The Head of Governance will forward a copy of the request to the Chair and the CEO/Principal.
- 16.5. The Chair will assess the request and decide whether to cover or contribute to the cost of the advice, based on the merits of each case, after consulting with the CEO/Principal. The Chair will decide regarding payment authorisation within ten working days of receiving the request.
- 16.6. The Head of Governance will inform the governor in writing whether the Corporation will cover the costs for the professional advice. If the costs are not covered, a brief explanation will be provided detailing the reasons for the decision.
- 16.7. Any advice obtained through this procedure shall be made available to all governors upon request.
- 16.8. In this procedure, references to the Chair also include a Vice Chair in their absence or when seeking independent advice.

17. REMOVAL OF A GOVERNOR FROM OFFICE

- 17.1. The removal of a governor from office is governed by the College's Instrument of Government.
- 17.2. Any question regarding removal of a governor must be referred to the Head of Governance, who will immediately notify the Chair of the Corporation. If the matter concerns the Chair, the Head of Governance will notify the Vice Chair (s).
- 17.3. If the Chair or a Vice Chair believes the matter should be pursued, they will, in consultation with the Head of Governance, determine whether further investigation is required and, if so, how this should be conducted.
- 17.4. The Chair, or a Vice Chair in their absence, in consultation with the Head of Governance, will decide whether the matter should be referred to the Governance, Search and Strategy Committee.
- 17.5. If the matter is referred to the Governance, Search and Strategy Committee, the Committee will consider the issue and decide if any recommendations, including the potential dismissal of the governor should be made to the Corporation.

- 17.6. Meetings of the Corporation to consider the removal of a governor shall be convened by the Head of Governance, providing at least seven clear days' notice.
- 17.7. Only members of the Corporation and the Head of Governance are entitled to attend such meetings. The governor in question will be invited to attend part of the meeting to present their case but shall not participate in the subsequent discussion or voting.
- 17.8. The Corporation will decide whether the governor is to be removed from office. If the decision is to remove the governor, the Head of Governance will notify the governor of the outcome.
- 17.9. A governor removed from office will have no right of appeal against the Corporation's decision.



WEST THAMES COLLEGE

Governor Recruitment Policy

Appendix 5: Governor Recruitment Policy

1. AIM OF THE POLICY/UNDERPINNING PRINCIPLES

- 1.1. This policy sets out the process for governor recruitment and re-appointment. The aim of the policy is to establish a fair and transparent process for the recruitment and appointment of governors, associate members and external co-options.
- 1.2. The College is committed to building a diverse and inclusive Board by ensuring the recruitment of individuals with the necessary skills, knowledge, values, and behaviours. This will enable the Board to effectively fulfil its role and support the College's strategic goals.
- 1.3. The recruitment process will focus on attracting individuals with a broad range of skills, expertise, and perspectives, ensuring the Board can effectively fulfil its responsibilities and advance the College's strategic objectives.
- 1.4. This policy applies to the recruitment of governors, associate members and external co-options but not recruitment of the CEO/Principal and senior postholders.

2. EQUALITY, DIVERSITY AND INCLUSION

- 2.1. The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination.
- 2.2. Subject to balancing the need to have requisite expertise, the Corporation aims to achieve sufficient representation on the Board in terms of gender, ethnic minorities and age and that the balance reflects as far as reasonably practicable, the composition of the local community and the College's student body.
- 2.3. The Corporation has established the following aspirational targets in relation to Equality, Diversity and Inclusion:
 - a) 50% male and 50% female representation by 2031.
 - b) 33% minority ethnic representation by 2031.
 - c) Four governors under the age of 45, inclusive of student governors.
- 2.4. The College is a Disability Confident Employer and is aiming to be a Disability Confident Leader by 2025.

3. RESPONSIBILITIES

- 3.1. The Board of the Corporation is responsible for:
 - The appointment of eligible, qualified and suitable independent governors, associate members and external co-options.
 - Taking all necessary steps to fill vacancies as soon as practicable.
- 3.2. The Governance, Search and Strategy (GSS) Committee is responsible for:
 - Identifying the membership needs through analysing skills and gaps.
 - Maintaining a succession plan for Board membership.

- Ensuring an appropriate level of diversity on the board, including but not limited to a balance of gender, age, ethnic origin and disability.
- Considering the need for associate members and external co-options onto committees.
- Oversight of the governor recruitment policy.

3.3. The Head of Governance is responsible for:

- Maintaining a Corporation composition record that provides details of current membership, including categories of membership and terms of office.
- Carrying out an annual skills audit to assist in the identification of skills gaps.
- Maintaining data to provide the GSS Committee with an understanding of the diversity of membership.
- Reporting forthcoming vacancies to the GSS Committee on a timely basis.
- Creating publicity to attract candidates.
- The administration of the recruitment and appointment process.

4. ELIGIBILITY OF GOVERNORS

- 4.1. The eligibility criteria for governors is set out in the Instrument and Articles of Government. The criteria apply to all categories of governors including associate members and external co-optees.
- 4.2. An individual may not be appointed to the Corporation if they are ineligible for membership.
- 4.3. Prospective governors, excluding student governors, will be required to declare their eligibility and confirm they are a 'Fit and Proper Person' on the Application Form.
- 4.4. Prior to interview or election, the Head of Governance will carry out disqualification checks including Companies House and the Charity Commission. Social Media searches will also be undertaken.
- 4.5. Before appointment, all prospective governors will complete an Annual Declaration Form.
- 4.6. Before appointment, all prospective governors, excluding Student Governors, will undergo the following checks:
 - Enhanced DBS.
 - Section 128 check. (A Section 128 check is a background check conducted to ensure an individual is not prohibited from managing a school under the terms of the Education and Skills Act 2008).
 - Two references: 1 character and 1 professional (where relevant). (The CEO/Principal and Chair can agree to less than two references in exceptional circumstances).

5. RECRUITMENT OF INDEPENDENT GOVERNORS, ASSOCIATE MEMBERS AND EXTERNAL CO-OPTES

- 5.1. The College seeks to recruit a high calibre of candidate to the role of governor.
- 5.2. Following identification of a vacancy for a governor, the Governance, Search and Strategy Committee will identify a recruitment panel. If the timings do not fit into the schedule of committee meetings the panel will be chosen by the CEO/Principal, Chair and Head of Governance.

- 5.3. The composition of the recruitment panel will be dependent upon the vacancy to be recruited but will ordinarily consist of: The Chair or Vice Chair, the CEO/Principal and up to two other governors or associate members. The process will be supported by the Head of Governance. The goal will be to include governors from two different committees, with consideration given to panel diversity whenever possible.
- 5.4. The recruitment panel will consult with the GSS Committee, as needed, to identify any skills and knowledge gaps, underrepresented groups and future succession planning needs.
- 5.5. Recruitment activities may include any or all of the following: Advertising. Personal contacts. Approaches to professionals, trade or community organisations, local businesses and employers. Use of volunteer bureaus. Use of College social media channels. Use of external recruitment services.
- 5.6. Any advertisement for governors will specify the skills and benefits of being a governor and include clear messages indicating that the College strongly encourages applications from all sections of the community.
- 5.7. Anyone interested in joining the Board will be asked to complete a Governor Application Form and invited to submit a CV. Applications must be submitted to the Head of Governance or a recruitment agency as appropriate.
- 5.8. The recruitment panel will shortlist applicants against the identified needs and will carry out interviews that are based on merit and objective assessment and selection techniques. Following the interview, the recruitment panel will make a recommendation to the Corporation.
- 5.9. When recruiting, the Panel will make reasonable adjustments for a candidate's level of experience and education, particularly when it appears that candidates have had limited progression opportunities or access to higher positions.
- 5.10. Appointments are subject to approval of the Corporation. Where the recommendation to appoint doesn't fit with the schedule of meetings, a written resolution will be circulated by the Head of Governance.
- 5.11. Appointments will be for a term of up to 4 years, subject to a satisfactory review with the Chair at the end of the first year.
- 5.12. Governors will not typically serve more than two terms of four years or three terms of three years. Exceptions may be made for members assuming more senior roles (e.g., Chair) or for succession planning to ensure the smooth operation of the Corporation. Any decision to extend a term beyond this must be justified by the Corporation and recorded in the minutes.

6. RE-APPOINTMENT OF GOVERNORS

- 6.1. At the beginning of the final year of a governors' term, the Head of Governance will contact the governor to see if they are interested in being considered for reappointment by the Governance, Search and Strategy Committee.
- 6.2. If the governor expresses a willingness to be reappointed, the Governance, Search and Strategy Committee will evaluate whether to recommend to the Corporation that the governor be appointed for another term.
- 6.3. The Committee will base its decision on the following criteria:
 - Whether the governors' skills are still required.

- Whether the governors' departure would provide an opportunity to enhance the skill mix of the Corporation.
- The governor's contributions and commitment to the Corporation's work.
- The equality composition of the Corporation.

- 6.4. If the governor under consideration is a member of the Governance, Search and Strategy Committee, they must withdraw from the meeting and refrain from participating in the decision making or voting regarding their appointment.
- 6.5. When the Corporation accepts the Committee's recommendation to reappoint the existing governor, the appointment will be made in accordance with the College's Instrument of Government.
- 6.6. If the Governance, Search and Strategy Committee determines that a governor should not be reappointed, a vacancy will arise. This decision will be reported at the next Corporation meeting.
- 6.7. A governor who is not recommended for reappointment by the Governance, Search and Strategy Committee has no right of appeal against this decision and will not be entitled to present their case to the Committee or the Corporation regarding this matter.

7. ELECTION OF STAFF GOVERNORS

- 7.1. Nominations shall be sought from staff whenever a vacancy arises.
- 7.2. Anyone interested in joining the Board will be asked to complete a Governor Application Form and invited to submit a CV. Applications must be submitted to the Head of Governance.
- 7.3. If the number of nominations exceeds the number of available positions, the Head of Governance will arrange for an election.

8. ELECTION OF STUDENT GOVERNORS

- 8.1. The Executive of the Students Association or Students Union will serve as the recognised body for nominating up to three student governors.
- 8.2. If the Student Association or Student Union is unable to make any nominations, the Head of Governance will arrange for the student body to elect the student governors.

9. EXTERNAL CO-OPTIONS

- 9.1. The Corporation may invite external co-optees to serve on any Corporation Committee. Such external co-optees will be appointed for the expertise they can offer to a particular committee.
- 9.2. Sections 5 and 6 provide details of the appointment and re-appointment process for external co-optees.
- 9.3. External co-optees will be regarded as full members of the Committee and will be entitled to vote on any issues debated by the Committee.

- 9.4. External co-optees will not be entitled to act as full members of the Board and will only attend full Board meetings by invitation, where they will have no voting rights.
- 9.5. The term of office for an external co-optee will be 12 months. External co-optees can be re-appointed for a further term of office, subject to a successful re-appointment review.
- 9.6. External co-optees will not be appointed as Chairs of Committees.

10. ASSOCIATE MEMBERS

- 10.1. The Corporation may appoint associate members to serve on the Corporation Board or any committee of the Corporation. Associate members will be appointed for the expertise and experience they can offer. A key role of an associate member will be to advise the Chair of the Corporation and the Chair of the relevant Committee (s) in their area of expertise.
- 10.2. Sections 4 and 5 provide details of the appointment and re-appointment process for associate members.
- 10.3. Associate members may be invited to meetings of the Board but will not have voting rights and will not count towards the quorum. However, they will be encouraged to express their views to help inform decision making.
- 10.4. Associate members will be regarded as full members of Committees and will be entitled to vote on any issues debated by the Committee.
- 10.5. The term of office for an associate member will be 12 months. Associate members can be re-appointed for a further term of office, subject to a successful re-appointment review.
- 10.6. Associate members will not be appointed as Chairs of Committees.



WEST THAMES COLLEGE

Governor Induction, Training and Development Policy

Appendix 6: Governor Induction, Training and Development Policy

1.0. INDUCTION

- 1.1. The Corporation has established an induction process for new governors, designed to help them to understand their role, become familiar with the College, and meet key staff members. An induction checklist is available in Annex 3.
- 1.2. The Head of Governance is the primary point of contact both throughout the induction process and will guide the new governor through each step.
- 1.3. Newly appointed governors will also be offered the opportunity to receive support from a mentor.

2.0. ROLE OF A MENTOR

- 2.1. The mentor's role is to provide additional advice and support. They will assist the new governor in quickly acquiring the knowledge, skills and understanding necessary to fulfil their role effectively.
- 2.2. The mentor will:
 - Offer to meet the new governor upon appointment or before their first Board meeting to review the agenda and meeting materials, address any questions, and highlight key issues or back ground information.
 - Sit alongside the new governor during their first Board meeting.
 - Be available as a sounding board, offering help and advice whenever needed.
- 2.3. The mentoring relationship is suggested to last for approximately 12 months, or for as long as both the mentor and mentee feel it is beneficial.
- 2.4. The mentor is not expected to "train" the new governor or give explicit instructions on how to act in specific situations. Instead, mentoring is part of a broader induction and training process, aimed at informally supporting the new governor in understanding the Corporation's role and the College's environment.

3.0. TRAINING AND DEVELOPMENT

- 3.1. The Corporation strives for continuous learning and renewal and as such, provides a range of training and development opportunities for individual governors and the Corporation as a whole so that collectively the Corporation possesses the skills and understanding to fulfil its responsibilities under the Instrument and Articles of Government.
- 3.2. Training and development opportunities include:
 - An induction process and mentor system to support new members.
 - Presentations by senior staff on specific topics or themes.
 - Online training modules.
 - Continuous self-development through educational literature, training materials and the internet.
 - Reports and discussions and Board and Committee meetings.
 - Attendance at external conferences, training events, webinars and network groups.

- Receipt of newsletters and other relevant materials, including updates on key developments in the Further and Higher Education sectors.
- We also deliver a number of virtual governor training sessions each year.

- 3.3. Governors are required to complete annual mandatory training on safeguarding, Keeping Children Safe in Education and the Prevent Duty. On appointment they are asked to complete mandatory training in Equality and Diversity, Health and Safety and Cyber Security.
- 3.4. Throughout the academic year, the Head of Governance will notify governors about workshops, conferences, webinars and network groups offered by organisations such as the Association of Colleges (AoC) or ETF (Education and Training Foundation). Governors can sign up for these events or, where payment is due, ask that the Head of Governance enrolls them.

4.0. **GOVERNANCE SELF-ASSESSMENT**

- 4.1. The Corporation conducts an annual self-assessment of governance and is required to arrange an external review of governance every three years. All members of the Board participate in some way in the self-assessment process.
- 4.2. The Corporation has established Governance Key Performance Indicators and measures its performance against these as part of the self-assessment process.

Area	Performance indicator
Attendance	75% attendance for the Corporation as a whole and for individuals at all main Corporation, committee and strategy meetings in the year
Attendance	All Corporation and committee meetings are quorate.
Length of meetings	Corporation meetings to last on average no more than 2.5 hours
Appointment	Annual review in terms of gender, ethnicity, age and disability to support equality of membership of the corporation
Committee membership	All governors to be a member of at least one committee unless agreed by the corporation
Register of interests	Declarations of interest to be made by governors as appropriate and presented to the corporation annually
Training and development	All governors to undertake compulsory on-line training in Prevent, Safeguarding, and Keeping Children Safe in Education
Training and development	The annual self-assessment process will include an opportunity for governors to identify any training and development needs.
Training and development	Governors to conduct at least one annual visit to their allocated governor link area within the college
Training and development	All new governors to receive an induction
Guiding and monitoring the strategic direction of the college	Meeting to be held at least annually focusing <u>solely</u> on strategic direction of the college.

Area	Performance indicator
Guiding and monitoring the strategic direction of the college	Key strategic objectives, financial performance and SAR/Quality improvement plan of the college to be formally monitored by corporation each term.
Guiding and monitoring the strategic direction of the College	Achievement of college annual targets for teaching, learning & assessment.
Guiding and monitoring the strategic direction of the college	Achievement of budget
Risk and internal controls	College controls and financial management are robust - opinion to be confirmed in the annual report from the Audit Committee.
Risk and internal controls	Risk is proactively managed with annual opinion on risk management to be confirmed in the annual report from the Audit Committee.
Self-assessment	Completion of annual governance self-assessment.
Clerkship	Issue of agenda and supporting papers at least 7 days before meetings. Agenda and supporting papers will generally be provided on Governor Hub.
Principal/Clerk	Annual appraisal of Principal & Clerk undertaken by Chair.

- 4.3. The results of the annual governance assessment review inform the Governance Action Plan, which is monitored by the Governance, Search and Strategy Committee.

5.0. **GOVERNOR SKILLS AUDIT**

- 5.1. The members of the Corporation come from a diverse range of backgrounds and possess a variety of skills and knowledge, which are essential for effective governance. To support our objective of maintaining a broad and balanced skills set, an annual skills analysis of the Board is conducted. The findings from the analysis are used to inform recruitment efforts and identify any training needs.

ANNEX 1: SAMPLE GOVERNOR INDUCTION PLAN

Action	Date/Status
Induction Meeting with Head of Governance	
Mentor assigned, if requested	
IT Induction	
Security Pass	
Meeting with the CEO to include Tour of Isleworth	
Tour Feltham	
Meeting with Chair and/or a Vice Chair	
Meeting with Executive Director Finance and Resources to have overview of funding, risk register and board assurance framework.	

Internal Training Modules

Course	Date Completed
College Safeguarding E Learning	
College Prevent E Learning	
College Cyber Security E Learning	
College EDI E Learning	
College Health and Safety E Learning	
College Keeping Children Safe in Education	
Introduction to the College Session	.

External Organisations/Training Modules

Action	Status
Introductory session with AoC Governance Lead	.
Association of Colleges Sign Up https://www.aoc.co.uk/user/register	
Governance 4 FE Sign Up https://governance4fe.co.uk/signup/	
AoC Governor Induction Session	
ETF Governance Development Modules ETF Governance Development Programme . Suggested Modules:	
C1a Understanding your role and the role of the Board	
C5 Understanding the sector, policy and inspection	
H3 Board Involvement at Inspection	
7c: Board Assurance Frameworks	

Committee Induction

Action	Status
Meeting with Committee chair	
Meeting with Executive Lead	
AoC Relevant Committee Governors Network Meeting	
ETF Governance Development Programme (relevant modules).	

Suggested Reading

Item	Date Completed
Annual Report and Accounts	

Latest Ofsted Report	
Governor Role Descriptions	
Governor Visit Policy	
AoC Code of Governance for Colleges	
College Strategic Plan	
College Accountability Statement	
FE College Corporations Governance Guide	
Instrument and Articles of Government	
Standing Orders	
Scheme of Delegation and Committee Terms of Reference	
DfE College Financial Handbook	
College Annual Development Plan	
Charity Commission Essential Trustee	
Ofsted Framework	
Charity Commission Trustee Expenses and Payments	
College Strategic Risk Register	

College Social Media Sites

Channel	Handle	Link to page
Instagram	@west_thames	https://www.instagram.com/west_thames/
Twitter/X	@WestThames	https://twitter.com/WestThames
Facebook	@WestThamesCollege	https://www.facebook.com/WestThamesCollege
LinkedIn	West Thames College	https://uk.linkedin.com/school/west-thames-college/
YouTube	@West-Thames-College	https://www.youtube.com/WestThamesCollege
TikTok	@west_thames_college	https://www.tiktok.com/discover/west-thames-college



WEST THAMES COLLEGE

Scheme of Delegation and Committee Terms of Reference

Appendix 7: Scheme of Delegation and Committee Terms of Reference

The Corporation sets the strategic and operational framework within which the CEO/Principal will manage the College, and the Corporation will monitor and hold the Executive Team to account to achieve the College's Strategic Plan objectives.

1. CORPORATION BOARD RESPONSIBILITIES

- 1.1. The responsibilities of the Board are set out in the Articles of Government. Article 3 (1).
- 1.2. The educational character of the College encompasses its broad purpose and strategic direction, the nature of its educational programs, the pattern of courses offered, any unique characteristics of its subjects, its overall ethos, admissions policy, and its relationship with learners, communities and stakeholders.
- 1.3. Additionally, the Board is responsible for assessing its performance, at least on an annual basis.

2. POWERS RESERVED FOR THE CORPORATION BOARD

- 2.1. Article 9 in the Articles of Government list the powers which the Board shall not delegate.

3. DELEGATION TO THE CHAIR OF THE BOARD

- 3.1. The Chair has the same legal authority as other Board members and acts as "First among Equals". The Chair is responsible for the leadership of the Board and is ultimately responsible to the College's stakeholders for the effectiveness of the Board.
- 3.2. The Chair may deal with those matters specifically delegated to him/her by the Board. However, the Chair shall not have delegated authority in relation to any matters listed in Article 3(1) or those responsibilities specifically delegated to the CEO/Principal under Article 3(2).
- 3.3. The Chair (or in their absence a Vice Chair) has the following delegated powers:
 - To take Chair's Action, under the Standing Orders.
 - To call an extraordinary meeting of the Board.
 - The appointment to (or amendment of) membership of committees and single task committees if required as a matter of expediency.
 - To undertake duties as assigned to the post in accordance with the disciplinary procedures for senior post holders.
 - Second or casting vote in situations where there is an equal division of votes.
 - To form part of the selection panel for the CEO/Principal.
 - To act as the spokesperson for the Board.
 - The levels of financial delegation as detailed in the College's Scheme of Financial Delegation.

4. DELEGATION TO THE CEO/PRINCIPAL

- 4.1. The statutory powers and duties of the CEO/Principal are set out in the Articles of

Government. Article 3 (2) states the CEO/Principal will be responsible for.

- 4.2. In discharging their delegations, the CEO/Principal must act in accordance with the strategy set by the Board.
- 4.3. Additionally, there shall be delegated to the CEO/Principal (who may in turn delegate to the holder of a suitable senior manager post) the following powers:
 - Implementing the decisions of the Board and its Committees.
 - Informing the Board, its committees or the Chair as appropriate, of all significant matters, achievements, activities and events related to the work of the college.
 - Developing a framework for the pay and conditions of service of staff, other than senior postholders or the Clerk.
 - Developing rules relating to the conduct of staff, including discipline, grievance, suspension and dismissal procedures, other than senior postholders or the Clerk.
 - Developing rules relating to the conduct of students, including suspension, discipline, academic appeals and complaints procedures.
 - Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students.
 - Obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
 - Determining the college's responses and communications to other organisations in accordance with the policies of the Board.
 - Proposing the levels of tuition fees and determining other charges payable to the College.
 - To deal with all other matters reasonably falling within the scope of the CEO/Principal's responsibilities and accountabilities.
- 4.4. The levels of financial delegation to the CEO/Principal are detailed in the Financial Scheme of Delegation which is part of the College's Financial Regulations.
- 4.5. As part of the funding agreement, the CEO/Principal is appointed as the Accounting Officer and is personally responsible for assuring regularity, propriety and value for money in the management of public funds.
- 4.6. Under Article 11 The CEO/Principal may delegate functions to the holder of a suitable senior manager post other than:
 - a) The management of budget and resources; and
 - b) Any functions that have been delegated to the Principal by the Corporation.

5. GOVERNOR COMMITTEES AND WORKING GROUPS

- 5.1. The Corporation Board has established five committees: Finance, Resources & Capital Projects, Audit, Curriculum, Quality & Student Experience, Governance, Search and Strategy, Remuneration.
- 5.2. Further details about the roles and responsibilities of the Committees and the level of delegation to them can be found in their terms of reference.
- 5.3. In addition to Committees, the Board can agree to put in place working groups/task groups to deal with specific issues over an agreed timeframe.
- 5.4. The levels of financial delegation to the Committees are detailed in the Financial Scheme of Delegation.

6. DELEGATION OF POLICY APPROVAL

- 6.1. The Board has established a list of College policies that specifies areas where approval authority has been delegated to either a Committee or the Executive Team.

7. FURTHER DELEGATION OR RECOVERY

- 7.1. The Board may delegate to or recover from any Committee or the CEO/Principal such matters as the Board may from time to time determine.

8. INTERPRETATION

- 8.1. For the avoidance of doubt, the Board may determine any matter which, in accordance with its Scheme of Delegation has been delegated to a Committee, the Chair or CEO/Principal.
- 8.2. For the avoidance of doubt, a Committee, the Chair or CEO/Principal, rather than exercise the powers delegated in accordance with the Scheme of Delegation may refer the matter to the Board or relevant Committee for decision, as the case may be.

Finance, Resources & Capital Projects Committee

Terms of Reference

1. ROLE AND PURPOSE

- 1.1. The role of the Finance, Resources and Capital Projects Committee is to ensure value for money and maximisation of resources and to give assurance to the Corporation on the suitability and appropriateness of the College's financial strategy and policies. The Committee considers and advises the Corporation on:

- Financial matters, including investment and borrowing.
- Human Resources
- Health and Safety
- Property strategy, including sustainability and any capital projects, and.
- Commercial activities.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of up to 5 governors which includes the Chair of the Corporation and the CEO/Principal and exclude members of the Corporation's Audit Committee. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.2. At least one member of the committee will have a financial qualification.
- 2.3. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Committee will be elected by the Corporation.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. QUORUM

- 3.1. The quorum for meetings of the committee shall be 3 members of the committee, at least two of whom shall be non executive governors.

4. FREQUENCY OF MEETINGS

- 4.1. The committee shall meet at least once per term and otherwise as required

5. DECISIONS IN WRITING/VIA EMAIL

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. RESPONSIBILITIES

- 6.1. To monitor at each meeting of the Committee those KPIs from the data dashboard that fall within the remit of the Committee.
- 6.2. To consider reports on the financial position of the College and to advise the Corporation on its solvency and the safeguarding of its assets.
- 6.3. Following satisfactory review, recommend the annual estimates of income & expenditure and the 2-year financial forecasts to the Corporation.
- 6.4. To provide strategic oversight that the College operates within the financial covenants associated with any loans.
- 6.5. Subject to a satisfactory review undertaken by the Audit Committee, to recommend the annual financial statements to the Corporation for approval.
- 6.6. To monitor the College's investment, borrowings and cash management.
- 6.7. To review the College's arrangements for insurance.
- 6.8. To have oversight of Human Resources including the College's approach to staff wellbeing.
- 6.9. To consider and review a human resources report annually.
- 6.10. To monitor the framework for the pay and conditions of service of staff and to propose the annual pay award for approval by the Corporation.
- 6.11. Subject to satisfactory review, recommend to the Corporation subcontracting arrangements annually.
- 6.12. To review, monitor and make recommendations in respect of the College's property strategy.
- 6.13. Subject to the provisions of the Financial Scheme of Delegation, review and monitor capital projects and improvements.
- 6.14. To monitor the elements of the College's sustainability strategy that relate to staffing, property and land.
- 6.15. To have oversight of health and safety compliance and to consider annually a College health and safety report.
- 6.16. To review at each meeting those risks from the College's risk register that have been assigned to the committee to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the risk register.
- 6.17. To be consulted on the development of the College's strategic objectives and the annual development plan.
- 6.18. To the extent, not otherwise addressed above, monitor progress towards achieving the objectives that are under the Committee's remit in the annual Development Plan.
- 6.19. To provide oversight of the College's procurement arrangements and seek assurance that procurement is conducted in accordance with the requirements.

- 6.20. To consider and review a report on the College's security arrangements annually.
- 6.21. To review and recommend to the Corporation those policies, procedures or plans assigned to the Committee on the Corporation's policy schedule that require Corporation approval.

7. AUTHORITY

- 7.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. MATTERS DELEGATED TO THE COMMITTEE BY THE CORPORATION

- 8.1. .Levels of financial delegation as detailed in the Financial Scheme of Delegation.
- 8.2. Review of the monthly management accounts.
- 8.3. Determination of the College's arrangements for insurance.
- 8.4. To review and approve those policies, procedures or plans on the Corporation's policy schedule that are assigned to the committee at least as frequently as set forth on the policy schedule or as otherwise set forth in this terms of reference.

9. REPORTING

- 9.1. The Head of Governance shall minute the proceedings and decisions of all Committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The Committee shall provide a report to the Corporation, which may be written or oral, on its proceedings after each meeting.

Governance, Search and Strategy Committee Terms of Reference

1. ROLE AND PURPOSE

- 1.1. The role of the Governance, Search and Strategy Committee is to lead on continuous improvement and best practice in governance, advising the Corporation on membership and general governance matters. The Committee also takes a lead on the review and appraisal of College strategic options.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of up to seven governors which will include the Chair of the Corporation, the CEO/Principal and the Chairs of the Committees.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the Committee. The majority of members of the Committee are required to be governors.
- 2.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Corporation will be the Chair of the Committee.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. QUORUM

- 3.1. The quorum for meetings of the Committee shall be three members of the committee, at least two of whom shall be non-executive governors.

4. FREQUENCY OF MEETINGS

- 4.1. The committee shall meet at least once per term and otherwise as required.

5. DECISIONS IN WRITING/VIA EMAIL

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. RESPONSIBILITIES

6.1. Governance and Search

- a) From time to time to review the Corporation's composition and balance to make recommendations to the Corporation.
- b) To advise the Corporation on the balance of skills, experience and knowledge appropriate to its strategic objectives, carrying out regular skills audit to identify any gaps and developing strategies to address any deficiencies and for succession planning for

the office of Chair and other offices held by governors.

- c) To monitor the diversity profile of Corporation members and, having due regard for the benefits of a diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.
- d) To determine the recruitment policy and process for appointing members of the Corporation.
- e) To make recommendations to the Corporation concerning the Committee membership and Chairs of Committees.
- f) To assess the contribution of any member willing and eligible to serve for a further term of office and make recommendations to the Corporation as appropriate.
- g) To develop and recommend to the Corporation, policies and procedures for the induction and training of governors.
- h) To determine the process for self-assessment and to ensure there is a robust plan in place for external reviews of governance.
- i) To review recommendations made in the self-assessment process and to monitor progress towards any actions agreed.
- j) To advise the Corporation on all matters relating to good governance, with particular regard to ensuring that the College's constitutional documents are fit for purpose.
- k) To keep under review all aspects of governance such as the governors' handbook, standing orders, governance related policies and procedures, the governor link scheme and the effectiveness of committees.
- l) To regularly review confidential material with a view to releasing the material into the public domain where appropriate.
- m) To represent the Corporation at the annual strategy meeting with the funding agency.

6.2. Strategy and Business Development

- a) To support the Executive Team with the development and updating of the College's strategy and strategic options prior to submission to the Board for approval.
- b) To make decisions about strategic options where decision making authority has been delegated by the Board.
- c) To ensure appropriate due diligence is carried out for any strategic options being explored.
- d) To seek assurance on the robustness of the College's processes to support mid to long term strategic planning.
- e) To identify key metrics against which to measure the success of any proposed strategic options, to review performance against these metrics and ensure appropriate action is taken in response.
- f) To identify potential areas for business growth.

- g) To consider risks and opportunities during the strategic planning process and to have oversight of allocated risks in the risk register.
- h) To support the Corporation by maintaining strategic oversight of the College's approach to stakeholder engagement, ensuring a coordinated view across committees and seeking assurance that engagement activity supports delivery of the College's strategic objectives.
- i) To support the Corporation by maintaining strategic oversight of the College's digital strategy, monitoring progress and ensuring effective coordination of activity across the committees.

7. AUTHORITY

- 7.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. MATTERS DELEGATED TO THE COMMITTEE BY THE CORPORATION

- 8.1. To determine the process whereby candidates are nominated to fill vacancies.
- 8.2. To determine the process for self-assessment and to ensure there is a robust plan in place external reviews of governance.
- 8.3. To regularly review confidential material with a view to releasing the material into the public domain where appropriate.
- 8.4. To review and approve those policies on the Corporation's policy schedule that are assigned to the committee

9. REPORTING

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The Committee shall provide a report to the Corporation, which may be written or oral, on its proceedings after each meeting.

Audit Committee Terms of Reference

1. ROLE AND PURPOSE

- 1.1. The core role of the Audit Committee is to scrutinise the robustness of the control framework and to assess its application in practice. The Audit Committee assesses and provides the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements and framework of governance. This includes the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of up to five governors. The Chair, CEO/Principal and members of the Finance, Resources and Capital Projects Committee are not permitted to be members of the Audit Committee.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.3. The Committee will ensure that the membership of the Committee is suitably diverse, skilled and experienced to be able to scrutinise the breadth of assurance reports it receives and to provide sufficient challenge. This will include recent and relevant experience in risk management, finance, audit and assurance.
- 2.4. When appointing members, the Committee's independence and objectivity will be maintained.
- 2.5. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.6. The Chair of the Committee will be elected by the Corporation.
- 2.7. The Head of Governance will act as Clerk to the Committee.

3. QUORUM

- 3.1. The quorum for meetings of the Committee shall be three members, at least two of whom shall be non executive members of the committee.

4. FREQUENCY OF MEETINGS

- 4.1. The Committee shall meet at least once per term and otherwise as required.

5. DECISIONS IN WRITING/VIA EMAIL

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. RESPONSIBILITIES

Financial Reporting

The Committee shall:

- (a) Monitor the integrity of the financial statements, including regulatory returns and any other formal statements relating to its financial performance and position, and review and report to the Board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.
- (b) Review and challenge where necessary:
 - The application of significant accounting policies and any changes to them.
 - The methods used to account for significant, contentious or unusual transactions where different approaches are possible.
 - Whether the college has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor's views on the financial statements.
 - The clarity and completeness of the disclosures in the financial statements and the context in which statements are made; and
 - All material information presented with the financial statements, including the strategic report and governance statements relating to the audit and risk management.
- (c) Subject to a satisfactory review undertaken by the Finance, Resources & Capital Projects Committee, to recommend the Annual Financial Statements to the Corporation for approval.

Internal Controls and Risk Management

The Committee shall:

- (a) Keep under review the effectiveness of risk management and internal control systems.
- (b) Regularly review the Corporation's risk register, ensuring that the identification, assessment and mitigation of risk is linked to the achievement of the college's objectives and that the assessment of risk reflects the Corporation's appetite for risk.
- (c) Receive regular reports on the management of significant risks.
- (d) Assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements and framework of governance. To include the board assurance framework, risk management and internal control framework, including financial and non financial controls.
- (e) To oversee the College's policies on fraud, irregularity and whistleblowing, and to ensure:
 - The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
 - That investigation outcomes are reported to the audit committee.
 - That the external and internal auditors are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned.
 - That all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the relevant funding authorities as soon as

possible. In determining whether matters are significant for the purpose of external reporting, the Committee shall have regard to the materiality and reporting thresholds set by the relevant funding authorities from time to time, together with qualitative factors such as whether the matter is unusual, novel, contentious or likely to attract public or regulatory interest. The Committee shall seek assurance that appropriate arrangements are in place to ensure that such matters are escalated promptly and, where required, notified to the relevant funding authorities outside of the normal annual reporting cycle.

- Risks around fraud have been identified and controls put in place to mitigate them.
- (f) To oversee the College's compliance with data protection law and to receive an annual report from the College's Data Protection Officer.
- (g) To oversee the College's approach to cyber security. To receive assurance on technical arrangements in place to reduce likelihood and impact of cyber attacks.
- (h) To oversee, at a strategic level, the College's approach to the ethical use of artificial intelligence with particular focus on risks relating to bias, fairness and unintended discrimination, and to seek assurance that appropriate governance, controls and mitigations are in place.

External Audit

The Committee shall:

- (a) Make a recommendation to the Corporation about the appointment, reappointment and dismissal of the external auditor, and to establish that the external auditor adheres to relevant professional standards.
- (b) Oversee the tender process for the external audit contract and ensure that the external audit is put out to tender at least every 5 years.
- (c) If an external auditor resigns, investigate the issues leading to this and decide whether any action is required.
- (d) Oversee the relationship with the external auditor. In this context, the Committee shall:
- Approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.
 - Approve an audit strategy annually.
 - Assess annually the external auditor's independence and objectivity including any threats to the auditor's independence and the safeguards applied to mitigate those threats including the provision of non-audit services.
 - Assess annually the performance of the external auditor and the effectiveness of the external audit process.
- (e) Review and consider the reports of the external auditor and monitor the implementation of recommendations to agreed timescales.
- (f) Review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
- A discussion of the major issues which arose during the audit.
 - The auditor's explanation of how the risks to audit quality were addressed.
 - Key accounting and audit judgements.

- The auditor's view of their interactions with senior management.
 - Levels of errors identified during the audit.
- (g) Review any representation letters requested by the external auditor before they are signed by management.
- (h) Review the management letter and the management's response to the auditor's finding and recommendations.

Internal Audit

The Committee shall:

- (a) Advise the Corporation on the appropriate level of internal audit arrangements.
- (b) Make a recommendation to the Corporation about the appointment, reappointment and dismissal of the internal auditors or other assurance providers.
- (c) Consider and approve an annual internal audit plan which is informed by the Corporation's risk register and extend to both financial and non-financial controls and risk.
- (d) Review and consider the reports of internal audit and other assurance providers and monitor the implementation of recommendations to agreed timescales.
- (e) Monitor and review the effectiveness of the college's internal audit function and how independence and objectivity are safeguarded.
- (f) Inform the Corporation on the provision of any additional services undertaken by the internal auditor or other assurance providers and explain how independence and objectivity have been safeguarded.
- (g) Support effective co-ordination between the Internal Audit Service (IAS) and the Financial Statements Auditor.
- (h) To consider relevant reports, for example by the National Audit Office (NAO), the Department for Education (DfE), other funding bodies and where appropriate, management's response to these.

Training and Development

The Committee shall consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date.

7. AUTHORITY

- 7.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

- 7.3. The Committee must not adopt an executive role.
- 7.4. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. MATTERS DELEGATED TO THE COMMITTEE BY THE CORPORATION

- 8.1. To approve the audit strategy and annual internal audit plans.
- 8.2. To receive the annual report from the Data Protection Officer.
- 8.3. To review and approve those policies on the Corporation's policy schedule that are assigned to the committee

9. REPORTING

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The Committee shall provide a report to the Corporation, which may be verbal or written, on its proceedings after each meeting.
- 9.3. The Committee will produce an annual report to the Corporation, summarising the committee's activities relating to the financial year under review, including:
- A summary of the work undertaken by the committee during the year.
 - The number of meetings held in the year, and attendance records for each audit committee member.
 - Any significant issues arising up to the date of preparation of the report.
 - Any significant matters of internal control included in the reports of audit and assurance providers.
 - Details of the date of appointment of the external auditors and the remaining term of the contract.
 - The Committee's view of its own effectiveness and how it has fulfilled its terms of reference.
 - The Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. The annual report must be submitted to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed.

Curriculum, Quality and Student Experience

Committee Terms of Reference

1. ROLE AND PURPOSE

1.1. The Committee provides assurance to the Board:

- That the College provides an ambitious curriculum that meets the needs locally, regionally and nationally.
- That the College provides a high-quality education and an outstanding and inclusive student experience where all students are able to thrive.
- About the quality of teaching, learning and student outcomes for all provision at all levels and for all age groups.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of at least six and up to eleven members, including the staff governor, student governors and the CEO/Principal. A minimum of three members will be non-executive.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.3. Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Committee will be elected by the Corporation. Students and members of staff are not permitted to be elected to the role of Chair.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. QUORUM

- 3.1. The quorum for meetings of the Committee shall be three members, at least two of whom will be external members.

4. FREQUENCY OF MEETINGS

- 4.1. The Committee shall meet at least once per term and otherwise as required.

5. DECISIONS IN WRITING/VIA EMAIL

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. RESPONSIBILITIES

- (a) To seek assurance about the curriculum offer and how it meets the needs of learners, employers and stakeholders at a local, regional and where appropriate, national level.
- (b) To review the Accountability Agreement annually for recommendation to the Corporation.
- (c) To be consulted on the development of the college's strategic objectives and the annual Development Plan.
- (d) To monitor the KPIs for the delivery of the relevant themes of the Strategic Plan and the Development Plan.
- (e) To monitor progress towards the achievement of the relevant objectives in the Strategic Plan and the Development Plan.
- (f) To review at each meeting those risks from the Corporation's risk register that fall within the scope of the committee's terms of reference; to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the risk register.
- (g) To participate in the moderation process for the College Self Assessment Report (SAR).
- (h) To review and recommend the College Curriculum SAR for the Corporation to approve.
- (i) To receive for review an annual report on Higher Education provision and to monitor performance against targets.
- (j) To monitor strategies for ensuring the quality of teaching and learning.
- (k) To consider the views of students on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Learner Voice).
- (l) To receive an annual summary report on the outcomes of student complaints and appeals.
- (m) To receive an annual report on student disciplinarys and exclusions.
- (n) To monitor safeguarding and Prevent arrangements and to review and recommend the Annual Safeguarding Report for the Board of Governors to approve.
- (o) To have oversight of equality and diversity and student wellbeing.
- (p) To scrutinise the performance of different groups of learners to ensure equality of outcomes for all groups.
- (q) To consider the views of staff on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Staff Voice).
- (r) To oversee the delivery of apprenticeships and engagement with employers.
- (s) To oversee the provision for High Needs students.
- (t) To oversee the provision of Careers guidance.
- (u) To monitor the quality of the sub-contracted provision.
- (v) To monitor and evaluate the impact of the College's digital strategy on learner

experience, participation and outcomes, seeking assurance that the intended benefits are being realised.

- (w) To seek assurance that the College's digital strategy promotes equitable access and does not disadvantage any groups of learners, including in relation to access to equipment, connectivity and digital capability.

7. MATTERS DELEGATED TO THE COMMITTEE BY THE CORPORATION

- 7.1. To review and approve those policies on the Corporation's policy schedule that are assigned to the Committee.

8. AUTHORITY

- 8.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 8.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

9. REPORTING

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The Committee shall provide a report to the Corporation, which may be written or oral, on its proceedings after each meeting.

Remuneration Committee Terms of Reference

1. Role and Purpose

To advise the Corporation on all matters relating to the pay and conditions of employment of holders of senior posts.

2. Membership

- 2.1. The committee shall comprise of at least 4 governors, excluding the CEO/Principal, staff and student governors.
- 2.2. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.3. The Chair of the Committee will be elected by the Corporation.
- 2.4. The Head of Governance will act as Clerk to the Committee. The Head of Governance will not be present for the consideration of his or her pay and terms and conditions of employment.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3 members of the committee.

4. Frequency of Meetings

- 4.1. The committee shall meet at least once a year.

5. Decisions in Writing/Via Email

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

- (a) To establish and keep under review a policy framework for the employment of holders of senior posts and the Head of Governance, including relevant remuneration, disciplinary, capability and grievance policies and procedures, within the overall framework for pay and conditions of staff approved by the Corporation.
- (b) To receive and consider reports (written or verbal) from the governors appointed to review the performance of the CEO/Principal and the Head of Governance.
- (c) To receive and consider reports (written or verbal) from the CEO/Principal on the performance of all other holders of senior posts
- (d) To produce an annual report for the Corporation, summarising the committee's activities relating to the academic year under review.
- (e) To recommend to the Corporation the initial pay and conditions of employment for holders of senior posts and the

- (f) Discus Head of Governance, and to recommend any subsequent changes to their remuneration and terms of employment, as deemed appropriate by the Committee.
- (g) To oversee settlement negotiations for Senior Postholders and make a recommendation to Corporation.
- (h) To consider the professional development needs of the CEO/Principal.
- (i) To consider issues of succession planning for holders of senior posts.
- (j) The Corporation has adopted the Senior Postholder Remuneration Code and in all its decision-making shall have due regard to the Senior Postholder Remuneration Policy when making decisions about Senior Post Holder remuneration:
 - a. The use of public funds and the financial health of the college.
 - b. Performance and achievement evidenced through each individual's annual appraisal discussion.
 - c. Other relevant factors such as pension provision.
 - d. The overall performance of the college.
 - e. The college's position against national benchmarks.
 - f. Salary levels within the sector.
 - g. Inflation.
 - h. Other environmental factors affecting the college.
 - i. The equality and diversity policy.
 - j. The college's values and the Nolan principles.
 - k. Pay awards granted to all staff in the College.
 - l. Senior Postholder remuneration expressed as a multiple compared to average remuneration for all employees.

7. Authority

- 7.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. Matters Delegated to the Committee by the Corporation

- 8.1. To approve the disciplinary procedures for Senior Postholders.
- 8.2. To approve the grievance procedures for Senior Postholders.
- 8.3. To approve the settlement framework for Senior Postholders.
- 8.4. To review and approve those policies on the Corporation's policy schedule that are assigned to the Committee.

9. Reporting

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.

9.2. The committee shall provide a report to the Corporation following each meeting.

Special Committee Terms of Reference

1. ROLE AND PURPOSE

- 1.1. Should it be required, the Corporation shall establish a Special Committee to consider disciplinary matters related to Senior Post Holders.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of three independent members of the Corporation.
- 2.2. The Chair, CEO/Principal, staff and student members of the Board are not eligible for membership of the Special Committee.
- 2.3. The Committee shall elect one of its members to be its Chair.

3. QUORUM

- 3.1. The quorum for meetings of the Committee shall be three.

4. FREQUENCY OF MEETINGS

- 4.1. The Committee will meet when circumstances require.

5. RESPONSIBILITIES

- 5.1. The Committee shall examine the case for the dismissal of a Senior Post Holder.
- 5.2. The Committee shall allow the person whose dismissal is to be considered the right to make representations. The representations may be made in writing or made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a workplace colleague or union representative.
- 5.3. In examining the case for dismissal the Committee shall consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:
- any relevant documents and representations
 - the terms and conditions of the Senior Postholder's employment
 - any applicable disciplinary procedures
 - any relevant ACAS guidance
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998

6. AUTHORITY

- 6.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.

- 6.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

Appeal Committee Terms of Reference

1. ROLE AND PURPOSE

- 1.1. Should it be required, the Corporation shall establish an Appeal Committee to hear appeals from Senior Post Holders.

2. MEMBERSHIP

- 2.1. The Committee shall comprise of three independent members of the Corporation.
- 2.2. The Chair, CEO/Principal, staff and student members of the Board are not eligible for membership of the Special Committee.
- 2.3. Members of the Committee shall not have been involved in the case at an earlier stage.
- 2.4. The Committee shall elect one of its members to be its Chair.

3. QUORUM

- 3.1. The quorum for meetings of the Committee shall be three.

4. FREQUENCY OF MEETINGS

- 4.1. The Committee will meet when circumstances require.

5. RESPONSIBILITIES

- 5.1. The Committee shall consider and determine formal appeals from Senior Post Holders.

6. AUTHORITY

- 6.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 6.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

Protocol for Joint FRCP and CQSE Strategic Discussion Sessions

Role and Purpose

Joint sessions of the FRCP Committee and CQSE Committee are convened periodically to support integrated discussion of cross-cutting strategic matters, particularly where there is interdependency between finance, resources, curriculum and quality.

The role of joint sessions is to:

- Enable aligned and informed discussion across committee remits.
- Consider strategic issues which benefit from a combined perspective.
- Identify risks, interdependencies and implications across finance, curriculum and quality.

Joint sessions are advisory in nature and do not replace the scrutiny and assurance functions of either committee.

Status

Joint sessions are not a formal committee of the Board and do not constitute a separate governance body. The FRCP and CQSE Committees remain distinct committees with their own delegated responsibilities and reporting lines.

Joint sessions do not hold delegated decision-making authority. Where agreement is reached, this will be recorded as:

- A recommendation to the Board; or
- A recommendation for formal consideration by the FRCP and/or CQSE Committee at their next meeting

No decisions within the formal remit of either committee will be deemed approved unless ratified through the appropriate committee.

Chairing

Joint sessions will normally be chaired by the Chair of the Corporation.

Quorum

As joint sessions are advisory, formal quoracy does not apply. However, appropriate representation from both committees should be sought to ensure balanced discussion.

Conduct of Meetings

Topics for discussion will focus on strategic, cross-cutting matters. Routine or committee-specific business will continue to be considered within the respective committee meetings.

Chairs of the FRCP and CQSE Committees will be invited to suggest topics, where matters are considered to benefit from a coordinated, cross-committee perspective. Final decisions and prioritisation of topics will be determined by the Chair of the Corporation and the CEO.

Minutes and Reporting

A note of the joint session will be produced identifying key areas of discussion and any recommendations. These will be reported to the next meeting of the Board.



West Thames College

Governor Role Descriptions

Appendix 8: Governor Role Descriptions

Governor Role Description

Role Title:	Governor
Responsible to:	The Board of Governors, the College and the wider community.
Pay Scale:	Voluntary role. Expenses will be paid.
Time Expectation:	Approximately 80 hours per year.

The Board of Governors has overall responsibility for the conduct, strategic direction and financial health of the College and is ultimately accountable to students and the wider community the college serves. Governors provide oversight of the College and its business, making a positive contribution that does not interfere with day to day management (which is the remit of the CEO and the Executive Team).

Governors contribute their professional and specialist skills, and their experience to the Board in a non-executive role. These may well be inflected with lived experience drawn from socio-economic background, culture, faith and ethnicity, gender and gender identity, age and disability and other factors.

Responsibilities

Under the Articles of Government and in conjunction with fellow members of the Governing Body, Governors are responsible for:

- a) The determination and periodic review of the educational character and mission of the College and for the oversight of its activities.
- b) Approving the quality strategy of the institution.
- c) The effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets.
- d) Approving annual estimates of income and expenditure.
- e) The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the clerk.
- f) Setting a framework for the pay and conditions of service of all other staff.

Duties

- a) Abide by the Board's Code of Conduct and demonstrate a commitment to the seven principles of Public Life.
- b) Attend meetings of the Governing Body and its Committees. There are usually four Board meetings a year, termly committee meetings and two Strategy Days. Meetings are generally held on Wednesdays at 6.00pm.
- c) Prepare for meetings in advance by reviewing relevant documents, the Data Dashboard, and formulating thoughts and questions.

- d) Contribute skills, experience, and unique perspectives to Board and committee meetings, enhancing decision making and promoting thoughtful dialogue with senior leaders. Ask challenging questions with a focus on improvement.
- e) Serve on at least one committee of the Governing Body and ad hoc committees or working groups as necessary.
- f) Take part in relevant training and development events or opportunities to enhance contributions to the Governing Body.
- g) Attend the annual governor curriculum link visit and periodic College events to gain an appreciation of the work of the College and to meet students, staff and stakeholders.
- h) Participate in the annual review of performance of the Corporation.
- i) Be an Ambassador for the College, promoting its interests, engaging your network to support its work, and providing valuable contacts. Foster good relations between the College and the local community.
- j) Take an active interest in Further Education in general and the College in particular.
- k) Give any additional assistance as may be reasonably requested by the Chair of the Corporation.

Governors' Person Specification

In seeking to fill any vacancy, the Corporation endeavours to maintain a balance of skills and experience amongst its membership. The following is a specification for governors in general.

- a) Passionate about education and the difference that it can make to individuals and communities.
- b) Ability to demonstrate a full understanding and appreciate the principles of governance, including collective responsibility, discharge of fiduciary duties and the Nolan principles.
- c) An existing (or ability to quickly gain) awareness and understanding of national and local educational issues and their impact on the College.
- d) Can demonstrate understanding and commitment to the principles of safeguarding and equality and diversity as relevant to the needs of the post.
- e) An awareness of the concerns of business, employability and the skills issues of the local economy.
- f) Experience in a public or private sector appointment, paid or voluntary position at a Board level and/or an appreciation of issues that affect the senior management role.
- g) Ability to work positively with others as part of a team and engage in constructive debate and challenge while maintaining the position of being a 'critical friend' to the College.
- h) Ability to develop a broad-based view of issues and events and assess their long term impact.
- i) Exercise responsibilities with independence and discretion, respecting rules on confidentiality.

Chair of the Corporation Role Description

Job Title:	Chair of the Corporation
Salary:	Voluntary
Hours:	Approximately 5 hours a week
Responsible to:	Corporation Board

Key Purpose:

The Chair of the Corporation is fundamental to the success of the college as a leadership role that influences and drives decision making and strategy. The Chair ensures the Board fulfils its duties in:

- Setting and communicating the College's educational character, strategy and goals.
- Holding executive leaders to account for the educational performance and quality of the college.
- Exercising effective control to ensure that funds and assets are protected and the financial health of the college is secure.
- Establishing high levels of integrity and ensuring compliance with legal obligations.
- Ensuring the voices of stakeholders are heard.
- Acting as an ambassador for the college, working with local and national stakeholders to develop relationships and build a better future.

Responsibilities:

The Chair is responsible for providing effective leadership of the Corporation Board and, in association with the Head of Governance, its efficient operation in accordance with the Instrument and Articles of Government and the Corporation's Standing Orders, by:

Strategic and Leadership Responsibilities

- Working with the Board and executive leaders in setting the educational character of the college; ensuring that students and the skills needs of the local economy are central to decision-making processes.
- Ensuring the Board has a good knowledge of the College and has mechanisms in place to obtain and listen to the views of parents, students, and staff.
- Developing strong working relationships with key stakeholders, including employers, local authorities and with chairs of neighbouring colleges, other educational institutions and training providers.
- Serving as an ambassador for the college, bringing enthusiasm and energy in promoting the college's best interests and reputation, by representing the college at external meetings, presentations, conferences in local, regional and national settings.
- Being a first point of contact and playing a leading role in employment matters as required (for example, grievance, disciplinary, capability).
- Attending college events as appropriate and encouraging other governors to do so.

Developing the Team

- Building a team of governors with the right skills and diversity for the successful oversight of the college.

- Ensuring all members of the Board have a thorough understanding of their role and receive appropriate induction and ongoing development as required.
- Ensuring members of the Board act reasonably and in line with the Board's agreed code of conduct.
- Promoting critical self-assessment of the Board performance and participating in an annual Chair's review process.
- Supporting the Head of Governance in the development and delivery of associated self-assessment action plans and any governor development programmes.
- Being willing to attend any necessary and appropriate professional development, whenever practicable.

Operation of the Board

- Chairing the Board's 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.
- Striving 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.
- Working with the Head of Governance and the Principal to plan for Board meetings, ensuring that agendas focus on the Board's key responsibilities and strategic priorities and reducing unnecessary paperwork.
- Collaborating with the Head of Governance to establish effective working procedures and sound committee structures.
- Calling a special meeting of the Board where urgent and significant matters need to be considered before the next ordinary board meeting.
- Having a second or casting vote at meetings of the Board where there is an equal division of votes on an issue.
- Acting on behalf of the Board between meetings on matters delegated by it or on routine matters such as the signing of documents, or in response to approaches from external organisations on issues which do not require approval by the Board.

Responsibilities in Respect of the Principal and the Head of Governance

The Chair is responsible for promoting a constructive and supportive working relationship with the Principal, to assist them in achieving agreed objectives while maintaining a professional relationship at all times. Both post-holders shall meet regularly for consultation and communication, and for the following purposes:

- Briefing of the Chair by the Principal on matters of interest and importance.
- Updating on key events and progress since the previous meeting.
- Informal exploration of differences of opinion as they arise.
- Early warning of problems which may arise for the College.
- The opportunity for informal discussions relating to working practice.

The Chair:

- Shall undertake the annual appraisal of the Principal and ensure that they have access to appropriate opportunities for development and training. The outcomes will be reported to the Board.
- Shall offer both general and specific support to the Principal where strategic, major or contentious issues are involved.

- Shall ensure that the Board fulfils its duty of care to the Principal, including ensuring a safe and secure working environment, a reasonable work-life balance, and support for their wellbeing.
- Shall undertake the annual appraisal of the Head of Governance, including a review of development needs, pay and conditions.
- Will be responsible for instigating any disciplinary action against the holders of posts designated as senior posts, should the need arise.

Additional information

The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

Person Specification

Chair of the Corporation Board

	Essential	Desirable
Knowledge/Experience	• Significant executive management and leadership experience • Experience of leading successful change programmes in complex organisations • Experience of taking a broad-based view of issues and events and their short and long-term impact through direct experience of working at a senior level • Excellent communication skills to deal effectively with a wide range of people both within the College and with other organisations and individuals • Experience of realising an organisation's commitment to excellence through its strategic aims • An understanding of the education sector and the aims and purposes of further education	• Significant executive management and leadership experience in the education sector, preferably FE/skills • Experience of holding a responsible position on a board, committee or other similar group • An understanding of the legal and regulatory framework in further education
Skills/Abilities	• Ability to chair meetings of the Corporation, facilitating discussion by members and enabling efficient determination of actions and decisions • Ability to make a positive contribution to the team, valuing and respecting others' expertise and contribution • Ability to understand and challenge written or verbal reports • Ability to promote our excellent reputation and behave appropriately and professionally in meetings	• Knowledge of the obligations of charitable trustees

	• Ability positively to manage differences of opinion and effect collective responsibility for decision making • Ability to recognise and further develop the diverse talents and contributions of individual Board members	
Special Requirements	• Compelling passion and dedication to improve education and training across areas which the College serves. • Commitment to the College and its role in relation to the communities it serves. • Availability for attendance at meetings and other events. • Responsibility for ensuring the promotion and safeguarding the welfare of children, young people and vulnerable adults and for raising any concerns • Willingness continuously to update skills and knowledge • Understanding how to promote equality and diversity within the role • Willingness to work in line with the Nolan Principles of Public Life and Code of Conduct • Willingness to obtain DBS at enhanced level and to provide evidence of the right to live and work in the UK	• Willingness to attend occasional regional meetings with other governors

Vice Chair Role Description

Responsibilities

The Vice-Chair(s) of the Board will support the Chair to ensure that Board observes the principles of public life and operates effectively. In doing so, the principal duties of the Vice-Chair of the Board are:

1. Develop a close working relationship with the Chair and assist the Chair in performing their duties & responsibilities (see Chair's role description for reference)
2. Liaise regularly with the Chair and the CEO.
3. Perform the responsibilities of the Board Chair during their absence.
4. Chair meetings of the Corporation in the absence of the Chair and ensure that it functions effectively.
5. Act as a sounding board to the Chair, providing support, advice and advice as needed.
6. Take on responsibilities delegated by the Chair.
7. Establish and foster an effective relationship with the CEO and members of the Executive Team on trust and mutual respect for each other's roles.
8. Attend training and induction as required to carry out the role of Vice-Chair and as a member of the Board.
9. To be available to members of the Board, whether individually or collectively, should they have concerns which contact through the normal channels of the Chair and/or Head of Governance, has failed to resolve or where such contact is inappropriate.
10. To visit the College regularly and attend events.

Personal Qualities

The qualities required of the Vice-Chair of the Board are:

- A strong personal commitment to Further Education and the values, aims and objectives of the College.
- A willingness to devote the necessary time and effort to their duties as Vice-Chair and member of the Board.
- Political awareness and an understanding of the economic, social and political dynamics of the region.
- Strategic vision and good, independent, judgement.
- Be willing and confident to challenge and engage others in debate.
- Honesty and integrity.
- Skills of networking, influencing and advocacy.
- An understanding of the importance of and a commitment to equality and diversity.
- Respect for confidentiality

Staff Governor Role Description

Staff governors are unique in that, by definition, staff are involved in the day to day running of the school and yet are asked as governors to put this to one side and be 'strategic managers'. This is not always easy to do. However, the role of the staff governor offers an opportunity to make a real contribution to the strategic management of the College, providing an interesting and rewarding dimension to work.

Staff governors are representative staff members rather than representatives of staff, bringing a staff view point and perspective to discussion and debate. They should not be seen as a 'go between' or staff delegate. They act according to their own conscience and should follow the appropriate rules of governor protocol and confidentiality.

As members of the Board, staff governors are expected to fulfill the responsibilities outlined in the 'Governor Role Description' in a capacity similar to that of a non-executive director. In addition to those responsibilities, staff governors:

- Contribute to discussions from an individual perspective, informed by experience as an employee, but always with regard to the interests of the college as a whole.
- Help other governors understand the likely impact of Board decisions on staff and on other stakeholders (such as students or employers) of whom the staff governor has direct knowledge.
- Support the CEO and the Head of Governance in improving staff understanding of the role and activities of the Board.

Person Specification

1. Knowledge of the College's vision and values.
2. An ability to understand a broad based view of issues and events.
3. Good inter-personal skills, including discretion and diplomacy, to form and maintain sound and appropriate working relationships with members of the Board, the Executive Team and external contacts.
4. Excellent communication skills in order to deal effectively with a wide range of people both internally and externally.
5. Availability for attendance at meetings and other College events, including evenings.
6. An understanding of the education sector and/or empathy with the role and function of further education.
7. An understanding of the legal and regulatory framework in further education.

Safeguarding Governor Role Description

The Safeguarding Governor plays an important role in the oversight and scrutiny of the safeguarding policy, procedures and practice on behalf of the Corporation. The role as nominated governor for safeguarding is to:

1. Serve as a 'critical friend' to the College, ensuring appropriate systems and procedures are in place for safeguarding and statutory responsibilities, including the Prevent agenda.
2. Monitor appropriate policies, including the safeguarding and whistle blowing policies.
3. Ensure there is a suitably qualified, trained and supported Designated Safeguarding Lead (DSL) who is responsible for handling safeguarding issues.
4. Confirm there is a robust system for recording, storing and reviewing student welfare concerns.
5. Meet with the DSL termly to discuss child protection and safeguarding issues, and provide a report from the meeting to the Curriculum, Quality and Student Experience Committee. This could include:
 - How safe students feel in college.
 - Student wellbeing.
 - Procedures for addressing student medical issues, including allergies.
 - How the voice of students is truly heard and appropriately acknowledged.
 - How the college constantly reviews and considers their curriculum in order that key safeguarding messages and lessons run throughout the college
 - How the college works with other agencies available to support students and families
 - How the safeguarding agenda is embedded in the ethos of the college
 - How progress is monitored against any internal or external reviews of safeguarding
 - How and when staff are trained
 - How sub-contractors are monitored to ensure they have safeguarding procedures in place and are aware of their Prevent duty
 - How British values of 'democracy, the rule of law, individual liberty, mutual respect and tolerance for those with different faiths and beliefs' are met.
6. Complete the NSPCC training course every 3 years and complete online safeguarding refresher training annually. Attend training as appropriate to the role and relevant to issues within the college and locality.
7. Have oversight for the single central record. Carry out a termly check to ensure it is up to date and maintained in line with guidance.
8. Have oversight of completion of mandatory safeguarding and Prevent training and any additional training deemed appropriate.
9. Ensure an annual Safeguarding report to the Corporation is submitted.
10. Ensure that safeguarding is monitored under the Risk Register.

Sustainability Link Governor Role Description

Purpose of the Role

Sustainable development meets present needs without compromising future generations' ability to meet theirs and encompasses environmental, social, and economic issues. The Sustainability Governor plays an important role in the oversight and scrutiny of the sustainability goals, policies, procedures, and practice on behalf of the Corporation.

The purpose of this role is to contribute to the work of the Board as laid out below:

- Promote understanding of climate related compliance, risks and opportunities.
- Integrate climate related risk considerations into normal board processes.
- Facilitate informed decision-making and an integrated approach to strategy that considers short- and long-term climate impacts.
- Have oversight of how learners understand the relationship between their studies and sustainable development, and how they gain the knowledge, skills, values, and attributes to contribute positively to the sustainability agenda.

Duties:

- Oversee how sustainability is embedded in the curriculum and student activities beyond the formal curriculum that enable students to contribute to a more sustainable future.
- Oversee the implementation of sustainable practices and climate change practices.
- Note the college's position on compliance with statutory requirements.
- Stay informed about the college's sustainability disclosures and ensure they meet best practice standards.
- Support training of governors on sustainability through knowledge sharing.
- Assess the Board's competency and culture regarding sustainable practices and leadership.
- Support board discussions to integrate sustainability and climate challenges into decision making and college values.
- Monitor stakeholder engagement and recognise the need to bring in experts where appropriate, to ensure challenge and discuss multiple views.
- Support the executive on the setting of sustainability objectives, targets, and KPIs.
- Collaborate with the Executive Team to provide relevant data to the Board.
- Support the committee chairs to embed sustainability into their work plans.
- Monitor resource allocation for managing material climate related risks, especially in partnerships for sustainability projects.

Careers Link Governor Role Description

The Careers Link Governor assists the Board in overseeing the delivery and evaluation of the College's careers guidance by:

- Understanding the College's careers education, employee engagement strategy and career guidance programme.
- Supporting the Careers Lead by acting as 'critical friend' to College management on matters relating to careers guidance.
- Championing careers matters with fellow governors.

Key Responsibilities

1. Stay updated on local and national careers guidance developments and maintain a working knowledge of best practice.
2. Maintain an understanding of the College's career guidance strategy and how it meets the Gatsby Benchmarks.
3. Attend any continuous professional development appropriate to the role.
4. Attend relevant employer engagement and careers networking activities.
5. Have an understanding of the College's partnerships.
6. Act as a 'critical friend' to College management on careers guidance and encourage adherence to the Department for Education expectations for ongoing development of learner support.
7. Meet regularly with the College's careers leader to understand progress in meeting best practice careers guidance and provide a report from the meeting to the Curriculum, Quality and Student Experience Committee. Topics that might be covered in the meeting include:
 - Implementation of the careers programme including the Gatsby Benchmarks and the Matrix Standard.
 - Internal and external benchmarking of the College's approach to careers guidance.
 - Learner destinations and outcomes.
 - Collaboration with schools and organisations in the provision of careers guidance.
 - Partnerships and engagement with local employers and how this informs the local labour market and the College curriculum.
 - Use of regional and national labour market information to inform decision making and promote progression.
 - Safeguarding and health and safety arrangements for work experience activities.
8. Meet with learners to discuss Careers, Education, Information, Advice and Guidance (CEIAG) and progression.
9. Meet with external assessors e.g. Ofsted and Matrix, to discuss Board oversight of CEIAG.
10. Act as an advocate and raise the profile of careers guidance amongst the Board.

Student Governor Role Description

Being a student governor is an important role that comes with a lot of responsibility. Student governors work closely with Corporation (Governing Body) to fulfil the Board's responsibilities. The Corporation sets the College's overall strategic direction, holds leaders to account for the quality of education and oversees the finances. The Corporation doesn't get involved in the day to day management of the College, which is the responsibility of the CEO.

As a student governor, you will attend Board meetings and contribute your individual perspective to discussions, helping to make student opinions central to decision making and providing a learner viewpoint and thereby help the College provide an Outstanding Student Experience. You will also help other governors understand the potential impact of decisions on students and on other stakeholders, such as staff or employers, of whom you have direct knowledge.

While you represent the student perspective, remember you are not a delegate for individual students or groups, and you cannot be directed on how to vote. You are a full governor and must make decisions in the College's best interests.

Further information about the role of a governor can be found in the Governor Role Description. We estimate that the time commitment required of a student governor is between five and eight hours a month.

Principal Duties

- Prepare for, attend and participate in Board meetings.
- Attend governor training whenever possible, considering course commitments.
- Attend public and private events with key stakeholders, including student awards ceremonies, open days, and recruitment shows.

Notes

All governors work on a voluntary basis. The College reimburses governors for reasonable out-of-pocket expenses related to their duties, such as travel for external training or meetings.

Student governors share equal responsibility with all other governors and participate in all Board discussions, except those related to staff members or the conduct of individual students.

The Executive of the Students Association or Students Union nominates up to three student governors, who serve a term of up to two years, confirmed upon appointment.

Meeting Preparation

Student governors attend meetings of the Corporation and Curriculum, Quality and Student Experience Committee. As the Corporation places a high value on student input, they request regular reports from student governors. The reports should be sent to the Head of Governance before the meeting to be included in the meeting papers.



West Thames College

Governor Visit Policy

Appendix 9: Governor Visit Policy

Purpose of Visits

Governor visits play an important role in enabling governors to fulfil their responsibilities. Through visits to the College, governors:

- Improve their knowledge of the college, including the ethos, culture and curriculum.
- Can monitor and assess the implementation and effectiveness of college strategic priorities, plans and policies.
- Are able to “triangulate” information, gaining assurances that the data and updates governors are receiving in meetings are accurate.
- Have an opportunity to meet with staff and students, building links and gaining an understanding of what they are thinking and the impact of any strategic decisions on them.
- Raise the profile of governors within the college.
- Fulfil the Corporation’s statutory responsibilities.
- Gain first-hand information to assist in policy making and decision taking.

Governors are not inspectors and it is not their role to assess the quality or method of teaching or extent of learning. Their role is strategic not operational and therefore they should make sure they do not interfere in the day-to-day running of the college.

There are two types of governor visits, ‘informal visits’ and ‘formal monitoring visits’, both of which help to build up knowledge of the college.

Informal Visits

The College welcomes informal visits, particularly to College performances and events. The following guidance doesn’t apply to informal visits, we just ask that visits are agreed with the college in advance. There is no expectation that governor visit forms will be completed for informal visits but you may want to consider giving verbal feedback to the next meeting if there are points you think should be shared more widely.

Formal Monitoring Visits

The Corporation has agreed a number of link governor roles. For 2025/26 the link governors are:

Area	Governor
Safeguarding	George Casley and Annita Gray
Careers	John Bolt
Sustainability	Stuart McGeoch
Community and Student	Rose Turner/Chrysoula Zervoudakis
Digital Strategy	Stuart McGeoch

Visits relating to link governor roles are ‘*formal monitoring visits*’ and should have a clear focus or objective that is agreed with the lead member of staff in advance of the visit.

The link governor provides a link between the College and the Corporation in that area, reporting back to the Corporation on the strengths and areas for development that they observe.

The number of visits will depend on the role and should be arranged with the link member of staff at the beginning of the academic year. There should be a minimum of one visit annually up to a maximum of 3 visits a year, unless there is a specific reason why more than 3 are needed.

Curriculum Link Visits

Each governor is linked to at least one curriculum area. Further details about curriculum links and the process is available in Appendix 1.

Preparing for a Visit

- Agree a suitable date with the lead member of staff. Be sensitive to the numerous demands staff have on their time.
- Agree on the plan for the visit with the lead member of staff, including the focus of the visit, things that you will do and see while you're there, the people you will speak to. Define the things you want to achieve from the visit.
- Read the relevant documentation such as the QIP, SAR (if not already familiar with it), the strategic plan, the development plan or relevant policies.
- Familiarise yourself with the college's safeguarding policies and procedures.
- Prepare some questions in advance.

During the visit

Do

- Report to reception when you arrive at the college to sign in.
- Make sure that you stick to the visit plan agreed before your arrival. There will be so much to see that it's easy to get side tracked with things that you notice on the day. If you do notice something that you'd like to explore further, make a note of it and make sure it's on the review plan for your next visit.
- Remember to maintain confidentiality. You may see or overhear things which are professionally confidential (they relate to an individual staff member or student).
- Remember that safeguarding is the responsibility of everybody involved in the college. If you see anything that worries you on a visit, you must tell the CEO/Principal straight away or as soon after your visit as possible.

Do not

- Pass comment on practice or any specific incidents that happen, judge teaching methods, assess the quality of teaching, or comment on the extent of learning.
- Interfere with the day-to-day running of the college.
- Behave in a manner than would make staff feel that you are there to inspect them, e.g. sit at the back of the classroom with a clipboard.
- Raise concerns in the moment. Governors should note down any concerns they may have and raise them with the Chair or CEO/Principal after the visit. If a member of staff or a student raises a complaint or grievance, refer them to the recognised internal procedures.

After the Visit

- Complete a visit report using the attached proforma. When completing the form, focus closely on the agreed reasons for the visit.
- Send the form to the lead member of staff and CEO/Principal to check for accuracy. When the form has been agreed by all parties, email the form to the Head of Governance
- Report back to the committee or corporation as appropriate. Final copies will be made available to the Heads of Department.

Governor Visit Report Form 2025/26

Please complete after each link activity and return to the Head of Governance.



General Information			
Governor		Date of Activity	
Area Visited		Link Member of Staff	
Plan the Visit			
Focus of Visit			
Relevant College Objective or Priority	This might be taken from the strategic or development plan or the college's overarching vision		
Activities Agreed	Use this space to provide details about what activities the visit will entail, for example: • Meeting with the lead member of staff. • Reviewing the implementation of relevant policies. • Reviewing progress towards improvement plans/development plans/strategic priorities. • Discussing progress made and any barriers to progress.		
Questions to Ask	Note specific questions you want to ask. Share these questions with the staff member you are visiting in advance, so they can prepare.		
In the Meeting			
Main Learning Points	Use this space to provide information about your main learning points from this visit. Tips: • Remember you are not there to pass judgement on staff or inspect them – you remain an observer • When writing the report, use neutral language and do not name individual teachers and students • Include specific evidence that demonstrates the impact the college is having in this area. • What successes stood out and why? • Are there any safeguarding or health and safety concerns? • Are there any areas that might need to be added to the risk register?		
Summary of Conclusions from your Visit			
What recommendations do you make to the Corporation following your visit?			

Appendix 1: Curriculum Link Governors 2025/26

The Curriculum Link Governor process provides an opportunity for governors to develop an in-depth knowledge about how a particular area of the College is performing. It is a chance for governors to fulfil their role of being a 'critical friend', providing challenge with the aim of supporting the College to improve.

During 2025/26, the focus of Curriculum Link Visits will be to support the College's ambition to continue to deliver an Outstanding Student Experience, with a particular focus on the development of skills, employer engagement and student feedback. Link governors will be asked to carry out two activities:

- Autumn Term: Provide feedback and challenge into the SAR and QIP process.
- Spring Term: Carry out a visit to the link area.

Autumn Term: Self-Assessment Review Process

The SAR/QIP and a copy of the grade descriptors will be sent to governors by 6 October 2025. Governors are asked to review the documents for their link area and send back any comments or questions by 20 October 2025. The focus will be on:

- Whether the proposed grade is in line with the grade descriptors.
- If the proposed grade is less than 'Outstanding', what is preventing the area from being 'Outstanding' and whether there are clear actions in the QIP that will address these barriers to move towards outstanding.
- Whether there is anything in the SAR that is unclear, vague or if there is a lack of evidence.
- What evidence there is of employer engagement, the development of students' skills and student feedback.

Governors are asked to act as Critical Friends during this process, providing challenge to leaders.

Spring Term: Link Governor Visit

In the spring term, curriculum link governors will carry out a visit to their link area. The proposed agenda for the meeting is:

1. Meet with the leaders to discuss:
 - a. How the department is delivering/working towards Outstanding Student Experience.
 - b. A review of the progress and in-year impact of the Quality Improvement Plan with particular attention to the key actions that will enable the curriculum area to move towards/maintain Outstanding.
 - c. A review of employer engagement in the area, including the role and impact of Employer Advisory Boards, and how this is supporting the development of the skills, including transferable skills required by employers. (The College uses the Universal Skills Builder Framework. It defines 8 essential skills, including: Listening, Speaking, Problem Solving, Creativity, Adapting, Planning, Leadership and Teamwork skills)
 - d. Actions taken as a result of student feedback.
2. Meet with a small number of staff to gain their views.
3. Meet with a small number of students to gain their feedback.

Once the visit has taken place, governors need to complete a Visit Report Form and send it back to the Head of Governance. When completing the form, try to identify any recommendations that can be made to the Corporation that will support the College to achieve its ambition of being Outstanding.

Curriculum Links 2025-2026

Link Area	Governor	Lead Member of Staff
Business, ICT & Travel ➤ Business, ICT	Alan Rides	Eric Stober (Director) (eric.stober@west-thames.ac.uk) Manoj Tomar (CQTM) ICT (manoj.tomar@west-thames.ac.uk) Nick Christoforou (InterimCQTM) Business (Nick.Christoforou@west-thames.ac.uk)
➤ Travel, Sport, Public Services	Manraj Othi	Eric Stober (Director) (eric.stober@west-thames.ac.uk) Tyrone Godwyn (CQTM) (tyrone.Godwyn@west-thames.ac.uk)
ESOL Adults ESOL Partnerships	Philip Sullivan	Eric Stober (Director) (eric.stober@west-thames.ac.uk) Tana Rasekh (tana.rasekh@west-thames.ac.uk)
Health Care & Science & Access:	Tom Hayhoe	Carolyn Moncrieffe (Director) (carolyn.moncrieffe@west-thames.ac.uk) Natasha Bonizzi(CQTM) (natasha.bonizzi@west-thames.ac.uk) Ramneek Kaur (Interim CQTM) (ramneek.kaur@west-thames.ac.uk)
Creative Industries: Arts & Media Make Up, Performing & Production Arts Hair & Beauty	Stuart McGeoch Faroque Ahmed	Katrin Lehmann (Vice Principal) (katrin.lehmann@west-thames.ac.uk) Janna Cooper (CQTM) (janna.cooper@west-thames.ac.uk) Pauline Hudson (CQTM) (pauline.hudson@west-thames.ac.uk) Kate McGill (CQTM) (kate.McGill@west-thames.ac.uk)
Skills + Logistics Centre: ➤ Motor Vehicle & Engineering and Construction ➤ Fresh Start – 14-16Alternative Provision	Rose Turner John Bolt	Beverley McGuire (Director of Skills + Logistics Centre) (beverley.mcguire@west-thames.ac.uk) Terrie Carter (CQTM) (terrie.carter@west-thames.ac.uk) Kerry Hamilton (CQTM) (kerry.hamilton@west-thames.ac.uk)
Core Skills: ➤ English ➤ Maths ➤ ESOL Threshold	Charanjit Ajit Singh Charanjit Ajit Singh Philip Sullivan	Reman Swidan (Director) (reman.swidan@west-thames.ac.uk) Clive Ansell (Interim CQTM) (clive.ansell@west-thames.ac.uk) Helio Machado (CQTM) (helio.machado@west-thames.ac.uk)
Inclusion:	Stuart Taylor	Katrin Lehmann (Director) (katrin.lehmann@west-thames.ac.uk) Ann Tucker and Jane Pendry (Head of Inclusion) (ann.tucker@west-thames.ac.uk) (jane.pendry@west-thames.ac.uk)
Supported and Foundation Learning:	Annita Gray	Katrin Lehmann (Vice Principal) (katrin.lehmann@west-thames.ac.uk)

Link Area	Governor	Lead Member of Staff
		Jane Pendrey (CQTM) (jane.pendrey@west-thames.ac.uk) Pauline Hudson (pauline.hudson@west-thames.ac.uk)
Higher Education	Chrysoula Zervoudakis	Claire Beaman (Vice Principal) (claire.beaman@west-thames.ac.uk)
Apprenticeships	George Casley	Claire Beaman (Vice Principal) (claire.beaman@west-thames.ac.uk)N Neena Gharu (Head of Apprenticeships) (neena.gharu@west-thames.ac.uk)

Appendix 10: Definition of an Outstanding Student Experience

West Thames College vision encompasses our holistic approach to student experience that ensures students receive exceptional educational, personal, and social development opportunities.

West Thames will be a vibrant college, inspiring all our learners to fulfil their dreams and ambitions. Our outstanding education and training will contribute to a prosperous and cohesive community.

The college has an ongoing commitment to widening participation. We see education as a transformative tool entitling and enabling people to achieve their full potential from whatever background.

In addition:

Every student has an outstanding student experience which means not only successfully achieving their qualifications but also having developed those essential wider skills, enabling them to successfully progress to the appropriate next steps.

Our definition integrates several key elements: high-quality teaching and learning, robust support systems, vibrant campus life, and effective career and personal development curricula.

High-Quality Teaching and Learning: An essential component of an outstanding student experience is the provision of consistently high-quality teaching and learning. This includes well-qualified and passionate staff who are not only subject matter experts with up-to-date industry experience but also skilled in pedagogical methods that cater to diverse student population. Innovative teaching techniques, including the use of technology and practical, hands-on experiences, are crucial to ensure all students achieve to the maximum of their potential. This ensures that students remain engaged and can apply their knowledge in real-world settings. Regular effective assessments and impactful feedback help students understand their progress and areas for improvement, fostering a culture of continuous improvement and academic excellence.

Ambitious Curriculum: A wide range of programmes, courses and apprenticeships which provide an ambitious, highly relevant and inclusive curriculum for a very diverse group of students. Course and programmes which have been designed with input from businesses and universities to make sure they meet current and future needs of the local economy and help students develop the knowledge and skills they need to progress onto their chosen next step and thrive.

Vibrant College Life: A vibrant and engaging campus life significantly contributes to an outstanding student experience. This involves extracurricular activities, such as sports, clubs, groups, and cultural events, which provide students with opportunities to explore their interests, develop new skills, and build a sense of community. Participation in these activities helps students develop leadership skills, enhance their social networks, and create a well-rounded college experience. A safe and inclusive campus environment, where diversity is celebrated, is fundamental to fostering a sense of belonging among all students.

Career and Personal Development: Effective career and personal development provision are vital to ensuring that students are well-prepared for their future endeavours. This includes comprehensive career services that offer guidance on employment opportunities, apprenticeships, further study options, and entrepreneurship. Work experience and industry placements, internships, and industry partnerships are also integral, providing students with practical

experience and networking opportunities. Personal development programs, such as workshops on entrepreneurship, communication skills, time management, and leadership, help students build the soft skills necessary for success in both their professional and personal lives while a range of workshops and events linked to sustainability help students become more responsible active citizens.

Robust Student Support: Student support services play a critical role in shaping an outstanding student experience. This includes academic support services such as tutoring, study skills workshops, and access to comprehensive learning resource centre and high-quality online resources. Equally important are the personal support services, provided by caring staff, including mental health counselling, career advice, and financial assistance. These services ensure that students can navigate the challenges of college life and achieve a balanced and healthy lifestyle. For students with SEND, specialized support services and reasonable adjustments are essential to ensure inclusivity and equal opportunities, and ensuring students achieve their ambitious goals.

Student Voice and Participation: An outstanding student experience also involves actively listening to and incorporating the student voice in college governance and decision-making processes. Impactful and well attended student councils, feedback surveys, and regular forums with college leadership ensure that students can express their views and contribute to shaping their educational environment. This participatory approach fosters a sense of ownership and accountability, empowering students to be active partners in their educational journey and beyond.

Facilities and Resources: Finally, state-of-the-art facilities and resources are a cornerstone of an outstanding student experience. Modern classrooms, well-equipped industry standard workshops, accessible digital learning platforms, and comfortable communal areas create an environment conducive to learning and personal growth. Investment in these facilities reflects the college's commitment to providing an optimal learning environment.

In conclusion, an outstanding student experience at West Thames College is multi-faceted, requiring a concerted effort across all teams and services to ensure that students receive a comprehensive and enriching education. It is about creating an environment where academic excellence is paired with personal growth, support, and opportunities for future success, resulting in well-rounded individuals ready to contribute to society.

Appendix 11: Glossary of Acronyms

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
A		
AaA	Ambitious about Autism	Education provider.
AAQ	Alternative Academic Qualification	
ABR	Area based reviews	A policy statement announced on 20 July 2015 to review post-16 education and training institutions across England. These reviews commenced in September 2015 and concluded in March 2017
ACAS	Advisory, Conciliation and Arbitration Service	ACAS is a non-departmental public body of the Government of the United Kingdom . Its purpose is to improve organisations and working life through the promotion and facilitation of strong industrial relations practice.
Achievement Rates		The main measure by which College FE results are judged: a calculation based on Retention rates, multiplied by Pass rates [used to be called “Success Rates”]
ACL	Adult Community Learning	What used to be known as ‘Local Authority evening classes’
AEB	Adult Education Budget	Budget for Education or Training for those aged 19 or over. (Formerly referred to at the Adult Skills Budget)
ALS	Additional Learning Support	Individualised support for students assessed as needing extra support (also refers to the additional funding that can be claimed)
ALUMNI		Latin for previous students.
AoC	Association of Colleges	FE Colleges’ Membership organisation/representative body
AP	Assistant Principal	
APL	Accreditation of Prior Learning	Form of assessment rather than exam – usually assessment of portfolios etc. Now not as in vogue as in 1990s/2000s
Apprenticeships		Apprentices perform paid work while receiving training towards a “framework” of standards and vocational qualifications. Apprenticeships are at different levels: ☐ Intermediate – including NVQ level 2 and equivalent to 5 A* - C GCSEs ☐ Advanced – including NVQ level 3 and equivalent to 2 A levels ☐ Higher – including NVQ level 4 and equivalent to a Foundation Degree
ATQ	Alternative Technical Qualification	
B		
BAF	Board Assurance Framework	A board assurance framework (BAF) is a structured approach for ensuring that boards get the right information, which is accurate and relevant, at the right time and with a level of assurance attributed to each source of data.

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
BAME	Black, Asian and Minority Ethnic	
B&A	Behaviour and Attitudes	A section in the Ofsted Education Inspection Framework.
BEIS	Department for Business Energy and Industrial Strategy	The Department for Business, Energy and Industrial Strategy (BEIS) is a department of the government of the United Kingdom, through a merger between the Department for Business, Innovation and Skills (BIS) and Department of Energy and Climate Change (DECC). BEIS brought together responsibility for business, industrial strategy, and science and innovation with energy and climate change policy, merging the functions of the former BIS and DECC.
BFCCST	Brentford FC Community Sports Trust	
BIS	(Department for) Business, Innovation and Skills	Government Department which is 'sponsor' department for Colleges. Now part of Department for Business, Energy and Industrial Strategy (BEIS).
BME / BAME	Black and Minority Ethnic	Commonly used phrase/categorisation.
Board	Board of Governors	Can also be referred to as the Corporation.
BTEC	Business and Technology Education Council	Awards largely vocational education qualifications.
C		
CAPEX		Capital Expenditure.
CBI	Confederation of British Industry	The representative organisation providing a voice for employers at a national and international level.
CC	Charity Commission	The Charity Commission for England and Wales is the non-ministerial government department that regulates registered charities in England and Wales and maintains the Central Register of Charities. The Charity Commission answers directly to the UK Parliament rather than to Government ministers.
CCF	College Collaboration Fund.	
CCoGG	College Code of Good Governance	The AOC Code of Governance for English colleges
CEZ	Creative Enterprise Zone	
CIF	Common Inspection Framework	The criteria by which OfSTED inspect all types of post-16 provision. Usually reviewed every 4 years. New framework due September 2019.
CILT	Creativity and Innovation in Teaching and Learning	The college CPD programme.
CITB	Construction Industry Training Board	
CMT	College Management Team	
COVE	Centre of Vocational Excellence	

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
CPD	Continuing Professional Development	In service training.
CPC	Crescent Purchasing Consortium	Is owned and run on behalf of the Further Education sector. The income generated from CPC collaboration is invested into facilitating better procurement in FE institutions.
CQEG	Curriculum Quality Executive Group	
CQS	Curriculum, Quality and Standards Committee	
CQTM	Curriculum Quality Team Leader	
CRB	Criminal Records Bureau	Function now replaced by DBS
CSR	Corporate Social Responsibility	CSR aims to ensure that companies conduct their business in a way that is ethical. This means taking account of their social, economic and environmental impact, and consideration of human rights.
D		
DBS	Disclosure and Barring Service	Provide pre-employment checks on past convictions to ensure protection of children and vulnerable adults (formerly CRB checks)
DDA	Disability Discrimination Act	Anyone with a disability is protected by the DDA
DfE	Department for Education	The Department for Education was formed on 12 May 2010 and is responsible for children's services and education, including higher and further education policy, apprenticeships and wider skills in England.
DLHE	Destination of Leavers from Higher Education Survey	Survey data for HE students employment after graduation
DPA	Data Protection Act	The Data Protection Act 2018 is the UK's implementation of the General Data Protection Regulation (GDPR).
DSL	Designated Safeguarding Lead	The person who has responsibility for ensuring the College's safeguarding policy is adhered to.
E		
E & D	Equality & Diversity	
EAB	Employer Advisory Board	
EBITA	Earnings Before Interest, Tax, Depreciation and Amortisation	
Edexcel	One of the examination boards	
EDIMs	Equality and Diversity Impact Measures	Ways of measuring effectiveness of Equality and Diversity approaches.
EE	Employer Engagement	One of the Executive Team + groups.
EFL	English as a Foreign Language	
EHCP	Education & Health Care Plan	An EHC plan is a legal document that describes a child or young person's special educational, health and social care needs.
EIA	Equality Impact Assessment	

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
EMA	Education Maintenance Allowance	Financial support (means tested) for 16-19s of up to £30pw to help with travel and meal costs. Abolished in England in 2012 and replaced with a Bursary Scheme
ER	Employer responsive	
ESF	European Social Fund	The United Kingdom is using ESF funding to reduce inactivity among young people and the long-term unemployed and to improve training and skills.
ESOL	English for Speakers of Other Languages	
ET	Executive Team	
ETF	Education and Training Foundation	FE body (from Aug 2013), owned by the sector but receiving BIS funding, with aim to improve professional standards and develop associated qualifications. (Briefly known as FE Guild, took over from LSIS).
EV	External Verification/Verifier	The role is to participate in verification of qualifications in the subject area (s) concerned to ensure standards are maintained.
F		
FE	Further Education	
FEC	Further Education Commissioner	The Further Education Commissioner role was established in 2013 as an independent adviser to ministers. The Commissioner was given responsibility for assessing the capacity of leadership and governance in colleges and in local authority funded adult learning services that have serious weakness in quality or financial health.
FEFC	Further Education Funding Council	Post-16 sector funding body, predecessor to LSC and SFA.
FELTAG	Further Education Learning Technology Action Group	FELTAG mission statement: “FELTAG will aim to best support the agile evolution of the FE sector in anticipation of disruptive technology, for the benefit of learners, employers & the UK economy as a whole.” FELTAG was set up by the former Minister of State for Skills and Enterprise, Matthew Hancock.
FETL	Further Education Trust for Leadership	An independent think tank established to strengthen and develop the leadership of thinking from, in and about the further education system
F&F	Funding and Finance	One of the Executive Team + groups.
FoI	Freedom of Information	The Freedom of Information Act 2000 provides public access to information held by public authorities.
FRPC	Finance, Resources and Capital Projects Committee	
FRS	Financial Reporting Standard	Another term for accounting standards or financial accounting standards.
FSA	Financial Statements Auditor	Term used for External Auditors.
FS	Functional Skills	Type of qualification.

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
FT	Full Time	
FTE	Full Time Equivalent	A unit that indicates the workload of an employed person (or student) in a way that makes workloads or class loads comparable across various contexts.
G		
GDPR	General Data Protection Regulations	The General Data Protection Regulation (GDPR) is a legal framework that sets guidelines for the collection and processing of personal information of individuals within the European Union (EU). The GDPR sets out the principles for data management and the rights of the individual, while also imposing fines that can be revenue-based.
GCSE	General Certification of Secondary Education	Type of qualification.
GLA	Greater London Authority	
GLH	Guided Learning Hours	Way of quantifying number of 'taught' hours
Gurdwara		Community partner, subcontracted provision.
H		
H & S	Health & Safety	
HCUC	Harrow College and Uxbridge College	
HE	Higher Education	
HEFCE	Higher Education Funding Council for England	Former funding body and regulator for Higher Education.
HEI	Higher Education Institution	
HMCI	Her Majesty's Chief Inspector	Ofsted's Chief Inspector.
HMI	Her Majesty's Inspectorate (or Inspector)	Ofsted Inspector.
HNC	Higher National Certificate	Level 4 qualification - takes one year to complete, or two years part-time. An HNC is one level below an HND (generally equivalent to the first year at university).
HND	Higher National Diploma	Level 5 qualification - work-related course provided by higher and further education colleges. A full-time HND takes two years to complete.
HNS	High Needs Students	
HoT	Heads of Terms	A document setting out the main terms of an agreement reached between parties in a transaction.
HREG	Human Resource Executive Group	
HSCP	Hounslow Safeguarding Children Partnership	
HSE	Health and Safety Executive	
HTQ	Higher Technical Qualification	
I		
I&A	Instrument & Articles of Government	Governance Rules for FE corporations under the Further and Higher Education Act 1992 (as amended)
I&E	Income and Expenditure	

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
IAG	Information, Advice and Guidance	Guidance on careers and next steps
ICO	Information Commission/Information Commissioner's Office	The UK's independent authority set up to uphold information rights in the public interest, promoting openness by public bodies and data privacy for individuals.
ICT	Information Communication Technology	
IAS	Internal Audit Service	Every college has one, under sector Audit Code, usually contracted to external specialist accountancy firms
IFMC	Integrated Financial Model for Colleges	This model replaces the Financial Plan, the Financial Record, the Cash Flow forecast, and the CFADs model and requires submission annually.
IiP	Investors In People	Investors in People is a standard for people management, offering accreditation to organisations that adhere to the Investors in People Standard.
ILP	Individual Learning Plan	A 'route map' of how a learner will get from their starting point on a learning journey to the desired end point. Will include minimum predicted outcome as well as 'stretch and challenge' target.
ILR/ISR	Individualised Learner Record/ Individual Student Record	Student number count (the primary source of data at student and College level used for funding, planning and monitoring purposes. College make returns at designated points throughout the year)
Insolvency Regime		Introduced in 2018 and aligns insolvency practice for Colleges with company practice – AKA Technical and Further Education Bill.
IAS	Internal Audit Service	Another name for Internal Auditors.
IV	Internal Verification/Verifier	Internal Verification is a system for checking the quality of assessment to make sure that it is valid, consistent, fair and reliable across assessors and programme areas.
J		
JACOP	Former Joint Audit Code of Practice	Now replaced by the Post-16 Audit Code of Practice
JANET	Joint Academic Network (Ja.net)	Janet is a high-speed network for the UK research and education community provided by Jisc, a not-for-profit company set up to provide computing support for education.
JCP	Job Centre Plus	
JISC	Joint Information Systems Committee	A not-for-profit company set up to provide computing support for education.
JVC	Joint Venture Company	
K		
KCSIE	Keeping Children Safe in Education	Sets out the legal duties you must follow to safeguard and promote the welfare of children and young people under the age of 18 in schools and colleges.
KIS	Key Information Set	Bundle of measures required to be published by Government to improve consumer choice on courses and institutions
KPI	Key Performance Indicator	Target or Measure of performance

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
L		
L&M	Leadership and Management	A section in the Ofsted Education Inspection Framework.
LEA	Local Education Authority	Replaced by LA (Local Authority)
LAC	Looked After Children	Looked after children are also often referred to as children in care
LEP	Local Enterprise Partnerships	There are 38 LEPs across England. They are local business led partnerships between local authorities and businesses and play a central role in determining local economic priorities and undertaking activities to drive economic growth and the creation of local jobs. The College works with the West of England LEP and GFirst (Gloucestershire)
LGPS	Local Government Pension Scheme	Pension scheme available to FE College support/business staff
Level 1	Level of qualification or award	Equivalent to: GCSE Grades 1-3 (D-G); NVQ 1
Level 2	Level of qualification or award	Equivalent to: GCSE Grades 4-9 (A*-C); NVQ 2
Level 3	Level of qualification or award	Equivalent to: GCE A Level; International Baccalaureate; NVQ 3;
Level 4	Level of qualification or award	Equivalent to: NVQ4; HNC; Certificate of Higher Education
Level 5	Level of qualification or award	Equivalent to: HND; Diploma of Higher Education; Foundation Degree
Level 6	Level of qualification or award	Equivalent to: Bachelor Degrees
Level 7	Level of qualification or award	Equivalent to: Masters Degrees
Level 8	Level of qualification or award	Equivalent to: Doctoral Degrees
LGBTQ	Lesbian, Gay, Bisexual, Transgender and Questioning	
LLDD	Learners with Disabilities and Difficulties	
LMI	Labour Market Intelligence	The data includes information about the past, present and future structure and working of the labour market and the factors that influence it.
LSB	London School of Basketball	
LSC	Learning and Skills Council	Former main funder of post 16 sector (2001 – 2010) [took over from FEFC and themselves succeeded by SFA]
LSIS	Learning and Skills Improvement Service	Now defunct Government funded improvement body (formed from merger of CEL and QIA). Replaced in 2013 by ETF

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
LW	Learning walks	
M		
MAT	Multi-Academy Trust	A multi-academy trust (MAT) is a single entity established to undertake a strategic collaboration to improve and maintain high educational standards across a number of schools.
Matrix	Matrix Standard	Accreditation for quality of provision of information, advice and guidance (IAG)
MER	Minimum Eligibility Requirements	
MIS	Management Information System	Data records and systems, used for funding calculations, enrolments and other management information
MOODLE		Virtual Learning Environment (see VLE)
N		
NAO	National Audit Office	NAO is an independent Parliamentary body in the United Kingdom which is responsible for auditing central government departments, government agencies and non-departmental public bodies. The NAO also carries out Value for Money (VFM) audit into the administration of public policy.
NART	National Achievement Rate Table	
NAS	National Apprenticeship Service	NAS is a government agency that coordinates apprenticeships in England, enabling young people to enter the skilled trades.
NEET	Not in education, employment or training	Category monitored by Government and targeted for action
NIACE	National Institute of Adult Continuing Education	
NJF	National Joint Forum	
NLG	National Leader in Governance	Free consultancy support is available to help providers with a range of governance issues. This programme is funded by the Education and Training Foundation.
NLSS	National Learner Satisfaction Survey	The learner satisfaction survey is an opportunity for existing learners to rate their learning or training.
NoC / Ntl	Notice of Concern / Notice to Improve	Notice of Concern /Notice to Improve (issued to colleges by the DfE where there are concerns about financial health or financial control, or where the college fails to meet minimum levels of performance)
Nolan Report		A report on principles underlying governance – Nolan Principles.
NPHE provision	Non Prescribed Higher Education provision	
NR	National Rates	
NSF	National Skills Fund	
NSS	National Student Survey	The National Student Survey is an annual survey, launched in 2005, of all final year undergraduate degree students at institutions in England,

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
		Scotland, Wales and Northern Ireland within the United Kingdom. The survey is designed to assess undergraduate students' opinions of the quality of their degree programmes.
NTI	Notice to Improve	
NUS	National Union of Students	NUS is the national voice of students helping them to campaign, get cheap student discounts and provide advice on living student life to the full.
NVQ	National Vocational Qualification	Available at Levels 1-5
O		
Ofqual	Office of Qualifications and Examinations Regulation	Ofqual is a non-ministerial government department that regulates qualifications, exams and tests in England.
OfS	Office for Students	Regulator for institutions providing Higher Education (Replaced HEFCE in 2018)
Ofsted	Office for Standards in Education	Colleges and Schools inspectorate
OJEU	Official Journal of the European Union	Publication which displays tendering/procurement opportunities in the EU
P		
PD	Personal Development	A section in the Ofsted Education Inspection Framework.
PET	Pre-Employment Training.	
PIAP	Post Inspection Action Plan	This is developed following an Ofsted inspection.
PISG	Post Inspection Steering Group.	
PPE	Personal Protective Equipment	
PPR	Principal's Performance Reviews	
Pre-Entry Level		Qualifications in Basic Skills, necessary for entry into mainstream Further Education.
ProAchieve		Solution for colleges, councils, adult education and training providers to drive improved learner attainment, progress, achievement and retention.
ProMonitor		Tracks student progress through the qualification and records on programme performance.
Q		
QA	Quality Assurance	
QAA	Quality Assurance Agency for Higher Education	Conducts HE subject reviews; maintains UK HE Quality Code
QAR	Qualification Achievement Rates	National qualification information published by the government for FE, including apprenticeships. Formally called QSR (Qualification Success Rates).
QIP	Quality Improvement Plan	
QIT	Quality Improvement Team	
QoE	Quality of Education	A section in the Ofsted Education Inspection Framework.
R		

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
R&E	Resources and Environment	One of the Executive Team + groups.
RAG	Red, Amber, Green	RAG system is a method of rating for issues or status reports, based on Red, Amber (yellow), and Green colours used in a traffic light rating system.
Retention		The percentage of students starting measured against those actually completing
RIDDOR	Reporting of Injuries, Diseases and Dangerous Occurrences	The Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013, often known by the acronym RIDDOR, is a 2013 statutory instrument of the Parliament of the United Kingdom. It regulates the statutory obligation to report deaths, injuries, diseases and "dangerous occurrences", including near misses, which take place at work or in connection with work.
RISE		The Rise School, education partner, part of AaA
S		
SAR	Self-Assessment Report	Primarily, the main annual (autumn) self assessment exercise for Colleges. Provides basis for inspections
SCIF	Strategic College Improvement Fund	
SEE	Student Experience and Engagement	One of the Executive Team + groups.
SEMH	Social, Emotional and Mental Health Needs	
SEND	Special Educational Needs and Disability	A child or young person of compulsory school age is said to have SEND if they: Have a significantly greater difficulty in learning than the majority of others of the same age.
SES	Single Equality Scheme	
SFC	Sixth Form College	
SL	Supported Learning.	
SLA	Service Level Agreement or Student Learning Advisor.	
S&LC	Skills and Logistics Centre	
SLDD	Students with Learning Disabilities and Difficulties	
SLN	Student Learner Number	Learner record.
SM	Special Measures	
SME	Small and Medium Enterprise	A firm with less than 250 employees.
SORP	Statement of Recommended (Accounting) Practice	A framework for charity accounting that all charities that prepare accrual accounts must follow.
SPH	Senior Postholder	In many colleges, a small number of senior members of staff are appointed by, and are directly accountable to, the governing body. These staff are known as 'Senior Postholders'. Because it appoints and directly manages Senior Postholders, the governing body has obligations

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
		to these individuals as their employer that it cannot delegate to the Principal.
SSA	Subject Sector Area or Student Support Assistant.	Categorisation for Inspection purposes (which may cross college organisational lines)
SSC	Sector Skills Councils	Oversee certain skills areas (replaced National Training Organisations and, previously, Industry Training Boards)
SPH	Senior Post Holder	Designated category of staff under the I&A – with particular responsibilities and are appointed directly by the Corporation
STEM	Science, Technology, Engineering and Mathematics	
STRIVE		Subcontracted provision.
Study Programmes		All students in full or part-time education aged 16 to 19 are expected to follow a study programme tailored to their individual needs, education and employment goals, including students with learning difficulties and/or disabilities.
SV	Student Voice	One of the Executive Team + groups.
SWAPs	Sector Based Work Academies	
T		
T Levels	Technical Levels	T Levels are new courses coming in September 2020, which will follow GCSEs and will be equivalent to 3 A Levels. These 2-year courses have been developed in collaboration with employers and businesses so that the content meets the needs of industry and prepares students for work.
TAG	Teaching Assessment Grade	
TEF	Teaching Excellence Framework	HE provider assessment (Gold/Silver/Bronze) administered by the Office for Students (formally by HEFCE)
TIP	Teacher Improvement Plan.	
TL&A	Teaching, Learning and Assessment	
TLO	Teaching and Learning Observation	Observation and assessment of the quality of teaching (academic staff)
ToR	Terms of Reference	Written framework setting out responsibilities, accountabilities and delegations
TPS	Teachers Pension Scheme	Pension scheme open to FE lecturing/academic staff
TUPE	Transfer of Undertakings (protection of Employment)	The TUPE Regulations preserve employees' terms and conditions when a business or undertaking, or part of one, is transferred to a new employer.
U		
UCAS	Universities and Colleges Admissions Services	Its main role is to operate the application process for British universities.

ACRONYM/ TERMS	STANDS FOR.....	MEANS.....
UCU	Universities and Colleges Union	UCU is the largest trade union and professional association for academics, lecturers, trainers, researchers and academic-related staff working in further and higher education throughout the UK.
UNISON		The public service union – nationally recognised union for support staff.
URN	Unique Reference Number	
UTC	University Technical College	Established under school academy regulations to provide vocational and technically focussed education for 14-19 year olds and often sponsored by Universities and Colleges
V		
VA	Value Added	Measure of extent of progress made by the student whilst at College, used to assess quality and outcomes.
VADT	Value Added, Distance Travelled	
Validation		Confirmation of the appropriateness of a programme and the standards met.
VfM	Value for Money	The National Audit Office (NAO) uses three criteria to assess the value for money of government spending i.e. the optimal use of resources to achieve the intended outcomes: Economy: minimising the cost of resources used or required (inputs) – spending less; Efficiency: the relationship between the output from goods or services and the resources to produce them – spending well; and Effectiveness: the relationship between the intended and actual results of public spending (outcomes) – spending wisely.
VLE	Virtual Learning Environment	The software and platform for e-learning (e.g. MOODLE)
VP	Vice Principal	
W		
WBL	Work Based Learning	Employment combined with training and achievement of recognised qualifications in the workplace
WLP	West London Principals Group	
WPES	Woodbridge Park Education Services	
WTC	West Thames College	
Y		
YE	Year Ending	
YTD	Year to Date	

Appendix 12: Governor Privacy Notice

Privacy Notice (How We Use Governor Personal Information)

This privacy notice has been prepared in accordance with the UK General Data Protection Regulation ("UK GDPR") and the Data Protection Act 2018 ("DPA 2018") and explains how West Thames College collects, uses and shares your personal data; and your rights in relation to the personal data we hold. This Privacy Notice concerns our processing of personal data of past, present and prospective governors of West Thames College.

West Thames College is the Data Controller of your personal data and is subject to current data protection legislation.

How We Collect Your Information

We may collect your personal data in a number of ways, for example:

- From the information you provide to us when you apply to become a governor at the college.
- From other bodies as part of our recruitment process (e.g. a DBS check).
- By completion of the annual declaration form.
- In various other ways as you interact with us during your time as a governor of the college, for the various purposes set out below.
- From third parties, for example from your previous or current employer, who may provide a reference about you.

The Type of Governor Information We Collect

The college will collect and process the following information from you, which we need in order to carry out our functions:

- Personal contact details: your home address, personal email address, home and mobile phone numbers (including workplace alternatives where provided by you). This is so that we can contact you regarding meetings and other relevant events. This information will be held securely, shared only with staff who need to use the data for their duties and will not be made public. Other governors will be able to see your email address if group emails are sent that expose your address and they may use this for the purpose of contacting other governors solely to progress the business the college.
- Disclosure and Barring Scheme (DBS): Your contact details will be shared with the Government's Disclosure and Barring Service (DBS) so that they can check whether you have any previous convictions, which would make you unsuitable for working with children and young people. The college will retain information resulting from these checks to confirm that they have been completed and the Corporation's decision to appoint a Governor or otherwise.
- Register of Interests and Related Payments: Ownership, directorships, partnerships and employments with businesses, including with subsidiaries and joint ventures of the college. Trusteeships and governorships at other educational institutions and charities. For each interest, the name and nature of the business, the nature of the interest and the date the interest began. The College also collects data on third party payments to governors and payment of expenses. We collect this information so that we can identify possible conflicts of interest, i.e. situations where your interests may (or may appear to) influence your decision making. The college is required to make this information available to the public on request. Relevant information about payment of expenses to governors or related third parties is published in the college's annual reports and financial statements.
- Photos/Videos: Images of you (photos or videos) may be used to promote the role and identity of governors inside the college and externally in publicity material, such as adverts, information leaflets, newsletters, press releases or on the internet (websites), to raise awareness of the services provided by the college. These images may be used for publication (as described above) and will be viewed by the public.

- **Equality and Diversity Monitoring:** The college is committed to promoting equality of opportunity, eliminating unlawful discrimination and encouraging good relations between different groups. This includes not discriminating under the Equality Act 2010 and building an accurate picture of the make-up of the workforce/governing body. In order to monitor diversity effectively, it is necessary to collect personal information. This information will be held securely by the Head of Governance and used for reporting and analysis, and will be shared securely with the Department for Education via their annual returns process.
- **Health and Safety information** such as accident records, risk assessments, occupational health records, personal protective equipment records, industrial disease monitoring, insurance and legal claims. This information will be used as set out in appropriate college Policies and Procedures.
- **Academic information** qualifications/academic achievement/mandatory and voluntary professional body memberships/ accreditations/ certifications / training records used to evidence the skills and qualifications of the Board.
- **Complaints/Grievances details** e.g. Student, staff, public and other complaints to which you are a named party or involved in the investigation process. This information will be used as set out in appropriate college Policies and Procedures.

The College records governor meetings using Microsoft Teams for the purposes of accurate minute-taking. Meeting recordings may capture your image, voice, and contributions. Recordings are stored securely, accessed only by authorised staff, and will not be shared outside the College unless required by law or regulation. Recordings will normally be deleted once the associated minutes have been approved, unless a longer retention period is required for an investigation or other lawful purpose. The use of AI, for example to produce minutes or transcripts, will be limited to the tools built into the Microsoft Platform. No use of 3rd party AI tools is permitted in governor meetings.

The Lawful Basis On Which We Process and Use Your Information

We process this information in order to fulfil our contractual obligations and for the performance of our business as a general further education college.

We may also process your personal data for compliance with our legal obligations. In this respect we may use your personal data for the following:

- To meet our compliance and regulatory obligations, such as compliance with Safeguarding requirements.
- In order to assist with investigations, including criminal investigations, carried out by the police and other relevant authorities.

Where we collect your special category personal information, we do this on the basis that it is necessary for the purposes of carrying out our public task obligations. The special categories of personal data we process and report are ethnic origin (for the monitoring of diversity) and criminal records (as part of the DBS process).

We may also process personal data where:

- It is necessary to protect your or another person's vital interests; or
- We have your specific, or, where necessary, explicit consent to do so.

Storing Governor Data

We will not keep your personal information for longer than we need it for the purposes we have explained in this Privacy Notice.

When you apply for a governor role with us, but your application is unsuccessful, we will keep your personal information for 2 years.

When you are a governor, we will keep your personal information for as long as you volunteer with us and then, after you leave, we will keep your personal information for a further 6 academic years.

Should any governor or director be directly involved in a safeguarding matter related to an individual learner then this may result in personal data being entered on that learner's safeguarding file. Under current legislation, safeguarding information about individual children is retained for up to 70 years after the learner has left college.

Sharing Information with Others

For the purposes referred to within this Privacy Notice and relying on the bases for processing as set out above, we may share your personal data with certain third parties. We may disclose limited and relevant personal data to a variety of recipients including:

- The Department for Education.
- Business systems providers/suppliers and service providers in connection with work related activities and to enable access to systems and applications, e.g. Governor Hub, Microsoft outlook/365 e.g. login details/file storage/solicitors/insurers/payment systems
- Local Authority/Local Safeguarding Board/Social Care Teams/LADO for safeguarding purposes.
- Health and Safety Executive: to report accident information/investigation purposes.
- Emergency services in the event of an emergency.
- Information Commissioners Office (ICO).
- DBS Services.
- Future employers or governing bodies through reference requests.
- Regulatory bodies, such as Ofsted.
- Government agencies where there is an obligation to report.
- Internal and external auditors.

Depending on your role as a Governor, we may be required to share your personal contact information with Government departments and agencies, for example the Department for Education, Office for Students and Further Education Commissioner to enable them to contact you directly. (i.e. Chair – Vice Chair).

Automated Decision Making and Profiling

We do not make any decision about you based solely on automated decision making or undertake any activity which would be deemed as profiling.

How We Transfer Your Personal Information Outside Of Europe

We do not store or transfer your personal data outside of Europe.

Protecting Your Personal Data

Your data is held securely on the college network or in a secure cloud location provided by one of our IT partners. Our databases are only accessible to those staff who need to use information in their day-to-day activities or as part of our arrangements to keep students safe.

All staff have completed the college's data protection training and receive regular updates to keep their knowledge and understanding up to date.

The college ensures that appropriate data sharing agreements are in place prior to sharing your personal data with any partners, and keeps detailed records of the arrangements for sharing information with statutory bodies.

Your Rights as a Data Subject

As someone whose data is processed and controlled by the College, you have the following rights:

- To obtain access to, and copies of, the personal data that we hold about you.
- To require that we cease processing your personal data if the processing is causing you damage or distress.

- To require us to correct the personal data we have about you if it is incorrect.
- To require us to erase your personal data.
- To require us to restrict our data processing activities, and, where processing is based on your consent, you may withdraw that consent, without affecting the lawfulness of our processing based on consent before its withdrawal.
- To receive from us the personal data we hold about you which you have provided to us, in a reasonable format specified by you, including for the purpose of transmitting that personal data to another data controller.
- To object, on grounds relating to your particular situation, to any of our particular processing activities where you feel this has a disproportionate impact on your rights

Please note that the above rights are not absolute, and we may be entitled or required to refuse requests where exceptions apply, for example in cases where your personal data is required by the college to demonstrate legal, statutory or other compliance.

If you have given your consent for a particular use of your data and wish to withdraw it please contact the Head of Governance. Please note that where our processing of your personal data relies on your consent and where you then withdraw that consent, we may not be able to provide all or some aspects of our services to you and/or it may affect the provision of those services.

To make a request for the personal data we hold about you, please contact the Head of Governance.

Further Information

If you have a concern about the way we are collecting or using your personal data, or wish to discuss anything in this Privacy Notice please contact the Head of Governance in the first instance.

You can also write to the Data Protection Officer:

e-mail: dataprotection@west-thames.ac.uk

The Data Protection Officer
West Thames College
London Road
Isleworth
Middlesex
TW7 4HS

Where can you find out more information?

If you have a concern about the way we are collecting or using your personal data, we would always ask you to raise your concern with us in the first instance. You can e-mail the Data Protection Officer or ask for a conversation with them at any time. Alternatively, you can contact the Information Commissioner's Office at <https://ico.org.uk/concerns>.

Appendix 13: Governor Conflict of Interest Policy

1. Why we have a policy

Governors have a legal and fiduciary duty to act solely in the best interests of West Thames College, and in accordance with the Instrument and Articles of Government. They must avoid situations in which their personal interest, relationships or loyalties could conflict, or appear to conflict, with those interests.

Conflicts of interest may arise where an individual's personal, professional or family interests and/or loyalties conflict with those of the College. Such conflicts may create problems that:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of the College; or
- Risk the impression that the College has acted improperly.

The aim of this policy is to protect both the College and the individuals involved from any appearance of impropriety by ensuring that conflicts are identified, declared, managed and recorded transparently and proportionately.

This policy applies to members of the Corporation, Associate Members, Co-opted Committee Members and members of the Executive Team.

2. Declaration of interests

Governors are required to declare all relevant interests and loyalties, whether financial or non financial which could reasonably be perceived as influencing their judgement or ability to act solely in the best interests of the College. This includes, but is not limited to:

- Financial interests.
- Employment, consultancy or professional roles.
- Trusteeships, directorships or other governance roles.
- Close personal, family or business relationships (including connected persons).
- Conflicts of loyalty arising from involvement in other organisations, partnership or public bodies.
- Gifts or hospitality.

Governors must complete a declaration of interest on appointment, annually thereafter and whenever circumstances change (without waiting for the next scheduled meeting). Declarations are a standing item at each formal meeting of the Corporation and its committees.

If a governor is unsure whether an interest should be declared, they should err on the side of transparency and seek advice from the Head of Governance.

All declared interests will be recorded in the Register of Interests, which is maintained by the Head of Governance. The register will be made available in accordance with legal and regulatory requirements.

3. Types of conflict and proportionality

Conflicts of interest may be financial or non-financial. Both must be declared. In applying the conflict provision of the Instrument and Articles of Government, the Corporation will take a sensible and proportionate approach. For financial interests this will be a focus on direct or material financial interests.

Not all financial interests will constitute a conflict requiring withdrawing from discussion or decision making. The Corporation will apply a reasonable and proportionate approach, taking into account the nature and materiality of the interest. In particular:

- Interests that are indirect, widely diversified or non-controlling (for example, investments held through pension funds or collective investment vehicles) will not normally be treated as a conflict requiring withdrawal.
- A small direct shareholding in a large publicly listed company will not normally be considered a material conflict in itself.

Interests are more likely to be material where a governor:

- Holds a significant shareholding in an organisation.
- Has a direct financial relationship with the organisation.
- Could reasonably be perceived as having influence over the organisation.

4. What to do if you face a conflict of interest

If a governor believes they have a real or perceived conflict of interest they should declare the interest at the earliest opportunity. Following declaration of interest, the Chair (supported by the Head of Governance) will determine whether the interest is sufficiently material to require partial or full withdrawal from discussion or decision-making.

In many cases, particularly where interests are minor, remote or non-controlling, continued participation will be appropriate. Conflicts will be considered on a case-by-case basis, applying judgement and proportionality.

If the declared interest is determined to be sufficiently material the governor should:

- Refrain from participating in the discussion or voting on the matter and they will not be counted in the quorum for that portion of the meeting; and
- Withdraw from the meeting where required to do so by the Instrument and Articles of Government.

If a governor fails to declare an interest that is known to Head of Governance or the Chair of the Corporation, the Head of Governance or Chair of the Corporation will declare that interest.

5. Decisions taken where a governor or member of staff has an interest

In the event of the Corporation having to decide upon a question in which a governor or member of staff has been judged to have a material interest per clause 4, clause 5 shall apply and all decisions will be made by vote. A quorum must be attained for the discussion and decision; interested parties will not be counted when deciding whether the meeting is quorate. Interested governors may not vote on matters affecting their own interests.

All decisions under a conflict of interest will be recorded by the Head of Governance and reported in the minutes of the meeting. The report will record the nature and extent of the conflict, an outline of the discussion and the actions taken to manage the conflict.

Where a governor benefits from the decision, this will be reported in the annual report and accounts. All payments and benefits in kind to governors will be reported in the annual report and accounts.

This policy does not prevent the Corporation from considering and voting on proposals to insure governors against liabilities incurred in their roles or obtaining such insurance and paying the premiums.

Where a conflict of interest is serious or complex, for example where a majority of governors are conflicted, the Corporation is unable to reach a quorum, or the matter involves significant risk, assets or reputational considerations, the Corporation will:

- Consider whether the conflict can be removed or avoided;
- Consider the appointment of additional independent governors;
- Obtain independent legal or professional advice; and/or
- Consider whether engagement with the relevant regulator is required.

Governors and Senior Staff Annual Declaration Form 2026

Name:

Role:

Please declare on this return any significant interests which might lead to conflict of interest or conflict of loyalties with your role. Please also identify relevant interests arising from close family relationships between governors or from close family relationships between governors and employees. Close family relationships means a close member of the family, or member of the same household, who you may be expected to influence, or be influenced by. This includes, but is not limited to a: child, parent, spouse or civil partner.

Category	Name and Nature of Business and Nature of Interest	Who it applies to (Self or Connected Person)	Date interest Began
Current employment and any previous employment in which you continue to have a financial interest.			
Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority membership, tribunals etc.			
To the extent that it might reasonably be expected to be relevant to College business:			
Membership of any professional bodies, special interest groups or mutual support organisations.			
Investment in unlisted companies, partnerships and other forms of business, major shareholdings in public companies (more than 1% of issued capital) and beneficial interests.			
Material interests held through investment vehicles, pension schemes, or Trusts. It is not normally necessary to declare			

interests through diversified investment funds or pension schemes unless the investment is material.			
Gifts or hospitality offered to you by external bodies and whether these were declined or accepted in the last 12 months.			
Any contractual relationship with the College or any subsidiary or joint venture of the College.			
Relationships: Close family members of partners with employment at the College or business dealings with the College. Any relationships with Senior Staff, Other Governors, Contractors or Suppliers.			
Any other conflicts that are not covered by the above.			

Please also identify relevant interests arising from close family relationships between governors or from close family relationships between governors and employees. Close family relationships means a close member of the family, or member of the same household, who you may be expected to influence, or be influenced by. This includes, but is not limited to a: child, parent, spouse or civil partner.

Please complete with 'Nil Return' if you have no interests to declare.

I certify that I have declared to the best of my knowledge all beneficial interests which I, my relatives and other individuals closely connected with me, have with businesses or other organisations, which may have dealings with the College. I will advise the College accordingly if my circumstances change.

Signed:

Date:

Acceptance of the Governor Code of Conduct

I confirm my acceptance of the Governor Code of Conduct.

Signature:

Date:

Eligibility to be a Governor

I declare that I am not disqualified from acting as a governor/charity trustee and that:

- I am 18 years or over at the date of appointment (*except as a Student Governor*);
- I am capable of managing and administering my own affairs;
- I do not have any unspent convictions relating to any offence involving deception or dishonesty;
- I am not an undischarged bankrupt nor have I made a composition or arrangement with, or granted a trust deed for my creditors.
- I am not subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986.
- I have not been removed from the office of charity trustee or trustee for a charity by an Order made by the Charity Commissioners or the High Court on the grounds of any misconduct or mismanagement nor am I subject to an Order under section 7 of the Law Reform (Miscellaneous provisions) (Scotland) Act 1990, preventing me from being considered in the management or control of any relevant organisation or body.
- I am not subject to a disqualification order under the Criminal Justice and Court Services Act 2000 (*Working with Children*)
- I am not prohibited from being a trustee of a charity under sections 178-179 of the Charities Act 2011.
- I am not disqualified under the Protection of Vulnerable Adults List.

I further declare that none of the following apply to me, in line with the Charity Commission's automatic disqualification rules:

Criminal Offences (unspent)

- Any conviction for a terrorism offence, including those listed in Part 4 of the Counter-Terrorism Act 2008 or relevant offences under the Terrorism Act 2000.
- Any conviction for a money-laundering offence under section 415 of the Proceeds of Crime Act 2002.
- Any conviction under the Bribery Act 2010, including sections 1, 2, 6 or 7.
- Any conviction for misconduct in public office, perjury, or perverting the course of justice.
- Any offence involving attempting, aiding, abetting, counselling, procuring, or encouraging any of the above offences.

Other Legal Disqualification Grounds

- I am not on the Sex Offenders Register and am not subject to notification requirements under Part 2 of the Sexual Offences Act 2003.
- I have not been found in contempt of court for making or causing to be made any false statement.
- I am not a designated person under UK anti-terrorism sanctions legislation (ISIL/Al-Qaida or other terrorism sanctions regulations).
- I have not been removed from a position of management or control of a charity in Scotland under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005.

Insolvency-related Restrictions

I am not subject to any of the following:

- bankruptcy restrictions order or undertaking
- debt relief restrictions order or undertaking
- interim order under the Insolvency Act 1986
- moratorium period under a Debt Relief Order

I declare that I would be considered to be a 'Fit and Proper Person' in line with the guidance below:

A fit and proper person is someone who:

- a) is of good character;
- b) has the qualifications, competence, skills and experience that are necessary for the role;
- c) is able by reason of health, after reasonable adjustments are made, to perform the duties of a governor; and
- d) has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in this or her employment or in the conduct of any entity with which he or she is or has been associated.

The HMRC Guidance, which the Charity Commission follows, states that an individual might be considered not to be a fit and proper person if he or she:

- Has been involved in tax fraud.
- Has been involved in other fraudulent behaviour including misrepresentation and/or identity theft.
- Is known by HMRC to have involvement in attacks against, or abuse of, tax repayment systems.
- Has been removed from acting as a charity trustee by a charity regulator or been disqualified from acting as a charity trustee or company director.
- Has used arrangements notified under the Disclosure of Tax Avoidance Schemes (DOTAS) rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the arrangements featured charitable reliefs or which used a charity, and their tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.
- Has used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) and such counteraction has become final.
- Has been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and is:
 - a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014
 - a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final

- a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.

The OfS (Section 100 of the Regulatory Advice) lists the following indicators that a person may not be a fit and proper person:

- a) Disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- b) Conviction of a criminal offence anywhere in the world.
- c) Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
- d) Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- e) Involvement in any abuse of the tax systems.
- f) Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- g) Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- h) Dismissal from a position of trust or similar.
- i) Involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

I understand that if any of the above circumstances arise in future, I must inform the College immediately.

Signature..... Date