**SIR GEORGE MONOUX COLLEGE**

**BYE LAWS OF THE CORPORATION**

**Approved by the Governance & Remuneration Committee, on behalf of the Corporation:**

**4 October 2022**

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**INTERPRETATION OF TERMS USED**

These interpretations shall apply to the Bye Laws, and to all appendices cited therein.

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| **Chair of the Corporation** | Except where otherwise stated, or where the interpretation would be unreasonable, references to the Chair of the Corporation shall include the Senior Vice-Chair of the Corporation acting in place of the Chair when the latter is unavailable or for other good reason or, where the Vice-Chair is similarly constrained, any other person so acting. It shall also include any member appointed as Acting Chair of the Corporation in the event that the Chair of the Corporation is granted leave of absence from the business of the Corporation and, paying due regard to the different conditions attending different contexts, any member acting as her/his alternate as provided heretofore. |
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| **Force Majeure** | Events beyond the reasonable control of a party, occuring other than as a product or result of the said party’s negligence or malfeasance, which have a materially adverse effect on the said party’s ability to perform its obligations. |
| **Meeting** | Persons entitled to count towards the quorum, participate in discussion and take decisions, whether by voting or otherwise, either present in one venue or respectively observable or audible to each other by video-conferencing or telephone conferencing facilities in more than one venue such that each person can be identified heard and addressed by all other persons at all times.  Where persons are present in more than one venue, the meeting shall be recorded as having been held online, by telephone conference, or in any venue in which at least one member was present. |
| **Member of the Corporation** | A governor of the College. |
| **Minutes** | Minutes shall refer to a document intended as the written record of a meeting and *prima facie* evidence of the proceedings to which it relates, but it shall not thereby be construed that there is a requirement to record minutes. |
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| **Notice in Writing** | Notice in writing with reference to members of the Corporation may include notice by email to or from addresses which have been previously notified to the Clerk to the Corporation by the member or members as appropriate for email correspondence, or which have been habitually used by them for such correspondence such that they can be reasonably inferred as appropriate. These email addresses may therefore be used by the Clerk to the Corporation for giving notice to members of the Corporation or for responding to notices received from members (whether or not received in the form of emails). Where email is used for the purpose of giving notice in writing this shall neither require nor exclude the additional use of printed copy or a shared online document facility in relation to the same notice. |
| **Parent Nominee Member** | Has the meaning given to the term “parent member” in the Instrument of Government of Sir George Monoux College, and is to be construed as including a parent, a legally-appointed guardian or a carer. |
| **Secretary of State** | The Secretary of State for Education (or as such office shall otherwise be called at any time) or a person or office nominated by her/him to act on her/his behalf. |
| **Staff Nominee Member** | Has the meaning given to the term “staff member” in the Instrument of Government of Sir George Monoux College. |
| **Student Nominee Member** | Has the meaning given to the term “student member” in the Instrument of Government of Sir George Monoux College. |

Where applicable, all other interpretations of terms used shall conform to those expressed in the Instrument & Articles of Government for Sir George Monoux College.

**1. THE COMPOSITION AND STRUCTURE OF THE CORPORATION**

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| **1.1** | The Corporation shall consist of members appointed in accordance with the Instrument of Government, Clause 2. |
| **1.2** | The maximum term of office for members is four years, except thatthe Principal (if s/he chooses to be a member) holds office for the tenure of her/his principalship, a parent nominee member holds office for the period specified in clause 3.1.9 below, and student nominee members are ordinarily appointed for a period from the date of the December Corporation meeting in any academic year to 30 November of the following academic year. |
| **1.3** | A member retiring at the end of her/his term of office is eligible for reappointment, except that no member shall ordinarily serve for more than eight continuous years unless in the opinion of the Corporation its interests are best served by re-appointing the member for a further consecutive term.  A person who, having served eight or more continuous years as a member of the Corporation and having thereafter ceased to be a member of the Corporation for a period of at least two years, may be re-appointed to membership in accordance with the procedures attending members directly appointed by the Corporation. |
| **1.4** | A member who ceases to be eligible to hold office as a member of the Corporation owing to circumstances set out in Appendix 1: *Persons Ineligible for Appointment to, Re-Appointment to, or Continuing Membership of the Corporation* shall immediately give notice in writing of the circumstances to the Clerk to the Corporation. |
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| **1.5** | Persons may be appointed as Associate Members of the Corporation without voting rights, and shall be treated as participating observers, but may be excluded from certain business at the discretion of the chair of the meeting. This provision is intended to afford opportunities to persons lacking experience of governance to gain such experience without incurring the liabilitities and responsibilities that would otherwise attend appointment. |
| **1.6** | **Committees of the Corporation** |
| **1.6.1** | The Audit Committee is established by regulation. Its terms of reference shall take cognisance of the UK Corporate Governance Code as it reasonably applies to sixth form college corporations, and any other directions applying to the further education sector issued by competent authorities. |
| **1.6.2** | The Corporation may otherwise establish a committee of the Corporation for any purpose or function permitted under the Articles of Government, and may delegate to it responsibilities other than those reserved to the Corporation, the Principal, the Clerk to the Corporation or the Audit Committee. |
| **1.6.3** | The Chair of the Corporation shall determine the number of committee members, the terms on which they hold and vacate office, and shall allocate members to committees, taking account of any limitations established by regulation when exercising this power. S/he shall also appoint the chairs of committees from among the members appointed to committees. Vice-chairs of committees shall be appointed by the relevant Committee chairs. |
| **1.6.4** | Committees may include persons, appointed by the Chair of the Corporation for such periods and on such terms as s/he shall determine, who are not members of the Corporation as co-opted members and such appointees shall count towards the quorum, and participate in deciding matters considered by committees or recommendations made to the Corporation on matters forming their business. |
| **1.7** | **The Clerk to the Corporation** |
| **1.7.1** | The Corporation shall appoint a suitably qualified and experienced person to serve as Clerk to the Corporation (hereinafter called “the Clerk”). In her/his absence the Corporation, or the Chair of the Corporation if so delegated, shall appoint a suitably qualified and experienced person, who shall not be a member of the Corporation, as Acting Clerk to the Corporation and, where reasonable, all references in these Bye Laws to the Clerk shall be deemed to include the Acting Clerk. |
| **1.7.2** | Where the Clerk is deemed interested in the proceedings of the Corporation or any committee thereof, and where the proceedings are of significant moment (e.g. concerning the capability, conduct or dismissal of the Clerk), the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk. In circumstances where the Clerk has been suspended from her/his duties, the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for the period of the suspension, and such firm shall exercise *all* the powers and responsibilities of the Clerk as set out in the Instrument of Government and these Bye Laws. |
| **1.7.3** | The Corporation shall be permitted to appoint a member of College staff with other responsibilities to the post of Clerk, in which case s/he shall in the post of Clerk be employed on a separate contract of employment. |
| **1.7.4** | The Clerk, whether or not appointed solely in that role, shall be entitled to receive notice of and attend any meeting of the Corporation, its committees or any other body set up by the Corporation for the conduct of business of any kind, except s/he shall not be entitled to be present when the terms of her/his own appointment or remuneration (whether in the office of Clerk or otherwise) are being discussed or where s/he has a conflicting interest (e.g. under circumstances set out in 3.2.13 below). |
| **1.7.5** | Where the terms of the Clerk’s appointment or remuneration (whether in the office of Clerk or otherwise) are being discussed, the Clerk shall withdraw from the meeting and minutes of the proceedings shall be taken by an independent member of the Corporation. |
| **1.7.6** | The Clerk shall be accountable to the Secretary of State (howsoever the office may be called) for such matters as may from time to time be specified under regulation, but shall otherwise be accountable to the Corporation as a whole (though not to any individual member thereof), and in the exercise of that accountability shall liaise with the Chair of the Corporation. Notwithstanding that s/he may hold a contract of employment with the College as Clerk, the Clerk shall not be accountable to any officer of the College and, if also holding a College post under a separate contract of employment, shall not be accountable to any officer of the College in respect of exercising the powers duties and responsibilities of the office of Clerk. |
| **1.7.7** | The Clerk shall have independent access to external legal or other professional advice relevant to the duties of the office and resources shall be made available for this purpose. |
| **1.7.8** | The Clerk’s responsibilities are as set out in the Articles of Government, Clause 3, and her/his principal duties are the following: |
| **1.7.8.1** | The provision of independent legal and procedural advice, particularly relating to the regulatory framework of governance, attendant legislative requirements and governance best practice; |
| **1.7.8.2** | The management of all matters (in consultation as necessary with the Chair of the Corporation, appropriate chairs of committees, the Principal and appropriate members of the College staff) in relation to the organisation and conduct of the Corporation’s business, including the summoning of meetings, the preparation of agendas and their dissemination together with supporting papers. |
| **1.7.8.3** | The minuting of meetings, including those of the Governance & Remuneration Committee (except where her/his own remuneration is being considered). |
| **1.7.8.4** | The monitoring of the conduct and recording of Corporation business, and the giving of advice in this regard, to ensure that it is conducted and recorded in accordance with regulation and good practice and is secure from valid legal challenge. |
| **1.7.8.5** | Acting as correspondent by authority of the Corporation, and receiving correspondence on its behalf including legal notices. |
| **1.7.8.6** | The oversight of arrangements for storing Corporation documents in a secure and retrievable manner for such periods as are prescribed in these Bye Laws from the date of their adoption. |

**2. THE CORPORATION’S POWERS**

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| **2.1** | **Delegation of Powers** |
| **2.1.1** | The Corporation shall delegate its powers in accordance with the provisions of the Articles of Government, Clause 4. In particular, no decision between meetings shall be taken in relation to the exercise of a Corporation duty (i.e. what it is *obliged* to do when meeting as the Corporation, and therefore cannot delegate), but only in relation to the exercise of a power (i.e. what it is *permitted* to do, and therefore can delegate). Hence any power delegated to a committee, the Principal or to the College management may be exercised by the party to which it has been delegated. |
| **2.1.2** | Contracts shall be authorised and approved in accordance with the provisions of the Financial Regulations. |
| **2.1.3** | **Chair’s Action** |
| **2.1.3.1** | Any power which is delegable in terms of 2.1.1 above, but which has not been delegated (or which, if delegated, has not been exercised for whatever reason), may be exercised on behalf of the Corporation by the Chair of the Corporation and is hereinafter called Chair’s Action. Examples of significant Chair’s Action include actions taken in relation to the capability or discipline of senior staff, financial impropriety, a threat to College solvency or the security of the Corporation’s assets, the risk of serious reputational damage to the College or Corporation, and legal action (either by or against the Corporation). The foregoing list is not exhaustive. However, there shall be a presumption in favour of convening an extraordinary Corporation meeting for considering such business (if necessary, with less than seven clear days’ notice) unless holding a meeting is not considered to be reasonably practicable or proportionate to the matter concerned. |
| **2.1.3.2** | Chair’s Action shall be reported in writing to the members of the Corporation not having an interest in, or not otherwise excluded in these Bye Laws from considering, the business within forty-eight hours of it being taken. The report shall give sufficient detail of the action for members to form an understanding of the business such that they are able to determine whether or not to require the Clerk to the Corporation to convene an extraordinary Corporation meeting to discuss it. |
| **2.1.3.3** | Either at an extraordinarymeeting of the Corporation, or at the next ordinary meeting, the action taken by the Chair of the Corporation under Chair’s Action shall be formally reported and discussed. If a majority of members counting towards the quorum perceive that Chair’s Action in relation to the business is likely to continue, they may determine the scope and limitations to be placed on such action and how and to whom it shall be reported, except that no restriction shall be placed having the effect of excluding any member other than an interested member or a member otherwise excluded in these Bye Laws from considering the business. |

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| **2.1.3.4** | In addition to the provisions of paragraphs 2.1.3.1 to 2.1.3.3 above, the Chair of the Corporation shall, as provided in Article 4 of the Articles of Government, be permitted to make a reference to a committee considering whether or not there is a case for dismissal of a senior post-holder or the Clerk to the Corporation (or to hear an appeal in its regard). |
| **2.1.3.5** | Decisions between meetings may, at the Chair of the Corporation’s discretion, be determined by postal resolution (including email) where the matter is urgent and convening a meeting would be impracticable or disproportionate, and such decisions shall be decided by a simple majority of the members entitled to vote on the matter. |
| **2.1.3.6** | No decisions on matters delegated to a committee may be taken by members of that committee between meetings but shall, paying due regard to the different conditions attending different contexts,be taken by the Committee Chair in accordance with the procedure set out in paragraphs 2.1.3.1 to 2.1.3.3 above, in which event the persons to whom s/he shall report are the members of the Committee not having an interest in the business. |
| **2.2** | **Exercise of Corporation Powers in Specific Contexts** |
| **2.2.1** | ***Appointment of the Principal, Other Senior Posts and the Clerk to the Corporation*** |
| **2.2.1.1** | The Corporation may by the reasonable use of its discretion declare any post to be a senior post, in which event the provisions set out in paragraphs 2.2.1.2. to 2.2.1.5 below shall be observed concerning the appointment. The Corporation shall always observe the provisions set out in paragraphs 2.2.1.2 and 2.2.1.4 respectively when appointing the Principal or the Clerk to the Corporation. |
| **2.2.1.2** | For appointment to the post of Principal, a panel of at least three independent Corporation members (hereinafter ‘the Panel’) shall be appointed by the Corporation, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post. The Panel shall consist of the Chair of the Corporation and at least two other independent members, one of whom shall be the Senior Vice-Chair or a Vice-Chair. |
| **2.2.1.3** | For appointment to any other senior post, a panel of at least two Corporation members, to include the Chair of the Corporation (or the Senior Vice-Chair if the Chair is unavailable, or a Vice Chair if no person has been appointed Senior Vice Chair) and the Principal (if a member of the Corporation), shall be appointed by the Corporation, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post. If the Principal is not a member of the Corporation, s/he shall nonetheless be appointed to the panel, which shall also consist of the Chair of the Corporation and one other independent member of the Corporation. |
| **2.2.1.4** | For appointment to the post of Clerk to the Corporation, a panel of at least three independent Corporation members, to include the Chair of the Corporation (or the Senior Vice-Chair if the Chair is unavailable, or a Vice Chair if no person has been appointed Senior Vice Chair), shall be appointed by the Corporation, which shall decide on the arrangements for the selection of applicants for interview, interview the applicants and, if thought fit, appoint on behalf of the Corporation one of the interviewed applicants to the post. |
| **2.2.1.5** | The chairs of panels appointed under the procedures set out in 2.2.1.2 – 2.2.1.4 above shall provide periodic updates on their work to the members who appointed them. |
| **2.2.2** | ***Capability, Discipline, Grievance, Suspension and Dismissal of Senior Post-Holders and the Clerk to the Corporation***  The Corporation shall make rules concerning the capability, discipline, suspension and dismissal of senior post-holders and the Clerk to the Corporation, and for dealing with grievances raised by such persons. Such rules shall make provision for all matters, including appeals, arising hereunder to be considered and decided by a committee of independent members of the Corporation specially appointed for the purpose. Where an appeal is to be considered, this provision shall be construed as requiring the appointment of an appeal committee of independent members who have no previous involvement in the matter being considered. |
| **2.2.3** | ***Scope of and Limitations on Appeals to the Corporation by Staff (other than Senior Post-Holders, and the Clerk to the Corporation) and Students*** |
| **2.2.3.1** | The Corporation shall delegate to the Principal the approval of rules setting out appropriate grievance, suspension, capability, disciplinary and dismissal procedures applying to members of staff (other than the excluded categories), and such persons shall not have the right of appeal to the Corporation concerning any grievance suspension capability disciplinary or dismissal procedure other than to appeal a decision or sanction (apart from an appeal decision or sanction) made or imposed by the Principal. A schedule of HR policies and their review dates shall however be provided periodically for scrutiny by the Committee overseeing the HR function on behalf of the Corporation. |
| **2.2.3.2** | Students of the College, or persons acting on their behalf (including but not limited to parents, legally-appointed guardians and carers), shall not ordinarily have the right of appeal to the Corporation in relation to any disciplinary grievance suspension or exclusion procedure, but such appeals shall be heard by senior College staff with no previous involvement in the matter under consideration and the hearings shall form the final stage of the relevant procedure. Nor shall actual or prospective students of the College, or persons acting on their behalf, ordinarily have the right of appeal to the Corporation in relation to a complaint concerning an alleged breach of duty towards the student or prospective student, including but not limited to admission teaching tutoring guidance and support, but such appeals shall be heard or otherwise dealt with by senior College staff with no previous involvement in the matter under consideration and the hearings or other processes shall form the final stage of the relevant procedure. |
| **2.2.3.3** | The Principal shall inform the Corporation of any matter dealt with under paragraphs 2.2.3.1 or 2.2.3.2 which, in the opinion of a reasonable person, is of sufficient seriousness as to have a potential and adverse impact on the solvency and/or reputation of the College, or which entails possible legal action (whether or not entered as an action in a court or tribunal) by or against the College. |
| **2.2.4** | ***Statements on Behalf of the Corporation*** |
| **2.2.4.1** | Statements, whether oral or in writing, concerning the Corporation shall only be made by, or on the express authority of, the Corporation or the Chair of the Corporation (acting under Chair’s Action), except that the Clerk to the Corporation may issue statements concerning the statutory duties of the office and/or the legal validity of Corporation business transacted. |
| **2.2.4.2** | The Corporation may otherwise authorise in advance another member to make a statement on a particular issue, in which event the scope and limitations of the authorisation shall be recorded in the minutes of the meeting and be observed by the member concerned. |
| **2.2.4.3** | Nothing in this section shall be construed as preventing a member of the Corporation from responding to enquiries legitimately made by a duly-appointed auditor, a person appointed by the Secretary of State to conduct an inspection of, or enquiry concerning, the College and Corporation, an officer of a court or a police officer acting in the course of her/his duties. |
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**3. MEMBERS OF THE CORPORATION**

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| **3.1** | **Appointment of Members** |
| **3.1.1** | In making appointments the Governance and Remuneration Committee shall determine the Corporation’s requirements for skills knowledge and experience and seek candidates for appointment to fulfil those requirements. |
| **3.1.2** | Candidates for direct appointment by the Corporation shall be interviewed by the Governance and Remuneration Committee in order that an opinion as to their suitability for appointment may be formed. |
| **3.1.3** | Persons seeking re-appointment to the Corporation may also be interviewed by the Governance & Remuneration Committee in its absolute discretion in order that an opinion as to their suitability for re-appointment may be formed. In any event, persons seeking re-appointment to the Corporation shall be considered on the basis of the continuing relevance of their skills and, if relevant, on an equal basis with other candidates having the same or similar skills who have expressed an interest in becoming members of the Corporation. |
| **3.1.4** | The Governance & Remuneration Committee may recommend to the Corporation that a candidate be appointed, or in its absolute discretion may decline to recommend a candidate for appointment in which event the person shall not then be considered for appointment by the Corporation. |
| **3.1.5** | Where a recommendation to appoint is made, reasons for the recommendation shall be included in the record of the Governance & Remuneration Committee’s proceedings. |
| **3.1.6** | The Corporation shall appoint a candidate to membership by the passing of a resolution stating the name of the appointee and the period of her/his appointment. An existing member shall be disqualified from voting on her/his own re-appointment to the Corporation. |
| **3.1.7** | ***Staff Nominee Members*** |
| **3.1.7.1** | Members shall be appointed for a period of four years, subject to a test of eligibility, by the Corporation, following nomination by teaching and non-teaching members of the College staff in respective elections in accordance with the procedure set out in Appendix 2: *Procedure for the Election of Staff Nominee Members of the Corporation.*  Persons shall be eligible to participate in elections whether as candidates and/or voters by reference to their contracts of employment. |
| **3.1.7.2** | All members of the College staff other than the Principal are eligible to stand as candidates, and may vote in a poll. The Clerk to the Corporation shall not for these purposes be regarded as a member of the College staff. For the avoidance of doubt, if the Clerk to the Corporation also holds another post within the College, s/he shall *not* in relation to that post be eligible to stand for election nor vote in a poll. |
| **3.1.7.3** | No distinction shall be made between full-time and part-time staff in relation to the election of staff nominee members. “Staff” in this section is defined as persons (other than the exclusions set out in 3.1.7.2 above) holding a contract of employment with the College on any day during the proposed polling period and whose names have been entered on the register of electors used for the election. |
| **3.1.7.4** | The Clerk to the Corporation may vote as a proxy for staff members who do not have access to the College intranet (where a poll is conducted electronically) or for other good reason. |
| **3.1.7.5** | In the event of a casual vacancy arising for whatever reason, the member of staff elected will be appointed for a term of four years. |
| **3.1.7.6** | If no candidate offers her/himself for election, the Chair of the Corporation in her/his absolute discretion shall seek a volunteer for nomination from among the eligible College staff and the Corporation shall appoint that person as if they had been nominated by the staff. |
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| **3.1.8.** | ***Student Nominee Members***  The members shall ordinarily be appointed by the Corporation for a period from the date of the December Corporation meeting to 30 November in the following academic year or to fill the unelapsed portion of a period to that date, subject to a test of eligibility, in accordance with any procedure adopted by the Corporation. |
| **3.1.9.** | ***Parent Nominee Member***  The member, who shall be a parent, legally-appointed guardian or legally-appointed carer (hereinafter called “parent”) of a full-time College student or students aged under 19 on the date of appointment to office, shall be appointed by the Corporation from the date stated in the appointing resolution and hold office for so long as their child/ward/caree remains a full-time student at the College, subject to a test of eligibility. All parents for whom the College holds an email address (having made reasonable enquiries) shall be circulated with notice of the vacancy and an invitation to apply for appointment. The Governance & Remuneration Committee shall consider applications, interview selected candidates and recommend the appointment of a candidate to the Corporation. |
| **3.1.10** | ***The Principal***  A Principal exercising her/his option to be a member of the Corporation shall be formally appointed to membership for the period of her/his tenure in the office. S/he may subsequently resign from the Corporation at any time. |
| **3.1.11** | All persons appointed to membership of the Corporation shall obtain an enhanced Disclosure and Barring Service report, and shall be assisted by the College HR Department in this regard. Where a clearance has not been obtained by the date of the person’s proposed appointment to the Corporation, the appointing resolution shall specify that they are appointed subject to the clearance being obtained, and the Clerk to the Corporation shall subsequently advise the External Relations Committee that it has been obtained. |
| **3.1.12** | If a member of the Corporation is aware of any matter which the Corporation should take into account in relation to an appointment, and which s/he reasonably believes may not have been taken into account, the member has a duty to disclose details of it either to the Chair of the Governance & Remuneration Committee (or person presiding at the meeting which is considering the recommendation to appoint) or at the Corporation meeting (or to the Chair of the Corporation, or person otherwise presiding) at which the business of the appointment is taken.  The duty to disclose is without exception, even if the member has been asked, or has consented, to maintain confidentiality in its regard. Where disclosure is made to the Chair of the Governance & Remuneration Committee (or alternate), the latter has a duty to report the disclosure promptly to the Committee, the Corporation or the Chair of the Corporation. |

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| **3.2** | **Members’ Interests** |
| **3.2.1** | No member shall take or hold any interest in any property held, or used for, the purpose of the College. |
| **3.2.2** | On appointment and in each August thereafter, or at such other times as the Chair of the Corporation may require, members (other than student nominee members under the age of 18) and other persons noted in 3.2.16 below shall complete and sign a declaration of interests on their own behalf and that of any connected persons (as defined in English law), which shall disclose all relevant interests (financial and non-financial) and in particular shall state the nature and extent of any financial interest, actual or expected, in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College. The Chair of the Corporation may at any time require an individual member or members of the Corporation to complete and sign a declaration of interests in the terms set out in this paragraph without imposing a similar requirement on any other or all members. |
| **3.2.3** | For the purpose of this section, ***relevant interest*** means any interest which might reasonably be held to give rise to a potential conflict of interest with the person’s role as a member of the Corporation or, if undeclared, give rise to the reasonable suspicion on the part of any person that the member may not be acting solely in the Corporation’s best interests. |
| **3.2.4** | For the purpose of this section, ***financial interest*** is defined as any form of remuneration, enhancement of salary, share allotment, performance-related benefit or any other income or reward (whether in cash or in kind) received or to be received (either actually or potentially) which may profit an individual member or her/his connected persons namely the individual member’s spouse (current or former), civil partner (current or former), unmarried partner (current or former), parent, step-parent (current or former), grandparent, child, stepchild (current or former), grandchild, stepgrandchild (current or former) – the foregoing hereinafter called “relatives (current or former”), the relatives (current or former) of any relatives (current or former), the business partner (whether or not formally established as a partnership) of any of the foregoing, the employer of any of the foregoing, a charitable body of which any of the foregoing are a trustee or any other person who might reasonably be regarded as a connected person. |
| **3.2.5** | For the purpose of this section, ***non-financial interest*** means any interest not covered by the definition in 3.2.4 above but applying to the persons or organisations listed therein, including but not limited to any form of enhancement of status reputation or influence of a member of the Corporation or a connected person (as also described in 3.2.4 above) in any context other than that of the Corporation, the College or any subsidiary undertaking of the Corporation or College.  *Non-financial interest* shall also include loyalties to, or duties in respect of, organisations other than the Corporation, the College or any of its subsidiary undertakings which such persons may have or be reasonably perceived to have and which could influence or be reasonably perceived to influence their decision-making on behalf of the Corporation.  *Non-financial interest* shall also include the religious, political or personal views of members of the Corporation which may influence, or have the potential to influence, their ability or preparedness to decide issues only in the best interests of the Corporation, College or any of its subsidiary undertakings. |
| **3.2.6** | Members shall be responsible for determining whether declarations on behalf of connected persons need to be made and shall be required to consult the Clerk to the Corporation if in doubt, but neither the Clerk nor any other person shall be bound to make enquiries in this regard. |
| **3.2.7** | Members shall make reasonable enquiries of connected persons to determine the nature and extent of any financial and/or non-financial interests to be declared, and neither the Clerk to the Corporation nor any other person shall be bound to make enquiries in this regard. |
| **3.2.8** | Failure to complete a declaration of interests shall result in the suspension of a person from membership of the Corporation and her/his removal from office (whatever her/his category of membership) if the omission is not promptly remedied following notice from the Clerk to the Corporation. |
| **3.2.9** | The submission by a member of a false or incomplete declaration of interests (including a false or incomplete declaration on behalf of a connected person as defined in 3.2.4 above), or her/his failure to notify the Clerk to the Corporation of a new interest, shall be grounds for her/his removal from membership of the Corporation (whatever her/his category of membership). If, as a result of lodging a false or incomplete declaration of interests or failing to disclose a new interest, a member of the Corporation or a connected person has, or is reasonably thought to have, profited from such membership, the circumstances shall be reported immediately to the Secretary of State (howsoever the office may be called), or her/his nominee, by the Clerk to the Corporation, even if restitution has been made. For the avoidance of doubt, “incomplete declaration of interests” is defined as failure to lodge a declaration or failure to complete all of its prescribed sections, or to disclose the full extent of a relevant interest in relation to any of its sections. Failure to disclose a new interest to the Clerk to the Corporation shall be treated in all respects as an incomplete declaration of interests. |
| **3.2.10** | A member who has declared a financial interest shall withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to that interest. |
| **3.2.11** | A member who has declared a non-financial interest shall, if required by a simple majority of the other members present and voting, withdraw from any meeting (including committee meetings or other meetings, howsoever described) for the discussion of business relating to that interest, but in the absence of a direction to withdraw shall be entitled to be counted towards the quorum and to speak in the discussion and participate in the decision to the extent, expressed as a simple majority vote, permitted by other members present.  In deciding whether or not to require the withdrawal of a member declaring a non-financial interest, or to restrict their participation in the business being transacted, Corporation members shall bear in mind the interests of the Corporation, the seriousness of the decision to be taken and its potential effect on the solvency or reputation of the College and Corporation. |
| **3.2.12** | The Chair of, or other person presiding at, any meeting (including committee meetings or other meetings, howsoever described), declaring a non-financial interest but not being required to withdraw, shall in all circumstances surrender the Chair or presiding role for transaction of the business to which the interest relates. |
| **3.2.13** | The Clerk to the Corporation declaring a financial or non-financial interest shall, if so directed by members present, withdraw from the meeting for the consideration of business to which her/his interest relates, and the members present shall appoint from among their number an independent member of the Corporation to record the proceedings. If the Clerk to the Corporation has an interest in business relating to her/his own office s/he shall be treated as set out in section 1.7.2 above, and the Corporation shall make all necessary arrangements attending such circumstances. |
| **3.2.14** | Members are not prevented from considering and participating in decisions concerning the insurance of members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium. |
| **3.2.15** | Other persons attending a meeting of the Corporation or any committee thereof who have been required to complete a declaration of interests, shall withdraw from consideration of any business to which such interests (financial or non-financial) relate. |
| **3.2.16** | In addition to members of the Corporation the following persons shall complete and sign a declaration of interests: co-opted committee members, the Principal (if not a member of the Corporation), senior post-holders other than the Principal, directors of subsidiary undertakings (if any, and if not themselves members of the Corporation), the Clerk to the Corporation (including a temporary Clerk). |
| **3.2.17** | In addition to the requirement for periodic written declarations of interest, there shall be a standing agendum at each meeting (including committee meetings or other meetings, howsoever described, and whether or not the agenda is in written form) for declaring interests relevant to the business being transacted, and the incidence of any such declarations shall be set down in the record of the meeting. Failure to declare an interest in accordance with the provisions of this paragraph, or the provision of a false or incomplete declaration, shall be treated, paying due regard to the different conditions attending different contexts, in accordance with the respective provisions of 3.2.8 and 3.2.9 above. Members who are aware of an undeclared interest on the part of another member(s) have a duty to draw the matter to the attention of the Clerk to the Corporation, the chair of the meeting or to the other members present. |
| **3.2.18** | The *Code of Conduct for Members of the Corporation* also gives guidance on members’ interests (see paragraph 9 – Conflicts of Interest), and a copy of the Code shall be made available to each member from whom a declaration of interests is required. The adoption by the Corporation of the *Code of Conduct for Members of the Corporation* shall bind each member, including future members, to observe its terms, and the signatures of individual members shall not be required to establish this fact. Notwithstanding this provision, the Chair of the Corporation may in her/his absolute discretion require the signature of an individual member in relation to the adoption of the *Code of Conduct for Members of the Corporation* without imposing a similar requirement on any other or all members. |
| **3.3** | **Removal, Termination and Resignation of Members** |
| **3.3.1** | ***Removal from Office*** |
| **3.3.1.1** | Subject to exclusions set out hereunder, a member may only be removed from office, as distinct from resigning the office or the office being terminated, by resolution of the Corporation, on which the person named therein shall be disqualified from voting. |
| **3.3.1.2** | A member may only be removed from office on the grounds set out in the Instrument of Government, Clause 9. In this regard, the following specific provisions should be particularly noted: |
| **3.3.1.2.1** | A member in any category shall be removed from office by resolution of the Corporation if, after notification by the Clerk to the Corporation of a failure to lodge a declaration of interests, a certificate of continuing eligibility or a related party transactions declaration, the omission is not remedied within a reasonable period. |
| **3.3.1.2.2** | A staff nominee member shall cease to hold office, and the office thereupon become vacant, if s/he ceases to be a member of the staff of the College (defined as having resigned, retired, or been given written notice of termination dismissal or transfer to another undertaking which has been put into effect), and her/his removal from office and its grounds shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation. |
| **3.3.1.2.3.** | A student nominee member shall cease to hold office, and the office thereupon become vacant, if s/he ceases to be a student of the College, and her/his removal from office shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation. |
| **3.3.1.2.4** | A parent nominee member (as defined in 3.1.9 above) shall cease to hold office, and the office thereupon become vacant, if her/his child (as also defined in 3.1.9 above) ceases to be a student of the institution, and her/his removal from office shall be communicated by notice in writing from the Clerk to the Corporation to the member at her/his last notified address without the passing of a resolution by the Corporation. |
| **3.3.2** | ***Termination of Office*** |
| **3.3.2.1** | Membership of the Corporation shall terminate on expiry of the term of office prescribed in the resolution appointing the person to membership. |
| **3.3.2.2** | Membership of the Corporation shall otherwise be terminated without the passing of a resolution by the Corporation on the occurrence of any of the following events: death, criminal conviction resulting in a custodial sentence, detention under the provisions of the Mental Health Act (or any additional or successor legislation having the same effect) in a secure unit, incapacity as attested by a letter bearing the member’s own signature or that of any person appointed by law to act on the member’s behalf, resignation taking effect in accordance with the provisions set out in section 3.3.3 below, any other event or grounds specified within these Bye Laws or the Instrument of Government. |
| **3.3.2.3** | Other than in the instance of death or expiry of office, the Clerk to the Corporation shall give notice in writing on behalf of the Corporation to the member at her/his last notified address or, as appropriate, to the person appointed to manage her/his affairs, to record the termination of office. |
| **3.3.3** | ***Resignation from Office*** |
| **3.3.3.1** | A member may resign her/his office at any time by giving notice in writing to the Clerk to the Corporation, and resignation shall become effective on receipt of such notice by the Clerk. |
| **3.3.3.2** | A member may give notice in writing to the Clerk to the Corporation of an intention to resign her/his office on a specified future date, and the member’s termination shall become effective on the said date. A member may only withdraw such notice if permitted by the Corporation (which shall be advised in the matter by the Governance & Remuneration Committee) or, where referring the matter to the Corporation is not reasonably practicable, by the Chair of the Corporation who shall be advised in the matter by the Governance & Remuneration Committee or its Chair. |
| **3.4** | **Payments to Members** |
| **3.4.1** | Members of the Corporation shall not be remunerated for their services as members. |
| **3.4.2** | Members shall be entitled to claim and receive reimbursement for travel, subsistence and other necessary out-of-pocket expenses in relation to their duties as members of the Corporation, though they will not ordinarily be entitled to claim expenses for attending meetings at the College. Expenses shall be claimed using the form applicable to members of College staff, which shall be signed by the member making the claim, countersigned by the Chair of the Corporation and conveyed to the Clerk to the Corporation, or a person nominated by her/him. |
| **3.4.3** | Travel and subsistence rates applicable to members of the College staff, a copy of which is to be made available to members of the Corporation on request, shall be used to determine the amounts payable. |
| **3.5** | **Gifts and Hospitality Received by Members** |
| **3.5.1** | A member of the Corporation receiving a gift or hospitality valued at £25 or more shall report each instance to the Clerk to the Corporation within ten working days of its receipt. |
| **3.5.2** | A member of the Corporation receiving gifts or hospitality amounting in value to £100 or more in the course of a calendar year (calculated from any date) shall report the fact to the Clerk to the Corporation within ten working days of the expiry of the calendar year (calculated as above) even if no single instance has equalled or exceeded £25. |
| **3.5.3.** | A member shall *not* be required to report hospitality received from a third party in the course of representing the College or Corporation (e.g. at meetings or conferences of the Sixth Form Colleges’ Association, the Association of Colleges or similar). |
| **3.5.4** | Members are required to be vigilant in ensuring that they do not place themselves under obligations to any third party, whether an individual or an organisation, by accepting gifts or hospitality, or place the solvency or reputation of the Corporation or College at risk thereby. |

**4. THE ELECTION OF CORPORATION OFFICERS**

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| **4.1** | The following offices shall be determined by election by all the members: Chair of the Corporation, Senior Vice-Chair of the Corporation (if appointed), Vice-Chairs of the Corporation (of whom one or two may be appointed). |
| **4.2** | No person shall seek election to, or hold more than one of, the above offices simultaneously. |
| **4.3** | The Senior Vice-Chair, if appointed, shall ordinarily deputise for the Chair of the Corporation in the latter’s absence. Otherwise the Vice-Chair (or a vice-chair) shall deputise. |
| **4.4** | The period of office shall in each case be determined by the Corporation, but shall not exceed four years. |
| **4.5** | **Election of Chair of the Corporation** |
| **4.5.1** | The Clerk to the Corporation shall give notice of election to the office, and shall circulate to electors a prescribed form for nominations and notice of the closing date by which completed forms are to be received for nominations to be valid (hereinafter “the closing date for nominations”). The nomination process shall be conducted by electronic correspondence. |
| **4.5.2** | All independent members of the Corporation holding office at the time of the election, and prospective office for the entire period of the appointment, are eligible for election to the office of Chair of the Corporation. |
| **4.5.3** | All members of the Corporation may, by completing and delivering the prescribed form to the Clerk to the Corporation on or before the closing date for nominations, propose an independent member of the Corporation satisfying the conditions set out in 4.5.2 above for election as Chair of the Corporation, having made enquiry and received assurances that the person is willing to be nominated, and independent members who are thereby proposed by at least two members of the Corporation, at least one of whom must be an independent member, shall be eligible to stand for the said office. |
| **4.5.4**  **4.5.5** | Members may not propose themselves for election to the office.  Before a poll is held, a meeting of the Corporation will be convened to allow members to put questions to a candidate or candidates for the office of Chair of the Corporation so that they may form an assessment of the suitability of candidates for the office. |
| **4.5.6** | If only one eligible candidate is validly nominated by the closing date for nominations, the Clerk to the Corporation shall conduct a poll of all members of the Corporation over a period notified to them in which they shall be eligible to vote, and in which the candidate’s name shall be the sole name on the ballot paper. If at least two thirds of the electorate (rounded up to the nearest whole number) vote in favour of the candidate, the candidate shall be declared elected. If less than two thirds of the electorate (rounded up to the nearest whole number) vote in favour of the candidate, the candidate shall not be declared elected, and a further election shall be held. The poll and any subsequent poll shall be conducted electronically using means determined by the Clerk to the Corporation or, at her/his discretion, manually. |
| **4.5.7** | If more than one eligible candidate is validly nominated by the closing date for nominations, the Clerk to the Corporation shall conduct a poll of all members of the Corporation over a period notified to them in which they shall be eligible to vote. A candidate obtaining the support of at least two thirds of the electorate (rounded up to the nearest whole number) shall be declared elected. The poll shall be conducted electronically using means determined by the Clerk to the Corporation or, at her/his discretion, manually.  The method of voting at the election shall be determined by the Corporation in its absolute discretion. |
| **4.5.8** | In the event of a poll, the Clerk to the Corporation shall supply to each elector the name(s) of the candidate(s), the dates of her/his/their appointment(s) and prospective termination(s) as a member or members, the offices (and periods thereof), if any, he/she/they have held within the Corporation, and his/her/their attendance record for the current and preceding two years (or for his/her/their entire membership if less than two years).  The Clerk to the Corporation shall also circulate to each elector a personal statement by the candidate(s), which shall be sent by the candidate(s) to the Clerk to the Corporation on or before a deadline date set by the Clerk for its receipt, and shall set out how the candidate(s) satisfies/satisfy the elements of the role description and person specification for the office of Chair of the Corporation in force at the time of the election. In the personal statement each candidate shall address each element of the role description and person specification, stating how and to what degree s/he satisfies them. No reference shall be made in a candidate’s personal statement to the knowledge, skills, experience or qualities of any other candidate at the same or a previous election.  The Clerk shall also supply to each elector the curriculum vitae of the candidate(s), which shall be sent by the candidate(s) to the Clerk to the Corporation on or before a deadline date set by the Clerk for its receipt.  The deadline date(s) notified to the candidate(s) by the Clerk to the Corporation for receipt by her/him of the personal statement and curriculum vitae shall make reasonable provision for their completion and submission, and shall in any event be set at not less than 14 calendar days from the notification. Failure for any reason to observe the deadline notified shall disqualify a member from being a candidate in the election. |
| **4.5.9** | The personal statement and curriculum vitae described in clause 4.5.8 and the meeting described in clause 4.5.5 shall constitute the sole communication from candidates to electors, written or otherwise, during the election or in relation to it. For the avoidance of doubt, candidates may not, except as provided in clauses 4.5.5 and 4.5.8, communicate with electors on any matter related to or concerning the election or the persons standing as candidates in the election. |
| **4.5.10** | No personal statement shall be defamatory, and the decision of the Clerk to the Corporation as to what constitutes defamation shall be binding and material deemed by her/him to be defamatory shall not be disseminated. In the event that it has been disseminated without the Clerk’s knowledge or agreement, the candidate (and/or other person or persons acting on behalf of the candidate, whether or not appointed by the candidate) shall make such remedy as the Clerk to the Corporation may direct. A person alleging defamation may take action in law against the person(s) deemed responsible for publishing the material. The Corporation shall not be liable for any material which may be published without the knowledge of the Clerk to the Corporation, or which is published in breach of a direction by the Clerk to the Corporation that it shall not be published. |
| **4.5.11** | A count shall be conducted after the sole or each poll, and the Clerk to the Corporation shall publish the result at the earliest opportunity, and in any event within not less than 5 working days, to all members of the Corporation, and retain the electronic record of the poll, including the declaration of its result, until the end of the academic year following that in which it is conducted (manual records, if generated, shall be retained for the same period).  The individual votes cast by electors shall be retained on a strictly confidential basis by the Clerk to the Corporation, and no member or officer of the Corporation shall request or be given access to them at any time. In the event of the death in office or physical or legal incapacity of the Clerk to the Corporation, the Corporation’s legal advisers shall be instructed to take possession of and retain the said records (in the process removing them from records hitherto kept by the Clerk) on a similarly confidential basis. The Clerk to the Corporation shall provide to the Chair of the Corporation any necessary access codes to the records, but the Chair of the Corporation shall not use this information for any purpose other than to instruct the Corporation’s legal advisers in executing the provisions of this clause. |
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| **4.6** | The Senior Vice-Chair of the Corporation and the Vice-Chairs shall, paying due regard to the different conditions attending different contexts, be elected in accordance with the procedure set out under 4.5 above. |
| **4.7** | If a candidate has reason to complain about the conduct of the election or poll, or that of the Clerk to the Corporation in relation to the election or poll, s/he shall provide those reasons to the Chair of the Audit Committee (or the Vice-Chair of the Audit Committee if the Chair is conflicted) within five working days of the publication of the result as a condition of them being investigated. The Chair of the Audit Committee or alternate shall conduct the investigation using such means as s/he shall decide, whilst having regard to the rights of the parties involved. |

**5. MEETINGS**

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| **5.1** | The Corporation shall determine the frequency of its meetings but, except as may be due to *force majeure*, shall meet at least once during each term. |
| **5.2** | **Procedure at Corporation Meetings** |
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| **5.2.1** | A resolution once passed, whether or not formally proposed as a resolution, may not be rescinded nor varied unless its reconsideration appears as a separate agendum for a subsequent meeting. |
| **5.2.2** | A member may request the inclusion of specified business on the agenda for a meeting by informing the Clerk to the Corporation to this effect at least fifteen working days prior to the date of the meeting, and the Clerk shall bring the request to the attention of the Chair of the Corporation before the determination of the agenda. |
| **5.2.3** | Meetings shall be summoned by the Clerk to the Corporation who shall send written notice to members at least seven clear days ahead of the date of the meeting which shall have the effect of advising them that an agenda showing the date time and venue of the meeting and the business to be transacted together with supporting papers is being placed in the Online Governance Document Repository. The Clerk may also at her/his option, and in addition to lodgement in the Repository, attach the agenda and papers to the resolution giving notice of the meeting. However, a meeting shall not be invalidated by the accidental failure to send or receive notice, nor shall it be invalidated if despite the best efforts of, or on behalf of, the Clerk to the Corporation such notice is received, or any attendant paper placed in the Repository or otherwise circulated, with less than the prescribed notice. |
| **5.2.4** | A special meeting may be called at any time by the Chair of the Corporation, or at the request in writing sent to the Clerk to the Corporation signed by any five members, or by the Chair of the Audit Committee (in the latter case specifying a matter falling within the Committee’s remit), and may be called with less than seven clear days’ notice, if the Chair of the Corporation so directs, on the ground that there are matters requiring urgent consideration. |
| **5.2.5** | All business shall be ordinary business except that which is declared to be reserved, the criteria and procedures for which are set out in Section 5.7 below. |
| **5.2.6** | The appointment, remuneration, conditions of service, promotion, capability, conduct, suspension, dismissal or retirement of the Principal, the Clerk to the Corporation or individual staff nominee members in their capacities as members of staff, or the appointment of her/his/their successor(s) shall always be taken as reserved business. Staff members shall withdraw from business relating to their own post or any post equivalent or senior to their own (or in respect of which they have, in the opinion of a majority of members present, a conflict of interests), and student nominee members from business relating to the post of any member of staff. |

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| **5.2.7** | Staff nominee members are entitled to take part in discussion and decisions relating to the pay and conditions of all staff, or a class thereof, provided that they act in the interests of the Corporation, but shall withdraw if so determined by a majority of other members present and voting from consideration of matters concerned with continuing or prospective negotiations about terms and conditions of employment if they also act, or are reasonably thought to act, as staff representatives in such negotiations, whether as recognised trade union officers or otherwise. |
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| **5.2.8** | A student nominee member under the age of 18 may be present at the discussion concerning, but shall neither speak nor vote on, proposals for expenditure of money by the Corporation or under which the Corporation would enter into any contract or incur any debt or liability, actual or contingent, howsoever arising, but shall withdraw when any matter affecting a staff post is under consideration. |
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| **5.3** | **Procedure at Committee Meetings** |
| **5.3.1** | Committees shall meet as frequently as they may resolve or the Corporation direct, except that the Audit Committee shall meet at least twice during the academic year, but not in the same term. Committees shall regulate the start times and venues of their meetings in their absolute discretion. |
| **5.3.2** | Procedure at committee meetings shall, paying due regard to the different conditions attending different contexts, be as prescribed for Corporation meetings, except that the period of notice of meetings shall be four clear days. |
| **5.4** | **Schedule of Meetings**  So far as is reasonably practicable, the Clerk to the Corporation shall publish a proposed schedule of meetings for the academic year for consideration and, if thought fit, approval at a Corporation meeting, and at relevant committee meetings, held in the preceding Spring Term. |
| **5.5** | **Quorum** |
| **5.5.1** | The quorum for Corporation meetings shall be 30% of the total membership at any time (rounded up to the nearest whole number), consisting solely of members of the Corporation not declaring an interest in the business to be transacted. Vacancies shall not be counted when calculating the quorum, nor shall members who have been given leave of absence from the Corporation. Also, members not counting towards the quorum (i.e. owing to a conflict of interests, or because they are excluded as provided for in the Instrument of Government or these Bye Laws, or for other good and sufficient reason) shall not be counted when calculating the quorum for particular business. The quorums for committees shall be two members, which must include at least one full member of the Corporation, except that the quorum for the Governance & Remuneration Committee shall be three members of the Corporation (one of whom shall be the Chair of the Corporation or, in her/his absence, the Senior Vice-Chair). |
| **5.5.2** | If the quorum for a meeting has not been obtained within thirty minutes of its scheduled commencement (unless all members present who would count towards the quorum agree to a longer period), the meeting shall not be held but shall be reconvened with reasonable notice on another date. |
| **5.5.3** | If a meeting becomes inquorate owing to a member or members leaving the meeting, it shall end immediately, but business transacted before it became inquorate shall be deemed to have been validly transacted.  If a meeting becomes inquorate owing to a member or members declaring an interest in the business transacted, that business shall not be transacted but shall be held over to a subsequent quorate meeting, and the meeting may proceed to other business for which a quorum is obtained. |
| **5.5.4** | Members present at a meeting which is, or which becomes, inquorate may discuss matters which do not require to be formally noted or decided upon, but no record shall be taken by the Clerk to the Corporation (or any person acting as Clerk) nor by any other person and the discussion shall not constitute valid business, and it shall not be permitted for notes of such discussions, whether or not in writing, to be considered and ratified as valid business at a subsequent quorate meeting but such business shall always be taken as if it had not been previously discussed. |
| **5.6** | **Voting** |
| **5.6.1** | Votes shall be held when requested by any member of the Corporation present or at the direction of the Chair of the Corporation, and shall be decided by a simple majority of votes cast by members of the Corporation present and counting towards the quorum. |
| **5.6.2** | If there is an equality of votes, the Chair of the Corporation shall have a casting vote, in addition to a deliberative vote, which may be cast at her/his absolute discretion. |
| **5.6.3** | Business to be decided by a vote shall be put in the form of a resolution permitting a Yes or No response. |
| **5.6.4** | Voting shall be by show of hands, but a poll shall be held if demanded by any member present or the Chair of the Corporation so directs, which shall be held immediately and before any other business is transacted under arrangements prescribed by the Clerk to the Corporation which shall take account of the circumstances under which the meeting is held, and shall ensure the poll’s security and that members have no knowledge of how any other member has voted. Votes, whether by show of hands or a poll, shall be counted by the Clerk to the Corporation. The Chair of the Corporation shall announce the result of any vote including a statement, where appropriate, of how her/his casting vote has been used. |
| **5.6.5** | There shall be no voting at meetings by proxy. |
| **5.6.6** | A member shall not vote in accordance with a mandate, whether or not formally expressed, given to her/him by any other body or person, but shall at all times vote in the best interests of the Corporation. |
| **5.6.7** | Members dissenting from a majority decision shall at their request have their vote recorded in the minutes of the meeting, though this does not relieve them of a duty to support the Corporation’s decision for so long as they remain members and, in relation to reserved business, maintaining any terms of confidentiality imposed concerning the vote whilst holding, or after relinquishing or being removed from, membership of the Corporation. |
| **5.6.8** | Apart from deciding recommendations to the Corporation concerning appointments or reappointments made by the Governance & Remuneration Committee, there shall be no voting in committees. Where consensus cannot be obtained, the matter shall be referred to the Corporation for decision. In the exception noted above, the rules concerning voting at Corporation meetings shall be observed paying due regard to the different conditions attending different contexts. |
| **5.7** | **Reserved Business** |
| **5.7.1** | There shall be a presumption in favour of business being openly conducted, but where it is deemed to be confidential such business shall be classified as reserved and persons excluded from considering and/or voting on it, or observing the consideration and the vote, shall not be entitled to receive inspect or copy the minutes relating to it. |
| **5.7.2** | Business shall not be taken as reserved business without prior consultation with the Clerk to the Corporation who shall advise on its eligibility in this regard. |
| **5.7.3** | ***Reserved business shall include:*** |
| **5.7.3.1** | Personal information relating to an individual (whether a member of staff, a candidate for appointment as a member of staff, a student, a student applicant, a member of the Corporation, a candidate for appointment to the Corporation, the Clerk to the Corporation, a candidate for appointment as the Clerk to the Corporation, or other) identified by name status or office held (or sought), except that information relating to the relevant interests of members of the Corporation shall *not* be confidential. |
| **5.7.3.2** | Information provided in confidence by a third party who has not authorised its disclosure. For the avoidance of doubt (and with special reference to 3.1.12 above), where information has been disclosed to an individual member of the Corporation (or a group thereof), and it is relevant to a decision made by the Corporation, there is a duty to disclose it within the proceedings of the Corporation (or a committee thereof), even though it is not for publication in open minutes. |
| **5.7.3.3** | Financial or other information relating to contracts and attendant negotiations (including those relating to procurement decisions), whilst its disclosure could expose the College to risks or loss. |
| **5.7.3.4** | Information relating to the negotiating position of the College (or of those conducting negotiations on its behalf) in matters relating to the terms and conditions of employment of staff. |
| **5.7.3.5** | Information relating to any matter which is or may be subject to legal process, whether or not entered as an action in court, including but not limited to advice received from, or instructions given to, the College’s or Corporation’s legal advisers or independent legal advice received by the Clerk to the Corporation and reported to the Corporation. |
| **5.7.3.6** | Suspension, capability, disciplinary and grievance proceedings (including appeals), the proceedings of any committee convened for these purposes, and the consideration by the Corporation of the reports of such proceedings. |
| **5.7.3.7** | Information planned for publication in advance of the date of publication. |
| **5.7.3.8** | *Exceptionally*, information which by reason of its nature the Corporation or its committees are satisfied in good faith and on reasonable grounds shall be dealt with on a confidential basis. |
| **5.7.4** | Minutes of reserved business which do not contain personal information (as defined in 5.7.3 above) shall be released for public inspection if and when the conditions requiring their restriction have lapsed by publication in the minutes of the Corporation meeting at which the decision to release them is taken. To give effect to this provision, the Corporation shall at its final meeting in each academic year consider for release into the public domain the minutes of reserved business, other than that excluded by this paragraph, transacted in the preceding twelve months and previously. |
| **5.8** | **Minutes** |
| **5.8.1** | There is a presumption of openness in that minutes (where taken, and following formal approval at a meeting of the appropriate body), agendas, papers, documents and reports, except those relating to reserved business (as set out in Section 5.7 above), are available for public inspection.  Minutes of meetings, where taken, shall be placed on the College website at the end of the term in which they receive formal approval.  Persons asking to view minutes which have been duly approved may, as an alternative to being provided with a printed copy, be directed to the relevant section of the College website or, on giving an appropriate email address, be provided with an electronic copy.  For the avoidance of doubt, draft minutes which have yet to be approved by the Corporation or relevant committee shall not be provided under the terms of this clause (5.8.1).  Persons asking to view agendas, papers, documents and reports, on giving an appropriate email address, may be provided with an electronic copy. |
| **5.8.2** | Minutes shall be *prima facie* evidence of the proceedings to which they relate. They shall include a record of any interests declared by members, the nature of the conflict of interests, the member or members affected, the decisions made by members in relation to declared interests and their grounds, including how the best interests of the Corporation were thereby served. |
| **5.8.3** | At each ordinary meeting of the Corporation the minutes of the previous meeting, where taken, shall be included as an agendum and, if agreed to be accurate, shall be approved (including such amendments as the meeting may require). Equivalent provisions shall apply to the minutes of committees. |
| **5.8.4** | Draft minutes, where taken, shall record those parts of meetings from which the Principal, the Clerk to the Corporation, staff and/or student nominee members or other members declaring an interest have withdrawn or, in accordance with the provisions of these Bye Laws, have been excluded, and such persons shall not be entitled to receive the minutes of that part of the meeting nor any agenda or papers relating to it. |
| **5.8.5** | Draft minutes shall ordinarily be made available to the relevant Chair or alternate for approval within ten College working days of the date of the meeting to which they relate, and the Chair (or alternate) shall either grant provisional approval for circulation or specify required amendments within five working days of receiving them. It may be necessary to accelerate these time limits in the interest of reporting committee minutes to the Corporation. |
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| **5.8.6** | On receiving provisional approval, draft minutes shall be circulated to all persons entitled to receive agendas and papers in connection with the proceedings. |
| **5.9** | **Agendas and Papers** |
| **5.9.1** | Agendas for Corporation meetings shall be determined jointly by the Chair of the Corporation and the Clerk to the Corporation in consultation as necessary with the Principal (or by reference to the special provisions expressed in 5.2.2 above). Those for committee meetings shall be determined jointly by the Chair of the Committee and the Clerk to the Corporation in consultation as necessary with the member or members of College management (if any) responsible for the related College activity or activities. |
| **5.9.2** | Papers shall be circulated with agendas to those entitled to receive them. |
| **5.9.3** | *Exceptionally*, papers may be tabled at meetings, but only with the prior consent of the relevant Chair (or alternate) and on the sole ground that the nature of the business in question requires urgent consideration and/or decision. |
| **5.10** | **Observers** |
| **5.10.1** | A vice-principal (or any person acting in that role) is invited to attend meetings of the Corporation and appropriate committees and to receive papers (other than those relating to business from which they are to be excluded) considered at such meetings. They may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion and without a reason being given. |
| **5.10.2** | Other persons may be invited to attend meetings of the Corporation or its committees by the chair of the meeting, who may issue or cause to be issued a standing invitation in this regard. Such persons may only participate in discussion at the invitation of the chair of the meeting, and may be required to withdraw by the chair of the meeting at her/his absolute discretion and without a reason being given. |
| **5.10.3** | Members of the college staff are permitted to observe, but not participate in, the transaction of ordinary business at Corporation meetings on application to the Clerk to the Corporation at least 10 working days in advance of the date of the meeting, and shall receive electronic copies of papers relating to the business observed. |
| **5.10.4** | Members of the Corporation have the right to attend as observers the proceedings of any committee to which they have not been appointed (but to which they are eligible for appointment), but may only participate in the consideration of business at the invitation of the committee Chair. However, they may **not** attend meetings of any committee or panel (howsoever described) established for the purpose of appointment, capability, disciplinary, grievance, suspension, dismissal or complaint hearings (or purposes of similar import otherwise described), or appeals in relation thereto. Notwithstanding this entitlement (and its limitations), staff and student nominee members shall **not** be permitted to attend as observers meetings of the Governance & Remuneration Committee, nor may any member attend as an observer the following Governance & Nominations Committee business: long-listing or short-listing of applicants for appointment to the Corporation, considering the re-appointment of any member of the Corporation, interviewing applicants seeking appointment (or existing members’ re-appointment) to the Corporation, and considering the results of such interviews including making or withholding recommendations to the Corporation in relation to appointments or reappointments. |
| **5.11** | **Retention of Electronic Documents** |
| **5.11.1** | Meeting agendas, papers and minutes (including minutes and papers of reserved business) shall be grouped by type of meeting and sub-grouped by specific meeting (referred to by the nature of the body convened and the date on which the meeting was held) for electronic storage purposes, and shall be retained for the following minimum periods:    Corporation minutes: *in perpetuity*  Minutes of meetings concerning the capability, discipline, suspension or dismissal of the Principal, a senior member of staff directly appointed by the Corporation or the Clerk to the Corporation, or a grievance raised by such persons: *7 years from the date of the meeting*  Minutes of committee meetings: *7 years from the date of the meeting*  Corporation agendas and papers: 7 *years from the date of the meeting*  Committee agendas and papers: 3 *years from the date of the meeting*  Longer periods may apply to papers setting out or relating to contractual agreements, and such periods shall reflect the considerations attending each instance. |
| **5.11.2** | An annual review of the electronic format of stored documents shall be conducted to ensure that they remain accessible by electronic means. Where as a result of this review documents are written to new media, the old media shall be physically destroyed. |
| **5.11.3** | All media shall be backed up and stored in duplicate locations in accordance with College policies for the backup and storage of data generally or, where the Clerk to the Corporation’s normal place of work is outside the College, by another secure means. |

**6. PROFESSIONAL ADVICE**

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| **6.1** | The Corporation shall, as necessary, access suitably qualified professional advice in the exercise of its powers and duties. |
| **6.2** | The Corporation may appoint a suitably qualified internal audit service to carry out such reviews as the Corporation, on advice from the Audit Committee, may direct. |
| **6.3** | The Corporation shall appoint a suitably qualified financial statements auditor. |
| **6.4** | The Corporation may appoint or cause to be appointed suitably qualified professional advisers in relation to any material development or renovation of the College estate. |
| **6.5** | The Corporation shall appoint or cause to be appointed suitably qualified persons to act as legal advisers to the Corporation and the College. In this regard: |
| **6.5.1** | The Chair of the Corporation shall be entitled to take legal advice on behalf of the Corporation, and the Clerk to the Corporation as set out at 1.7.7. above. |
| **6.5.2** | Subject to the provisions of 6.5.3 and 8.8 below, other members of the Corporation shall *not* ordinarily be permitted totake legal advice on behalf of the Corporation unless expressly authorised to do so in advance by the Corporation, or by the Chair of the Corporation acting under Chair’s Action. |
| **6.5.3** | Notwithstanding paragraph 6.5.2 above, other members of the Corporation shall have the right to take legal advice from the Corporation’s appointed advisers, subject to compliance with the procedure set out in paragraph 6.5.4 below, on any matter(s) concerning the exercise of their powers and responsibilities as members of the Corporation. Such matters may include advice on their legal, accounting and regulatory duties, but shall exclude advice on their personal interests in relation to the Corporation or, where relevant, their own employed posts within the College. |
| **6.5.4** | A member intending to seek advice under the provisions of paragraph 6.5.3 shall give prior written notice to the Clerk to the Corporation which notice shall contain a summary of the issues on which advice is sought and, if it is to be sought from a source other than the Corporation’s legal advisers, the name(s) of the adviser(s) whom the member proposes to instruct together with a short explanation of the reason(s) why consultation with the Corporation’s advisers on the particular issue(s) is considered to be inappropriate, a copy of which notice shall be delivered forthwith by the Clerk to the Chair of the Corporation.  The Chair of the Corporation is authorised to pay or contribute up to £1,000 from College funds towards the costs of independent professional advice obtained under the provisions of paragraph 6.5.3, provided that the total of all such payments and contributions in any college financial year does not exceed £1,400, and shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice of intention to seek advice and, in any event, within 10 working days, after having consulted the Clerk to the Corporation in its regard. The Clerk to the Corporation shall notify the member in writing whether a contribution to the costs for the professional advice is payable by the Corporation and, if it is not, state brief reasons for the decision to withhold it. The member of the Corporation seeking legal advice shall be responsible for settling the advisor’s invoice or fee notice. Where reimbursement has been approved, the submission of a receipted invoice or fee notice from the professional adviser shall be required before any payment is made to the member concerned.  Any advice obtained under these provisions shall, on request of the Chair of the Corporation, be made available to all Corporation members concerned with the business to which it relates or, prospectively, to equivalent or similar business, except that where appropriate considerations apply it may be maintained on a confidential basis. Advice obtained by the Chair of the Corporation under the provisions of paragraph 6.5.1 shall be similarly made available subject to the same exception. |

**7. COMPLAINTS AGAINST THE CORPORATION AND THE CLERK TO THE CORPORATION**

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| **7.1** | **Scope of Bye Laws Relating to Complaints** |
| **7.1.1** | The Corporation shall only consider complaints which relate to the Corporation or its individual members in the context of the duties which the Corporation is required to carry out, the powers it may take, its procedures for the proper transaction of its business, the competence or conduct of the Clerk to the Corporation, and the fitness of individual members of the Corporation to hold public office or their competence or conduct whilst in office. |
| **7.1.2** | Except as may be provided in the College Complaints Policy and Procedure, the Corporation shall **not** consider complaints concerning the management of the College (other than the competence or conduct of the Principal, or person acting as Principal), its academic and other internal processes and procedures, and the competence or conduct of any member or members of staff or any student or students, but shall direct such complaints to the College under provisions set out in the College Complaints Policy and Procedure. If a complaint is received concerning the Clerk to the Corporation in the context of a College office which s/he also holds, it shall be dealt with under the provisions of the College Complaints Policy and Procedure, and not under those set out in 7.3 below. |
| **7.2** | **Procedure: Complaints Against the Corporation, or Member(s) Thereof** |
| **7.2.1** | Complaints shall be submitted in writing by means of a letter bearing the signature, manually applied, of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written and manually-signed submission within three months of the former being received shall not be investigated. |
| **7.2.2** | The Clerk to the Corporation, unless s/he is the subject of the complaint, shall be informed of the source and substance of the complaint (whether submitted orally or in writing) and shall receive all written material in its regard (and such material shall not be copied or otherwise retained including in an electronic format, by the member or members originally receiving it, nor be made available to any other person or persons). If the Clerk to the Corporation *is* the subject of the complaint, the Chair of the Corporation shall be informed and the foregoing restrictions shall apply. |
| **7.2.3** | A member or members of the Corporation receiving a complaint shall not discuss it with the complainant. Neither shall they discuss it with the person(s) who is the subject of the complaint nor with each other, nor with any other person. *In particular*, if the member(s) of the Corporation receiving the complaint is/are themselves the subject of the complaint, s/he/they shall not discuss the complaint with the complainant, nor with each other, nor with any other person, but shall follow the procedure set out in 7.2.2 above. |

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| **7.2.4** | If, in the judgement of the Clerk to the Corporation, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any member or members of the Corporation nor their connected persons), the Clerk shall inform the Chair of the Corporation and propose remedial action to the next meeting of the Corporation (or to the Chair of the Corporation under Chair’s Action to the extent permitted under these Bye Laws) and shall advise the complainant of the remedial action proposed or taken. |
| **7.2.5** | If, in the judgement of the Clerk to the Corporation, the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), the Clerk shall inform the Chair of the Corporation (unless the latter is the subject of, or otherwise implicated in, the complaint), and may also raise the matter with the Chair of the Audit Committee. Where the Chair of the Corporation *is* the subject of, or otherwise implicated in, the complaint, the Chair of the Audit Committee and the Clerk shall jointly determine the course of action to be followed, determine whether or not legal advice shall be taken, and whether or not it shall be taken from the College’s appointed legal advisers. |
| **7.2.6** | The Clerk to the Corporation shall notify the Secretary of State if the subject of the complaint is not of a minor nature and implicates the whole Corporation, a majority of the Corporation (whether or not expressed by a vote of the Corporation), all the officers of the Corporation (or a majority of them), or in any instance where a criminal offence or an abuse of office (including a breach of fiduciary duty) is alleged, and the Secretary of State and the Clerk shall jointly determine the course of action to be followed, determine whether or not legal advice shall be taken, and whether or not it shall be taken from the College’s appointed legal advisers. |
| **7.2.7** | If, resulting from an investigation, whether or not conducted by the Clerk to the Corporation alone or in collaboration with others, it appears that there are matters and/or circumstances requiring further examination, the Clerk shall, unless the subject of the complaint is the whole Corporation, convene a quorate extraordinary meeting of the Corporation (excluding the member or members who are the subject of or otherwise cited in the complaint) within seven calendar days, or as soon as practicable thereafter, to consider the complaint and authorise its further investigation by a panel of not less than three independent members of the Corporation (one of whom shall be appointed as Panel Chair), excluding the member or members who are the subject of or otherwise cited in the complaint. The Clerk shall advise the Panel and be present at its deliberations. If a quorum of members not having an interest in the business cannot be obtained, the Clerk shall inform the Secretary of State of the circumstances and act on her/his directions. |
| **7.2.8** | If the Panel is satisfied that on the balance of probabilities the complaint is *not* well-founded, the Clerk to the Corporation will report in those terms to the complainant and the Panel will take no further action. However, the members of the Corporation shall be informed of the facts established by the investigation, and the reasons for the Panel’s decision. In these circumstances, only if the complainant provides additional information giving rise to a reasonable presumption that there is something more to examine will the Panel make any further investigation of the complaint. |
| **7.2.9** | If, in the judgement of the Panel, the complaint is well-founded but the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to any member or members of the Corporation or their connected persons), the Chair of the Panel shall propose remedial action to the next meeting of the Corporation (or to the Chair of the Corporation under Chair’s Action to the extent permitted under these Bye Laws, provided that the Chair is not the subject of, or otherwise implicated in, the complaint) and shall, via the Clerk, advise the complainant of the remedial action proposed or taken. |
| **7.2.10** | If, in the judgement of the Panel, the complaint is well-founded and the matter complained of is *not* of a minor nature, or where the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), the Panel shall take appropriate legal advice (including in their absolute discretion advice from a law firm other than that appointed as the College’s legal advisers), and act in accordance with the advice received. In such circumstances, the Clerk to the Corporation may, having consulted the Chair of the Audit Committee, also take legal advice in the matter. |
| **7.2.11** | Individual members of the Corporation will normally be informed about an allegation made against them unless to do so would be prejudicial to its investigation. |
| **7.2.12** | Where a complaint, not excluded under the terms of 7.1 above, is originated by a member or members of the Corporation, and is concerned either with the Corporation as a whole or an individual member or members thereof, the procedure set out in 7.2.1 to 7.2.10 above shall, paying due regard to the different conditions attending different contexts, be followed in dealing with it. |
| **7.3** | **Procedure: Complaints Against the Clerk to the Corporation** |
| **7.3.1** | The Chair of the Corporation, if not the addressee, shall be informed immediately in the event that a complaint, whether submitted orally or in writing, against the Clerk to the Corporation is received by a member or members of the Corporation who shall pass to the Chair the original of any written materials relating to the complaint (and shall make no copies thereof nor otherwise retain them including in electronic format, nor make them available to any other person). The member or members of the Corporation receiving the complaint shall not discuss it with the complainant, nor a member of the Corporation other than the Chair nor, where it has been received by a plurality of members, shall they discuss it with each other. Neither shall the member(s) discuss the complaint with the Clerk to the Corporation or any other person. |
| **7.3.2** | Complaints shall be submitted in writing by means of a letter bearing the signature, manually applied, of the complainant as a condition of their being investigated. An oral complaint which is not supported by a written and manually-signed submission within three months of the former being received shall not be investigated, and any records in its regard will be destroyed. A member or members of the Corporation receiving an oral complaint shall inform the complainant to this effect, requesting that the complaint be submitted confidentially in writing by means of a letter bearing the manual signature of the complainant to the Chair of the Corporation (the envelope to be marked *Strictly Private and Confidential, to be opened by addressee only*) or, if the Chair is unavailable, the Vice-Chair of the Corporation (or, where more than one Vice-Chair has been elected, the Senior Vice-Chair), but shall not otherwise enter into any discussions with the complainant. |
| **7.3.3** | If the Clerk to the Corporation receives a complaint relating to her/his own fitness to hold office, or her/his conduct whilst in office (whether or not addressed to the Chair of the Corporation and opened on her/his behalf), s/he shall act in strict accordance with the provisions of paragraph 7.3.1, and in particular shall not enter into any correspondence (either oral or written) with the complainant, whether on behalf of the Corporation or otherwise. |
| **7.3.4** | If, where the Clerk to the Corporation also holds another College office (other than that of a senior post-holder) under a separate contract of employment, a complaint concerning her/his capability or conduct in that office shall be dealt with under the College Complaints Procedure. |
| **7.3.5** | If, in the judgement of the Chair of the Corporation, the matter complained of is of a minor nature (e.g. an unintended breach of procedure having no significant consequences and/or bringing no personal advantage to the Clerk or her/his connected persons or any member or members of the Corporation or their connected persons), s/he shall propose remedial action to the next meeting of the Corporation (or take Chair’s Action to the extent permitted under the Bye Laws) and shall advise the complainant of the remedial action proposed or taken. |
| **7.3.6** | If, in the judgement of the Chair of the Corporation, the matter complained of is *not* of a minor nature or the facts alleged in the complaint cannot be satisfactorily established (whatever the seriousness of the complaint), s/he shall convene a panel of three independent members of the Corporation, and appoint its Chair, to conduct an investigation to establish the facts. The Clerk shall not advise the Panel in its deliberations (though may be required to give evidence to it), but the Corporation shall, whether or not the Clerk has been suspended, appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for this purpose. |
| **7.3.7** | If, in the Panel’s judgement, the complaint is well-founded but the matter complained of is of a minor nature, the Chair or alternate shall act in accordance with paragraph 7.3.5 above. |
| **7.3.8** | If, in the Panel’s judgement, the complaint is well-founded and the matter complained of is *not* of a minor nature, the Chair of the Corporation shall convene an extraordinary meeting of the Corporation within seven calendar days, or as soon as practicable thereafter, to consider the actions or conduct which form the subject of the complaint, and appoint a panel consisting of not less than three independent members of the Corporation with no previous involvement in the matter under consideration in accordance with the provisions relating to the discipline or dismissal of the Clerk. In these circumstances the Clerk shall be suspended from office, and the Corporation shall appoint its legal advisers (or other legal firm having equivalent status and experience) to act as Clerk for the period of the suspension, and such firm shall exercise **all** the powers and responsibilities of the Clerk as set out in the Instrument of Government and paragraph 1.8.8 of these Bye Laws. The Chair of the Corporation shall advise the complainant of the action being taken. |
| **7.4** | Records detailing the nature of complaints dealt with under the provisions of 7.2 and 7.3 above, the Corporation’s response, any actions taken and the reasons for those actions will be kept on a confidential basis and retained in accordance with the Data Protection Act 1998 (and statutory instruments made under its authority) which requires release of certain data to individuals on their request, though in appropriate circumstances information may be withheld (for example to protect a witness). |

**8. CONFIDENTIAL REPORTING BY MEMBERS**

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| **8.1** | The Corporation shall approve a policy document setting out the rationale for, and scope of, confidential reporting by members of the Corporation, and shall review the policy at least quadrenially. |
| **8.2** | Matters being confidentially reported shall first be raised, either orally or in writing, with the Chair of the Corporation or, if s/he is not appropriate for any reason, the Senior Vice-Chair, or if the latter is not appropriate for any reason, a Vice-Chair) or, if no office holder is appropriate, with the Clerk to the Corporation. |
| **8.3** | Although a member of the Corporation is not expected to prove beyond reasonable doubt the truth of an allegation, s/he will need to demonstrate that there are reasonable grounds for the concern. If reasonable grounds cannot be demonstrated, or if a member declines to furnish them, the Corporation will not be obliged to investigate the concern. |
| **8.4** | Where reasonable grounds are demonstrated and it is otherwise appropriate, the Chair of the Corporation (or alternate) shall decide how the concern is to be investigated, and may take independent legal advice in reaching her/his decision. |
| **8.5** | The Chair of the Corporation (or alternate) shall within 10 working days give notice in writing to the member acknowledging receipt of the concern, stating how it will be dealt with, estimating how long it will take to provide a final response, stating whether any initial enquiries have been made, and whether further investigations will be undertaken and, if not, the reason(s) for not doing so. |
| **8.6** | Subject to legal constraints preventing it, the member will be informed of the outcome of any investigation. |
| **8.7** | The Chair of the Corporation (or alternate) shall, without endangering confidentiality, maintain a record of the concern(s) raised and the outcome(s), and will report as necessary to the Corporation. |
| **8.8** | A member may wish to obtain legal advice from a third party in relation to the concern and/or its confidential reporting. Such advice shall always be obtained on a confidential basis (which basis shall be communicated to, recognised and accepted by the third party in advance of the consultation). The Corporation shall only be liable for the costs thereby incurred if the consent *in advance* of the Clerk to the Corporation (or the Chair of the Corporation, if the Clerk is the subject of the concern) has been sought and obtained. The Clerk to the Corporation (or alternate) shall in these circumstances be entitled to make such enquiries on a strictly confidential basis as s/he may see fit in order to decide whether or not legal advice should be obtained, but her/his consent shall not be unreasonably withheld. |
| **8.9** | Concerns raised anonymously may be considered at the absolute discretion of the Chair of the Corporation (or alternate), who shall be bound to consult the Clerk to the Corporation (unless the Clerk is the subject of the concern) in the exercise of such discretion, and who will take into consideration the seriousness of the issues raised, the credibility of the concern and the likelihood of confirming the allegation from attributable sources. |
| **8.10** | An investigation into allegations of potential malpractice shall not influence or be influenced by any decision relating to a member of the Corporation’s continuation in office, present or future membership of any committee of the Corporation (howsoever described), or right to be considered fairly for reappointment at the termination of her/his period of office and, in particular, staff nominee members of the Corporation shall be afforded the same protection as that accorded to them under the Confidential Reporting Policy for College Staff, student nominee members of the Corporation shall not at any time be harassed victimised or otherwise placed at a disadvantage, nor shall a child of a parent nominee member of the Corporation. |
| **8.11** | If a member of the Corporation makes an allegation in good faith which is not confirmed by a subsequent investigation, no action will be taken against her/him, nor will s/he suffer any detriment as set out in 8.10 above. If, however, an allegation is made frivolously, maliciously or for personal gain, the member may render her/himself liable to be removed from membership of the Corporation on the grounds that s/he is unfit to hold public office and, where personal gain has been intended, may render her/himself liable to be reported to the Secretary of State. |

**9. COPIES OF THE BYE LAWS AND APPENDICES**

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| **9.1** | A copy of these Bye Laws and appendices shall on their approval be disseminated in electronic format to each member of the Corporation. |
| **9.2** | A copy of these Bye Laws and appendices shall on their approval be supplied in electronic format to any other person requesting them. An electronic copy shall be displayed in the Governance section of the College website. |
| **9.3** | Whenever the Corporation approves a revision to these Bye Laws or appendices, a revised full set of Bye Laws and appendices shall be disseminated to each member of the Corporation in accordance with the provisions of paragraph 9.1 above, and displayed in the Governance section of the College website in accordance with the provisions of paragraph 9.2. |

**APPENDIX 1**

**PERSONS INELIGIBLE FOR APPOINTMENT TO, RE-APPOINTMENT TO, OR CONTINUING MEMBERSHIP OF THE CORPORATION**

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| **1** | A person is disqualified from appointment as a charity trustee within the English jurisdiction if: |
| **1.1** | has been adjudged bankrupt or sequestration of her/his estate has been awarded, and in either case s/he has not been discharged, or if s/he is the subject of a bankruptcy restrictions order, or an interim order, or in respect of whom a bankruptcy restrictions undertaking has effect; |
| **1.2** | has made a composition or arrangement with or granted a trust deed for her/his creditors (including an individual voluntary arrangement (IVA) and has not been discharged in respect of it); |
| **1.3** | has been removed from the office of charity trustee or trustee of a charity by an Order of the Charity Commission under Sections 76(1) and 79 of the Charities Act 2011, or by an Order made by the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which s/he was responsible or to which s/he was privy or which s/he by her/his conduct contributed to or facilitated; |
| **1.4** | has been removed, under Section 34 (5) (e) of the Charities and Trustee Investment (Scotland) Act 2005 or the earlier relevant legislation as defined in Section 179 (6) of the Charities Act 2011, from being concerned in the management or control of any body; |
| **1.5** | is subject to a disqualification order under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002, or to an order made under Section 429 (2) of the Insolvency Act 1986 (failure to pay under a County Court administration order); |
| **1.6** | has an unspent conviction for an offence involving deception or dishonesty; |
| **1.7** | has an unspent conviction for specified terrorism, money laundering or bribery offences; |
| **1.8** | has an unspent conviction for contravening a Charity Commission Order or Direction; |
| **1.9** | has an unspent conviction for misconduct in public office, perjury or perverting the course of justice; |
| **1.10** | has an unspent conviction for attempting, aiding or abetting any of the above four categories of offence; |
| **1.11** | has disobeyed a Charity Commission Order; |
| **1.12** | has an unspent sanction for contempt of Court; |
| **1.13** | is a designated person under specific anti-terrorist legislation; *or* |
| **1.14** | is on the sex offenders’ register. |
| **2** | A person is also disqualified from appointment as a member of a further education corporation if s/he has been convicted at any time and in any jurisdiction of an offence against a minor or a vulnerable adult. |

**APPENDIX 2**

**PROCEDURE FOR THE ELECTION OF STAFF NOMINEE MEMBERS OF THE CORPORATION**

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| **1** | All staff (i.e. as defined, and subject to the exclusions noted, in Bye Law 3.1.7.2) shall be eligible to vote in a poll in accordance with the rules set out below, and shall be eligible to be candidates for appointment in accordance with the rules set out below without the requirement to furnish the names of proposers and/or seconders. |
| **2** | There shall be separate elections for teaching and non-teaching staff. |
| **3** | The closingdate and time for the receipt of nominations of candidates for appointment shall be notified by the Clerk to the Corporation to staff via the College email. The closing date and time shall not be varied for any reason other than a change to the dates of the poll, or *force majeure*. Neither the notice nor the election to which it relates shall be invalidated by the accidental failure to send notice to any individual member of staff entitled to receive it. |
| **4** | Eligible persons may nominate themselves or another eligible person as candidates for appointment, in writing in either case (which may include email), to the Clerk to the Corporation. If nominating another person as a candidate, that person’s written and *signed* consent (i.e. *not* an email) must be lodged with the Clerk to the Corporation by the closing date and time for the nomination to be valid. |
| **5** | If the name of only one eligible person is received by the closing date and time, the Clerk to the Corporation shall declare that person to be the duly elected nominee by notifying all staff via the College email. |
| **6** | If the name of more than one eligible person is received by the closing date and time, a poll shall be held over a period notified by the Clerk to the Corporation to all staff via the College email. |
| **7** | The Clerk to the Corporation shall determine each electoral roll, in consultation with appropriate members of the College staff, and shall use her/his best efforts to ensure its accuracy and comprehensiveness. The poll shall not be invalidated by the accidental failure to include or exclude any person’s name on or from the electoral roll. |
| **8** | Candidates shall be responsible for their own election communications, and shall be afforded reasonable use of College communication facilities, which shall not include reprographic facilities, for the purpose, but shall observe the provisions of paragraph 9 below. All election communications shall be copied electronically to the Clerk to the Corporation at or in advance of the time they are disseminated to staff. |
| **9** | No election communication or material shall be defamatory, and the decision of the Clerk to the Corporation as to what constitutes defamation shall be binding and material brought to the notice of the Clerk to the Corporation and deemed by her/him to be defamatory shall not continue to be disseminated, and the candidate (and/or other person or persons acting on behalf of the candidate, whether or not appointed by the candidate) shall make such remedy as the Clerk to the Corporation may direct. A person alleging defamation may take action in law against the person(s) deemed responsible for disseminating the material. Neither the College nor the Corporation shall be liable for any material which may be disseminated without the knowledge of the Clerk to the Corporation, or which is disseminated or continues to be disseminated in breach of a direction by the Clerk to the Corporation. |
| **10** | The poll shall be conducted using electronic means or, at the discretion of the Clerk to the Corporation, manually over a five working day period, and shall contain safeguards to prevent impersonation of voters and multiple voting. |
| **11** | College staff, including but not limited to staff responsible for the operation of the poll, shall not be permitted to inspect its progress and breach of this regulation shall be regarded as a serious disciplinary offence. |
| **12** | Staff unable to access their college email account during the entire period of the poll, or for another good reason, shall be entitled to vote by proxy if they apply in writing to the Clerk to the Corporation not less than ten working days before the opening of the poll. The application shall state the reason for seeking the proxy. The Clerk to the Corporation shall inform the person whether or not a proxy has been granted and, where granted, shall enclose a ballot paper together with an envelope for its sealed return. Completed ballot papers shall be returned to the Clerk to the Corporation not later than 12.00 midday on the last day of the poll, be stored securely and cast by or under the direction of the Clerk to the Corporation in accordance with voters’ wishes. |
| **13** | The count shall be conducted electronically at the close of the poll or, if the poll is conducted manually, on the next working day following the close of the poll. Failure to conduct the count at the appointed time owing to *force majeure* shall not invalidate the election, unless the accuracy or security of the poll has been compromised. |
| **14** | The candidate obtaining the highest number of votes cast shall be declared elected (i.e. will be elected by simple majority). |
| **15** | If there is an equality of votes the outcome shall be decided by the drawing of lots attested by two independent witnesses in any reasonable manner as is prescribed by the Clerk to the Corporation. |
| **16** | The Clerk to the Corporation shall publish the result of the poll by causing it to be notified to all staff via the College email. |
| **17** | If any candidate or member of the College staff eligible to vote in the election has cause for complaint about the conduct of the election or the poll or the actions of the Clerk to the Corporation in relation thereto, the complaint shall be notified in writing to the Chair of the Corporation such that it is received by her/him not later than seven calendar days after the close of the poll. If a complaint is received within the specified period, the Chair of the Corporation, together with two members of the Governance & Remuneration Committee (other than the Principal, if a member thereof), shall meet within fourteen days of receiving the complaint to determine its validity and, if it is found to be valid, the appropriate remedy. The Clerk to the Corporation and the complainant shall be entitled to be present at such a meeting, except that either or both may be required to withdraw at any point without a reason being stated. The meeting shall be minuted by the Chair of the Corporation or another member of the Corporation present or, if a serious breach of faith incompetence or serious misconduct on the part of the Clerk to the Corporation is alleged, by the Corporation’s legal advisers (or other legal firm having equivalent status and experience). |

**APPENDIX 3**

**TERMS OF REFERENCE OF COMMITTEES**

**AUDIT COMMITTEE**

**Membership**

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| --- | --- |
| 1 | The Committee shall have at least three and at most six members, at least two of whom shall be independent members of the Corporation. |
| 2 | At least one of the members appointed shall have recent and relevant financial experience and be competent in accounting and/or auditing. |
| 3 | The Chair of the Corporation (or any person acting as Chair) shall not be a member of the Committee. |
| 4 | Only members of the Committee have the right to attend its proceedings. However, other persons including the internal and external audit lead partners will be invited to attend meetings of the Committee on a regular basis, and other non-members may be invited or, as appropriate, directed to attend all or part of any meeting as and when appropriate and necessary. |

**Clerking Services**

The Clerk to the Corporation shall act as secretary of the Committee and will ensure that it receives information and papers in a timely manner to enable full and proper consideration to be given to its business.

**Quorum**

Two members of the Corporation.

**Frequency of Meetings**

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| 1 | The Committee shall meet at least three times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required or as directed by the Corporation. |
| 2 | Outside of the formal meeting programme, the Committee Chair shall as required maintain a dialogue with key persons involved in the College’s governance, including the Chair of the Corporation, the Principal (as chief executive), and the internal and external audit lead partners. |

**Notice**

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| 1 | Meetings of the Committee shall be convened by the Clerk to the Corporation at the request of the Chair of the Committee, any of its members, or of the internal or external audit lead partners. |
| 2 | Unless otherwise agreed by the Committee, notice of each meeting confirming the venue, time and date together with an agenda of business to be discussed and its supporting papers shall be sent to each member no later than five calendar days before the date of the meeting. However, meetings shall not be invalidated by the accidental failure to send or receive such notice. |
| 3 | Notices, agendas and supporting papers may be made available in electronic form where the recipient has agreed to receive documents in that way. |
| 4 | Notice of a meeting shall be construed as having been sent if the venue, date and time of the meeting is shown at the head of the agenda or in accompanying correspondence, and a separate notice document shall not therefore be required. |

**Minutes**

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| 1 | The Clerk, or her/his appointee, shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance. |
| 2 | Draft minutes of meetings shall be agreed with the Chair of the Committee and then circulated promptly to all members of the Committee, unless in the opinion of the Chair it would be inappropriate to do so. |

**Duties**

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| 1 | **Financial Reporting** |

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|  | 1.1 | The Committee shall monitor the integrity of the financial statements of the College, including its annual report, interim management statements and any other formal statements relating to its financial performance, and review and report to the Corporation on significant reporting issues and judgements which those statements contain having regard to matters communicated to it by the external auditor. |
|  | 1.2 | In particular, the Committee shall review and challenge where necessary: |

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|  |  | 1.2.1 | the application of significant accounting policies and any changes to them; |
|  |  | 1.2.2 | the methods used to account for significant or unusual transactions where different approaches are possible; |
|  |  | 1.2.3 | whether the College has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor’s views concerning them; *and* |
|  |  | 1.2.4 | all material information presented with the financial statements, including the corporate governance statements relating to the audit and to risk management. |

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|  | 1.3 | Where practicable and consistent with any reporting requirements, the Committee shall review any other statements requiring Corporation approval which contain financial information. |
|  | 1.4 | Where the Committee is not satisfied with any aspect of the proposed financial reporting by the College, it shall report its views to the Corporation. |

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| 2 | **Narrative Reporting**  The Committee shall review the content of the annual report and accounts and advise the Corporation on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for users to assess the College’s performance, and whether it informs the Corporation’s statement in the annual report in the manner required under the UK Corporate Governance Code to the degree and in the context that it is appropriate for the College to have cognisance of it. |
| 3 | **Internal Controls and Risk Management Systems**  The Committee shall: |

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|  | 3.1 | keep under review the College’s internal control systems that identify, assess, manage and monitor financial and other risks crucial to the achievement of the objectives of the College; *and* |
|  | 3.2 | review and approve the statements to be included in the annual report concerning internal control and risk management. |

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| 4 | **Compliance, Whistleblowing and Fraud**  The Committee shall review: |

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|  | 4.1 | the adequacy and security of the College’s arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters, and shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow-up action; |
|  | 4.2 | the College’s procedures for detecting fraud; *and* |
|  | 4.3 | the College’s systems and controls for the prevention of bribery, and receive reports on non-compliance. |

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| 5 | **Internal Audit**  The Committee shall: |

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|  | 5.1 | recommend to the Corporation the appointment or termination of appointment of the internal audit provider; |
|  | 5.2 | monitor and review the effectiveness of the work of the internal audit provider, and annually recommend to the Corporation the internal audit plan ensuring that it is aligned to the key risks of the College; |
|  | 5.3 | receive regular reports on work carried out by the internal audit provider; |
|  | 5.4 | ensure that the internal audit provider has the scope, resources and access to information to enable its mandate to be carried out in accordance with appropriate professional standards for internal audit; |
|  | 5.5 | ensure that the internal audit provider has direct access to the Chair of the Corporation and the Chair of the Audit Committee, providing independence from the executive and accountability to the Committee; |
|  | 5.6 | carry out an annual assessment of the effectiveness of the internal audit provider, and as part of this assessment: |

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|  |  | 5.6.1 | meet with the internal audit lead partner in the absence of the College management to discuss the effectiveness of the function; |
|  |  | 5.6.2 | review and assess the annual internal audit work plan; |
|  |  | 5.6.3 | receive reports on the results of the internal audit provider’s work; |
|  |  | 5.6.4 | determine whether it is satisfied that the quality, experience and expertise of the internal audit provider is appropriate for the College; *and* |
|  |  | 5.6.5 | review the actions taken by management in response to the recommendations of the internal audit provider. |

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|  | 5.7 | monitor and assess the role and effectiveness of the internal audit provider in the overall context of the College’s risk management system and the work of the external auditor. |

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| 6 | **External Audit**  The Committee shall: |

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|  | 6.1 | consider and make recommendations to the Corporation in relation to the appointment, re-appointment and termination of appointment of the College’s external auditor; |
|  | 6.2 | develop and oversee the selection procedure for the appointment of the external auditor, ensuring that all tendering firms have access to all necessary information and persons during the tendering process; |
|  | 6.3 | if an external auditor resigns, investigate the issues leading to this and decide whether any action is required; |
|  | 6.4 | oversee the relationship with the external auditor, in particular: |

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|  |  | 6.4.1 | approving their remuneration, including both fees for audit and non-audit services, and ensuring that the level of fees is appropriate to enable an effective and high-quality audit to be conducted: *and* |
|  |  | 6.4.2 | approving their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit. |

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|  | 6.5 | assess annually the external auditor’s independence and objectivity taking into account relevant UK law, regulation and other professional requirements including risks to the auditor’s independence and the safeguards applied to mitigate those risks (including those relating to the provision of any non-audit services); |
|  | 6.6 | satisfy itself that there are no relationships between the external auditor and the College, other than in the ordinary course of business, which could adversely affect the auditor’s independence and objectivity; |
|  | 6.7 | monitor the external auditor’s processes for maintaining independence, its compliance with relevant UK law, regulation, and other professional requirements, including the guidance on the rotation of audit partner and staff; |
|  | 6.8 | assess annually the qualifications, expertise, resources and independence of the external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures; |
|  | 6.9 | seek to ensure coordination of the external audit with the activities of the internal audit provider; |
|  | 6.10 | evaluate risks to the quality and effectiveness of the financial reporting process in the light of the external auditor’s communications with the Committee; |
|  | 6.11 | develop and recommend to the Corporation the College’s formal policy on the provision of non-audit services by the external auditor, including approval of non-audit services by the Committee and specifying the type of non-audit services to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements, and which should include the following matters: |

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|  |  | 6.12.1 | risks to the independence and objectivity of the external auditor and any safeguards in place; |
|  |  | 6.12.2 | the nature of the non-audit services; |
|  |  | 6.12.3 | whether the external audit firm is the most suitable supplier of the non-audit service; *and* |
|  |  | 6.12.4 | the fees for the non-audit services, both individually and in aggregate, relative to the audit fee. |

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|  | 6.13 | meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, without the College management being present, to discuss the auditor’s remit and any issues arising from the audit; |
|  | 6.14 | discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team; *and* |
|  | 6.15 | review the findings of the audit with the external auditor, including but not limited to the following: |

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|  |  | 6.15.1 | a discussion of any major issues arising during the audit; |
|  |  | 6.15.2 | the auditor’s explanation of how risks to audit quality were addressed; |
|  |  | 6.15.3 | key accounting and audit judgements; |
|  |  | 6.15.4 | the auditor’s view of their interactions with senior management; |
|  |  | 6.15.5 | levels of error identified during the audit; |
|  |  | 6.16.6 | review of any representation letter(s) requested by the external auditor before they are signed on behalf of the College; |
|  |  | 6.16.7 | review the management letter and the College management’s response to the auditor’s findings and recommendations; *and* |
|  |  | 6.16.8 | review the effectiveness of the audit process, including an assessment of the quality of the audit, the handling of key judgements by the auditor, and the auditor’s response to questions from the Committee. |

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| 7 | **Reporting Responsibilities** |

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|  | 7.1 | The Chair of the Committee shall report formally to the Corporation on the Committee’s proceedings after each meeting on all matters within its duties and responsibilities, and shall also formally report to the Corporation and the Principal (as Chief Accounting Officer) on how it has discharged its responsibilities, the report to include: |

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|  |  | 7.1.1 | the significant issues that it considered in relation to the financial statements and the internal audit reports, and how these were addressed; |
|  |  | 7.1.2 | its assessment of the effectiveness of the external audit process, the approach taken to the appointment or reappointment of the external auditor, length of tenure of the audit firm, when a tender was last conducted and advance notice of any re-tendering plans; |
|  |  | 7.1.3 | its assessment of the effectiveness of the internal audit process, the approach taken to the appointment or reappointment of the internal auditor, length of tenure of the audit firm, when a tender was last conducted and advance notice of any re-tendering plans; *and* |
|  |  | 7.1.4 | any other issues on which the Corporation has requested the Committee’s opinion. |

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|  | 7.2 | The Committee shall make whatever recommendations to the Corporation it deems appropriate on any area within its remit where action or improvement is needed. |
|  | 7.3 | The Committee shall compile a report on its activities to be included in the College’s annual report. The report should include an explanation of how the Committee has addressed the effectiveness of the external and internal audit processes, the significant issues that the Committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the external auditor. |
|  | 7.4 | In compiling the reports referred to in 7.2 and 7.3 the Committee should exercise judgement in deciding which of the issues it considers significant in relation to the financial statements, but should include at least those matters informing the Corporation’s assessment of the whether the College is a going concern. |

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| 8 | **Other Matters**  The Committee shall: |

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|  | 8.1 | have access to sufficient resources in order to carry out its duties; |
|  | 8.2 | be provided with appropriate and timely training, both in the form of an induction programme for new members and on a continuing basis for all members; |
|  | 8.3 | give due consideration to relevant laws, regulations and other applicable rules as appropriate; |
|  | 8.4 | be responsible for coordinating the activities of the internal and external auditors; |
|  | 8.5 | oversee any investigation of activities which are within its terms of reference; *and* |
|  | 8.6 | arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Corporation. |

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| 9 | **Authority**  The Committee is authorised to: |

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|  | 8.1 | seek any information it requires from any employee of the College in order to perform its duties; |
|  | 8.2 | obtain, at the College’s expense, independent legal, accounting or other professional advice on any matter where it believes it necessary to do so; |
|  | 8.3 | call any employee to be questioned at a meeting of the Committee as and when required; *and* |
|  | 8.4 | have the right to publish in the College’s annual report details of any issues that cannot be resolved between the Committee and the Corporation. |

**EXTERNAL RELATIONS COMMITTEE**

**Powers**

The Committee is authorised by the Corporation to act on behalf of the Corporation in conducting any activity within its terms of reference. The Committee is able to consult external advisers in the performance of its duties as it may see fit (subject to the agreement of the Chair of the Corporation as to expenditure to be incurred). The Committee is authorised by the Corporation to obtain, in consultation with the Clerk to the Corporation, outside legal or other independent advice and, if it considers it to be necessary, secure the attendance of people having relevant experience and expertise at Committee Meetings.

**PRIMARY FOCUS**

The primary focus of the External Relations Committee is, along with the Principal and SLT, to oversee the optimisation of student experience through the College’s effective communications with and marketing to the community it serves, thereby securing sufficient students and the resources to support them to facilitate the best learning and workplace outcomes in the context of their future careers.

**Duties**

The duties of the Committee are to:

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| **,** | exercise oversight on behalf of the Corporation of the College’s marketing and communications strategy including, but not limited to, marketing, liaison with schools, parents, alumni, universities and public and private sector employers and media relations; |
| **.** | exercise oversight on behalf of the Corporation of the complete range of student recruitment activities; |
| **.** | exercise oversight on behalf of the Corporation of employer engagement by the College and the workplace experience for students; |
| **.** | exercise oversight on behalf of the Corporation of student support and guidance (apart from curriculum advice) to ensure the adequate preparation of students in terms of their destinations; |
| **.** | exercise oversight on behalf of the Corporation of safeguarding and the Prevent Strategy. A member of the Committee shall be the Corporation’s designated lead on safeguarding and Prevent; *and* |
| **.** | consider such other reports and activities as may be relevant to the external relations of the College. |

**Membership**

The Committee will consist of up to 9, but not less than 5, members of the Corporation appointed by the Chair of the Corporation to membership of the Committee for one year terminating on 31 July. Members shall be eligible for reappointment without limitation as to the number of times, and without any requirement for a break in membership. To fill an unexpected vacancy, the Chair of the Corporation (or, in his absence, the Senior Vice Chair) may appoint another member of the Corporation to membership of the Committee.

**Quorum**

Two members of the Corporation.

**Chair & Vice-Chair**

The Chair of the Committee will be appointed by the Chair of the Corporation from among the Independent Members of the Corporation. The Chair of the Committee will appoint a Vice-Chair of the Committee from the Independent Members of the Corporation. If the appointed Chair and Vice-Chair are absent from a meeting of the Committee, the Independent Members present will appoint a Chair for the meeting from the Independent Members present.

**Clerk**

Clerk to the Corporation.

**In Attendance**

The Committee Chair may invite other people to attend meetings of the Committee. However, anyone attending who is not a member of the Committee may be required to withdraw by the Chair of the Committee.

**Frequency of Meetings**

At such times as may be decided by the Chair of the Committee.

**Voting at Meetings**

Votes shall be decided by a simple majority of members present and counting towards the quorum.

**GOVERNANCE & NOMINATIONS COMMITTEE**

**Powers**

The Committee is authorised by the Corporation to act on behalf of the Corporation in conducting any activity within its terms of reference. The Committee is able to consult external advisers in the performance of its duties as it may see fit (subject to the agreement of the Chair of the Corporation as to expenditure to be incurred). The Committee is authorised by the Corporation to obtain, in consultation with the Clerk to the Corporation, outside legal or other independent advice and, if it considers it to be necessary, secure the attendance of people having relevant experience and expertise at Committee Meetings.

**PRIMARY FOCUS**

The primary focus of the Governance & Remuneration Committee is to ensure that the governance of the Corporation meets the recognised standards for 6th Form Colleges and that the Corporation Independent Members have the skills and experience required to be an effective Corporation.

**Duties**

The duties of the Committee are, acting on behalf of the Corporation, to:

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| **.** | advise the Corporation on all aspects of governance, including the annual self-assessment of governance; |
| **.** | oversee all matters relating to the regulatory framework governing the operation of the Corporation, based on advice from the Clerk, including the Bye Laws of the Corporation; |
| **.** | review the knowledge, skills and experience of the Independent and Associate Members of the Corporation to identify areas of knowledge and expertise that need to be filled; |
| **.** | conduct searches for potential candidates for appointment as Independent or Associate Members of the Corporation; |
| **.** | interview potential candidates as Independent or Associate Members of the Corporation; |
| **.** | recommend candidates to fill independent member vacancies on the Corporation; |
| **.** | undertake due diligence on candidates recommended for appointment to the Corporation; |
| **.** | oversee the arrangements for the checking of candidates for appointment to the Corporation by the Disclosure and Barring Service prior to appointment; |
| **.** | oversee the induction and, if appropriate, the mentoring of newly appointed members of the Corporation; |
| **.** | recommend existing members for re-appointment to the Corporation, other than those nominated by election, at the end of their periods of office; |
| **.** | oversee, in liaison with the Clerk, the arrangements for the election of student and parent nominee members of the Corporation; *and* |
| **.** | oversee the conduct of elections, as advised by the Clerk to the Corporation, for staff nominee members of the Corporation, and select staff members for appointment in the absence of elected nominees. |

**Membership**

The Committee will consist of up to 6, but not less than 3, members of the Corporation appointed by the Chair of the Corporation to membership of the Committee for one year terminating on 31 July. Members shall be eligible for reappointment without limitation as to the number of times, and without any requirement for a break in membership. To fill an unexpected vacancy, the Chair of the Corporation (or, in his absence, the Senior Vice Chair) may appoint another member of the Corporation to membership of the Committee.

**Quorum**

Two independent members of the Corporation.

**Chair & Vice-Chair**

The Chair of the Committee will be appointed by the Chair of the Corporation from among the Independent Members of the Corporation. The Chair of the Committee will appoint a Vice-Chair of the Committee from the Independent Members of the Corporation. If the appointed Chair and Vice-Chair are absent from a meeting of the Committee, the Independent Members present will appoint a Chair for the meeting from the Independent Members present.

**Clerk**

Clerk to the Corporation.

**In Attendance**

The Committee Chair may invite other people to attend meetings of the Committee. However, anyone attending who is not a member of the Committee may be required to withdraw by the Chair of the Committee.

**Frequency of Meetings**

At such times as may be decided by the Chair of the Committee.

**Voting at Meetings**

Votes shall be decided by a simple majority of members present and counting towards the quorum.

**QUALITY & PERFORMANCE COMMITTEE**

**Powers**

The Committee is authorised by the Corporation to act on behalf of the Corporation in conducting any activity within its terms of reference. The Committee is able to consult external advisers in the performance of its duties as it may see fit (subject to the agreement of the Chair of the Corporation as to expenditure to be incurred). The Committee is authorised by the Corporation to obtain, in consultation with the Clerk to the Corporation, outside legal or other independent advice and, if it considers it to be necessary, secure the attendance of people having relevant experience and expertise at Committee Meetings.

**PRIMARY FOCUS**

The primary focus of the Quality & Performance Committee is, along with the Principal and SLT, to drive the improvement agenda in the areas that are the responsibility of the Committee.

**Duties**

The duties of the Committee are to:

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| **.** | examine in detail and advise the Corporation on the development of the College Strategic Plan; |
| **.** | examine in detail and advise the Corporation on the College Self-Assessment Report; |
| **.** | consider and advise the Corporation on the detailed findings of Ofsted reports, with the exception of matters relating to safeguarding and Prevent which are the responsibility of the External Relations Committee; |
| **.** | examine in detail and advise the Corporation on the College Improvement Plan; |
| **.** | exercise detailed oversight on behalf of the Corporation of student admissions (including criteria for admission), attendance and punctuality; |
| **.** | exercise detailed oversight on behalf of the Corporation of student performance (including retention and achievement); |
| **.** | exercise oversight on behalf of the Corporation of arrangements for curriculum advice and guidance; |
| **.** | exercise detailed oversight on behalf of the Corporation of student equality and diversity; |
| **.** | exercise detailed oversight on behalf of the Corporation of the arrangements for consultation with students (including the outcome of student surveys); *and* |
| **.** | give detailed consideration to such other reports and activities as may bear on teaching, learning and assessment, and the student experience. |

**Membership**

The Committee will consist of up to 9, but not less than 5, members of the Corporation appointed by the Chair of the Corporation to membership of the Committee for one year terminating on 31 July. Members shall be eligible for reappointment without limitation as to the number of times, and without any requirement for a break in membership. To fill an unexpected vacancy, the Chair of the Corporation (or, in his absence, the Senior Vice Chair) may appoint another member of the Corporation to membership of the Committee.

**Quorum**

Two members of the Corporation.

**Chair & Vice-Chair**

The Chair of the Committee will be appointed by the Chair of the Corporation from among the Independent Members of the Corporation. The Chair of the Committee will appoint a Vice-Chair of the Committee from the Independent Members of the Corporation. If the appointed Chair and Vice-Chair are absent from a meeting of the Committee, the Independent Members present will appoint a Chair for the meeting from the Independent Members present.

**Clerk**

Clerk to the Corporation.

**In Attendance**

The Committee Chair may invite other people to attend meetings of the Committee. However, anyone attending who is not a member of the Committee may be required to withdraw by the Chair of the Committee.

**Frequency of Meetings**

At such times as may be decided by the Chair of the Committee.

**Voting at Meetings**

Votes shall be decided by a simple majority of members present and counting towards the quorum.

**GOVERNANCE & REMUNERATION COMMITTEE**

**Powers**

The Committee is authorised by the Corporation to act on behalf of the Corporation in conducting any activity within its terms of reference. The Committee is able to consult external advisers in the performance of its duties as it may see fit (subject to the agreement of the Chair of the Corporation as to expenditure to be incurred). The Committee is authorised by the Corporation to obtain, in consultation with the Clerk to the Corporation (and subject to agreement of the Chair as to any expenditure that might be incurred), outside legal or other independent advice and, if it considers it to be necessary, secure the attendance of people having relevant experience and expertise at Committee Meetings.

**PRIMARY FOCUS**

The primary focus of the Governance & Remuneration Committee is to ensure that the governance of the Corporation meets or exceeds the recognised standards for 6th Form Colleges and that the Corporation Independent Members have the skills and experience required to be an effective Corporation, and to decide all matters relating to the terms and conditions of employment of senior post-holders and the Clerk to the Corporation.

**Duties**

The duties of the Committee are, acting on behalf of the Corporation, to:

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| **.** | advise the Corporation on all aspects of governance, including the annual self-assessment of governance; |
| **.** | oversee all matters relating to the regulatory framework governing the operation of the Corporation, based on advice from the Clerk, including the Bye Laws of the Corporation; |
| **.** | review the knowledge, skills and experience of the Independent and Associate Members of the Corporation to identify areas of knowledge and expertise that need to be filled; |
| **.** | conduct searches for potential candidates for appointment as Independent or Associate Members of the Corporation; |
| **.** | interview potential candidates as Independent or Associate Members of the Corporation; |
| **.** | recommend candidates to fill independent member vacancies on the Corporation; |
| **.** | undertake due diligence on candidates recommended for appointment to the Corporation; |
| **.** | oversee the arrangements for the checking of candidates for appointment to the Corporation by the Disclosure and Barring Service prior to appointment; |
| **.** | oversee the induction and, if appropriate, the mentoring of newly appointed members of the Corporation; |
| **.** | recommend existing members for re-appointment to the Corporation, other than those nominated by election, at the end of their periods of office; |
| **.** | oversee, in liaison with the Clerk, the arrangements for the election of student and parent nominee members of the Corporation; *and* |
| **.** | oversee the conduct of elections, as advised by the Clerk to the Corporation, for staff nominee members of the Corporation, and select staff members for appointment in the absence of elected nominees. |

**Membership**

The Committee will consist of up to 6 independent members, one of whom will be the Chair of the Corporation, and not less than three other independent members, appointed by the Chair of the Corporation to membership of the Committee for one year terminating on 31 July. Members shall be eligible for reappointment without limitation as to the number of times, and without any requirement for a break in membership. To fill an unexpected vacancy, the Chair of the Corporation (or, in his absence, the Senior Vice Chair) may appoint another member of the Corporation to membership of the Committee.

**Quorum**

The Chair of the Corporation (or, if unavailable, the Vice-Chair) and two other independent members

**Chair & Vice-Chair**

The Chair of the Committee will be appointed by the Chair of the Corporation from among the Independent Members of the Corporation. The Chair of the Committee will appoint a Vice-Chair of the Committee from the Independent Members of the Corporation. The Chair of the Corporation is not eligible to chair this committee.

**Clerk**

Clerk to the Corporation.

**In Attendance**

The Committee Chair may invite other people to attend meetings of the Committee. However, anyone attending who is not a member of the Committee may be required to withdraw by the Chair of the Committee.

**Frequency of Meetings**

At such times as may be decided by the Chair of the Committee, but not less than once per year.

**Voting at Meetings**

Votes shall be decided by a simple majority of members present and counting towards the quorum.

**RESOURCES COMMITTEE**

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| **Powers** | The Committee is authorised by the Corporation to act on behalf of the Corporation in conducting any activity within its terms of reference, and to consult external advisers in the performance of its duties as it may see fit (subject to the agreement of the Chair of the Corporation as to expenditure thereby incurred). The Committee is authorised by the Corporation to obtain, in consultation with the Clerk to the Corporation, outside legal or other independent advice and, if it considers it to be necessary, secure the attendance of outsiders having relevant experience and expertise. |

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| **Duties** | The duties of the Committee are to: |

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|  | **.** | examine in detail and advise the Corporation on financial forecasts, with particular emphasis on College solvency and the protection of the Corporation’s assets; |
|  | **.** | examine in detail and advise the Corporation on the College’s annual estimates of income and expenditure for future periods; |
|  | **.** | examine in detail and advise the Corporation on the College’s financial performance in the current period against previously approved estimates of income and expenditure: |
|  | **.** | examine in detail and advise the Corporation on the College’s annual report and accounts, except for those matters reserved to the Audit Committee and set out in its terms of reference; |
|  | **.** | exercise detailed oversight on behalf of the Corporation of the effective and efficient use of resources, including cash, investments, treasury management, capital financing decisions, land & buildings and staff; |
|  | **.** | exercise detailed oversight on behalf of the Corporation of the Financial Regulations; |
|  | **.** | give detailed consideration to such other reports and activities as may bear on finance, estates and human resources activities of the College |

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| **Membership** | Up to 6, and not less than 3, members of the Corporation shall be appointed by the Chair of the Corporation to membership of the Committee for periods of one year, or unelapsed portion thereof, terminating on 31 July. Members shall be eligible for reappointment without limitation as to the number of times, and without any requirement for a break in membership. To fill an unexpected vacancy, the Chair of the Corporation (or, in his absence, the Senior Vice Chair) may appoint another member of the Corporation to membership of the Committee. |
| **Quorum** | Two members of the Corporation. |

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| **Chair & Vice-Chair** | The Chair of the Corporation shall appoint from amongst the independent membership of the Committee a person to act as Chair, and that person shall select from among the remaining independent members a person to act as Vice-Chair. If the appointed Chair and Vice Chair are absent from a meeting of the Committee, the members present shall appoint from among their number an independent member of the Corporation to act as chair for the duration of the meeting. |
| **Clerk** | Clerk to the Corporation. |
| **In Attendance** | Other persons, as necessary, at the invitation of the Committee Chair, and independent members of the Corporation not appointed to membership of the Committee. Any or all such persons may be required to withdraw by the said chair, who shall not be bound to state a reason for the exclusion. All such persons, whether invited or exercising their right of attendance by virtue of being independent members of the Corporation, shall have their attendance recorded in the minutes as observers. |
| **Frequency of Meetings** | At such times as may be decided by the Committee or directed by the Corporation. |
| **Voting at Meetings** | Votes shall be decided by a simple majority of members present and counting towards the quorum. |