

Board Governance Policies

CONTENTS

Strategic Outcomes	Page 6
Executive Limitations	Pages 7 – 19
Governance Process	Pages 20 – 44
Board Executive Delegation	Pages 45 – 50

Board Governance Policies

Important Notes

1. Any Board Policy may be added to, amended or deleted, by a majority vote of the Board at any time.
2. No policy should be read in isolation from the complete document.
3. Together with the Instrument and Articles (I&A), these policies form the Board's governing intent.
4. Budgets, short and long term plans, human resource management policies and practices, course design and all other administrative and course decisions and activities are created by staff from these policies.
5. Any references to the Skills Funding Agency, Education Funding Agency or other statutory bodies will apply to successor bodies, where appropriate.

Interpretation

In this document:

- a) The "Instrument and Articles" mean the instrument of Government and the Articles of Government for Barnet and Southgate College as approved by the Corporation in 30 May 2013;
- b) "The College" means Barnet and Southgate College;
- c) "The Board" means the Board of Barnet and Southgate College Corporation;
- d) "Member" means a person currently appointed as a Board Member or in relation to any committee or sub-committee, a person appointed as a member of that committee or sub-committee, whether or not entitled to vote;
- e) "Chair" means the person currently appointed as Chair of the Board or Chair of a committee or sub-committee as appropriate;
- f) "Vice-Chair" means the person currently appointed as Vice-Chair of the Board;
- g) "The Clerk" means the person currently appointed as Clerk to the Board;
- h) "The Principal" means the person currently appointed as Principal/Chief Executive of Barnet and Southgate College;
- i) "Committee" means a committee of the Board;
- j) "College year" – 1 August to 31 July;
- k) "Senior Post-holders" means those officers of the College designed as holders of senior posts as defined in the Instrument and Articles and identified in GP2 section 5.1;
- l) "The Skills Funding Agency" means the SFA and any successor funding or regulatory body, as appropriate;
- m) "The Annual Budget" means the budget approved by the Board for the period 1 August – 31 July each year;
- n) "Delegated decision" – a decision of a committee or sub-committee taken in exercise of its delegated powers;
- o) "Employee" – an employee of the College including those designated by the Board as senior post-holders;
- p) "in writing" or "written communication" – includes any form of electronic communication
- q) "Meeting" – a meeting of the Board, a committee or a sub-committee, unless described otherwise;
- r) "Number of members" – in relation to the Board, the number of persons who may act at the time in question as members of the Board, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body;
- s) "Officer" – any person employed by the College including those designated by the Board as Senior Post-holders;
- t) "Person Presiding" – the person entitled, or appointed, to preside at any meeting;
- u) "Sub-Committee" – a sub-committee of a committee;
- v) All other interpretations have the same meaning as identified in the College's instrument and Articles of Government.

Introduction to Policy Governance

The Policy Governance model is an operating system for boards, developed by John Carver in the 1970's based on a theory of owner accountability which drives certain understandings about the role of the Board and the reasons why and for whom it operates. The board have developed the following set of Governance Policies which reflect the Board's values.

- The Board Governs on behalf of its stakeholders which it defines as:

Those people of Barnet, Enfield and the wider London boroughs who share an interest in the long-term availability and quality of post 14 education and training.

- The organisation – The College - is a vehicle for delivering the benefits that the owners seek.
- As owner representative the Board's main purpose is to ensure that what the owners are looking for the College to produce, gets produced – not in terms of what the organisation is going to do but in terms of the impact it is going to have on people's lives.
- The Board's power is through its interpretation of the owners' best interests.

The model is built on ten principles and has several component parts that work together to provide a complete approach. A system which focuses on values, vision and the empowerment of the board and staff alike and fundamentality provides clarity of purpose and clarity of roles and responsibilities.

Board Governance Policies

The Board Governance policies provide a clear system of delegation and clarity of responsibility. They replace traditional tools like standing orders but reflect the legislative and statutory requirements of the Instrument and Articles and the Financial Memorandum.

Policies are created in four categories. An overarching policy in each category gives the Board's broadest statement of values before going into more detail if the Board consider this necessary, and depending on the Board's values. Therefore the Board regulates the range of possible interpretation giving The Principal and her team wider scope in some policy areas than others. Each policy is translated into measurable compliance standards and regular evidenced assurance is provided on the level of accomplishment.

The four board policy categories are as follows:

• Strategic Outcomes

These policies identify the College's "public value statement" through the Board's interpretation of owner outcomes for the College. They define what the College should produce, for whom and at what level of cost-efficiency.

• Executive Limitations

These policies are designed to prevent the Principal/Chief Executive from choosing or allowing methods, practices, situations or conduct that the board believes must be prohibited in order to safeguard the College's operational and ethical health.

The interpretation and preparation of monitoring data for policies in both the above categories is the responsibility of the Principal with his Executive team.

• Governance Processes

These policies cover decisions about the Board's own job and processes and how it will operate (and replaces the need for separate standing orders).

• Board-Executive Delegation

These policies describe the manner in which the board delegates authority to the Principal/Chief Executive and monitors its use.

The interpretation and preparation of monitoring data for policies in both the above categories is the responsibility of the Chair with the support of the Clerk.

In this way, the Board's policy design ensures that:

- There is no area of the operation of the organisation that the Board has left ungoverned.
- The Board's role and the Principal/Chief Executive's role are clearly delineated.

The Ten Principles of Policy Governance®

Policy Governance® emphasises values, vision and the empowerment of the Board and staff. It is built on ten principles:

The Board:

1. Governs on behalf of its ownership which it defines as:
Those people of Barnet and Enfield and the wider London boroughs who share an interest in the long-term availability and quality of post 14 education and training.
2. Speaks with one voice or not at all.
3. Makes Policy decisions which embody the Board's beliefs, commitments and values.
4. Formulates Policy by determining the broadest values before progressing to more narrow ones.
5. Defines and delegates rather than reacts and ratifies.
6. Fulfils its prime governance duty – to achieve its Strategic Objectives
7. Can best exercise oversight of staff means by limiting not prescribing.
8. Must explicitly design its policies and processes.
9. Forms an empowering and safe linkage with management.
10. Monitors performance rigorously but only against Policy criteria.

Barnet and Southgate College Vision

To be the most innovative, inspirational and employment focused learning organisation in the education sector

Barnet and Southgate College Mission

Provide outstanding learning and employment related opportunities within every market we operate and to offer the highest level of expertise and knowledge which will enrich the personal and professional lives of our customers.

Barnet and Southgate College Values



STRATEGIC OUTCOMES

Policy Reference: SO-0 – SO-3

S0-0 Overall Strategic Outcomes

Provide outstanding learning and employment related opportunities within every market we operate and to offer the highest level of expertise and knowledge which will enrich the personal and professional lives of our customers.

S0-1 - Quality and Standards

Learners attain the highest level of academic and vocational success through qualifications which are meaningful and industry relevant. Our satisfaction rates are the best in the sector and our teaching and learning is outstanding.

S0-2 - Jobs and Progression

All learners have a clear and supported job progression route and will be job ready having access to enterprise skills and opportunities whilst at College. Students progressing to H.E. gain their first choice option.

S0-3 - Innovation and Inspiration

The College is recognised as being the “heart” of the community with learning environments which embrace digital media developments and stimulate and stretch our learners. Our educational products are distinctive, refreshing and inspirational and our business critical systems utilise enabling technologies to the fullest extent.

**The overall primary beneficiaries of the work of Barnet and Southgate College is intended to be all those who live and work in Barnet, Enfield and the surrounding London boroughs. However, The College welcomes and seeks to provide excellent education for all learners who choose to access its services.*

Explanation for initial use:

Strategic Outcomes describe the reason for the organisation's existence. What it is for, rather than what it does. All lower level policies must directly derive from the first, broadest policy.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
Strategic Review	Annually	Review: October 2015

EXECUTIVE LIMITATION POLICIES

- EL0 Overall Executive Limitations**
- EL1 Treatment of Students, Employers and members of the Community**
- EL2 Treatment of Staff**
- EL3 Strategic and Financial Planning and Budgeting**
- EL4 Financial Condition and Activities**
- EL5 Asset Protection**
- EL6 Emergency Principal Succession**
- EL7 Remuneration and Benefits**
- EL8 Communication and Support to the Board**

EXECUTIVE LIMITATION POLICY

Policy Title: Overall Executive Limitations
Policy Reference: EL0

The Principal shall not:

- Fail to comply with legal requirements;
- Fail to comply with the College's written policies and procedures;
- Act outside the rules of any applicable regulatory body;
- Act in a personal or managerial manner which:
 - conflicts with Board policies or ethos,
 - breaches commonly accepted business or professional ethics,
 - otherwise damages the reputation of the College.

Explanation for initial use:

This policy forms the broadest of all policies in this category and therefore the most open to interpretation. Any further Executive Limitations policies will merely narrow the provisions of this policy. We should remember that the Principal is granted the authority to use any reasonable interpretation of the Board's words.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Treatment of Students, Employers and members of the Community

Policy Reference: EL1

The Principal shall not consciously cause or allow conditions, procedures, or decisions which are unsafe, unhealthy, discriminatory or unnecessarily intrusive.

Without limiting the scope of the above policy, the Principal shall not:

1. Safeguarding and Health & Safety

- 1.1. Allow or condone any actions or procedures which fail to protect children and vulnerable adults.
- 1.2. Operate without written policies and procedures that meet current legal requirements and conform to accepted good practice.

2. Equality and Diversity

- 2.1. Allow or condone unfair or discriminatory treatment of any person or group, whether directly or indirectly, in respect of disability, gender - including trans-gender, race, age, sexual orientation, religion/belief, human rights and social/economic status.
- 2.2. Operate without a written policy and procedures that meet legal requirements and conform to accepted good practice.

3. Facilities

- 3.1 Operate facilities that fail to offer accessibility and privacy and meet the legal requirements.

4. Information for Students, Employers and Members of the Community

- 4.1 Allow service-users to be uninformed about what may be expected and what may not be expected from the service offered.

5. Information from Students, Employers and Members of the Community

- 5.1 Operate without regularly updating, considering, responding to and acting upon the views of Service users and suggestions to improve the service they have received.

6. Risk Management

- 6.1 Operate without risk management strategies based on self-assessment and action planning.

7. Continuous Improvement

7.1 Operate without strategies for securing continuous improvement based on self-assessment and action planning.

8. Rules for the conduct of students

8.1 Operate without written rules and procedures for the conduct of students including suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

9. Awareness of Protections

9.1 Allow students and customers accessing the College not to be aware of the provisions of this policy, or a way to be heard if they believe they have not been given a reasonable interpretation of their rights and protections under this policy.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	
Safeguarding and Health and Safety Monitoring Report	<ul style="list-style-type: none"> • Safeguarding Annual Report • Health and Safety Annual Report • Plus monitor at each meeting 	Created: September 2013, reviewed October 2014 Review: October 2015
E&D Monitoring Report	<ul style="list-style-type: none"> • Annual Report 	Review: October 2015
Risk Management	<ul style="list-style-type: none"> • Audit Committee to Review Risk Register and present Annual Report to the Board • Board receive Risk Movement Chart at every other meeting 	Approved by: the Board review in October 2015.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	
		Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Treatment of Staff

Policy Reference: EL2

The Principal may not cause or allow conditions or treatment which is unfair, unethical, discriminatory or unclear.

Without limiting the scope of the above policy, the Principal shall not:

1. Operate without written employment policies¹ that:
 - Have been developed following consultation with staff representatives.
 - Meet legal requirements.
 - Provide a code of conduct and rules for staff,
 - Provide for effective handling of grievances.
 - Detail procedures for the discipline, capability, suspension and dismissal of staff.
2. Operate without a clear and secure process for staff to raise any concerns in confidence.
3. Allow staff not to be prepared to deal with emergency situations.
4. Fail to acquaint staff with their rights and responsibilities

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013 reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Strategic and Financial Planning and
Budgeting

Policy Reference: EL3

The Principal shall not cause or allow any long-term planning to deviate materially from the Strategic Outcomes or allow any financial plans to be inconsistent with long-term strategic plans and the Board approved Property Strategy.

Without limiting the scope of the above policy, there will be no strategic and financial plans that:

1. Long-term Planning

- 1.1 Risk incurring those situations or conditions described as unacceptable in the Board’s policy “Financial Condition and Activities” – EL4.
- 1.2 Do not preclude a multi-year teaching and learning plan.
- 1.3 Do not consider risk and sensitivity analyses.
- 1.4 Do not meet funding body requirements.
- 1.5 Create or close substantial new provision without justifiable rationale.

2. Annual Estimates of Income and Expenditure (Budgets).

- 2.1 Fail to provide a credible projection of revenues and expenses, a separation of capital and revenue items, cash flow forecast, and disclosure of planning/forecasting assumptions.
- 2.2 Provide annual capital investment which will not support the delivery of the Board approved capital programme.
- 2.3 Provide for surpluses which are insufficient to generate approved cash flow.
- 2.4 Fail to set tuition and other fees payable to the College.
- 2.5 Fail to consider risk and sensitivity analyses.
- 2.6 Provide less than the amount identified in the “Budget for Governance” policy – GP11

Explanation for initial use:

This is pre-stating the criteria, against which judgement is made for making a budget approvable.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Financial Condition and Activities
Policy Reference: EL4

The Principal shall not cause or allow the development of financial jeopardy or a material deviation from the Board agreed 2-Year Financial Forecast, Strategic Plan or Strategic Outcomes; or act outside the terms of the Financial Memorandum with the Skills Funding Agency.

Without limiting the scope of the above policy, the Principal shall not:

1. Operate without written policies and procedures regarding the financial arrangements within the College that conform to accepted good practice
- 2. Financial Condition**
 - 2.1 Allow the College's financial health assessment to fall below "Satisfactory".
 - 2.2 Spend funds that would exceed any approved overdraft facility.
 - 2.3 Enter into any long-term borrowing arrangement (greater than 12 months) without appropriate Board approval.
 - 2.4 Breach any existing loan covenants.
 - 2.5 Deliver end of year surpluses that are lower than the agreed KPI tolerance.
 - 2.6 Allow the end of year cash flow delivery to be lower than the agreed KPI tolerance.
- 3. Financial Activities**
 - 3.1 Receive process or disburse funds under controls that are insufficient to meet the standards of the Board-appointed auditors, The Skills Funding Agency and other relevant funding bodies, the Joint Audit Code of Practice, the Statement of Recognised Practice for Further Education – SORP - and public audit.
 - 3.2 Fail to retain all records necessary to verify the provision delivered by the College or its sub-contractors for seven years after the end of any public funding period.
 - 3.3 Participate in companies providing education funded wholly or partly by the Skills Funding Agency or other relevant funding bodies without its written consent.
 - 3.4 Fail to notify the Board and the Skills Funding Agency in writing if at any time there is a significant deterioration in its financial position.
 - 3.5 Fail to prepare a Statement of Accounts for each financial year which comply with the directions given by the Skills Funding Agency and which are audited by the Board appointed external auditors¹
 - 3.6 Fail to make payments and settle payroll in a timely manner.
 - 3.7 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.

- 3.8 Make a single purchase or commitment of greater than £100,000 excluding VAT.
Splitting orders to avoid this limit is not acceptable
- 3.9 Make a purchase:
- 3.9.1 That may create a conflict of interest;
- 3.9.2 Where estimated cumulative expenditure over the term of the contract, is expected to be between £1,000 and £50,000 excluding VAT, without having obtained at least three quotations showing comparative prices and quality;
- 3.9.3 Where estimated cumulative expenditure over the term of the contract, is expected to be above £50,000 excluding VAT, without undertaking a tender exercise in line with public procurement regulations and the recommendation of the procurement manager. Orders shall not be split to avoid these criteria.
- 3.10 The award of any contracts in excess of £100,000 excluding VAT will be reported to the Board for approval.
- 3.11 Give any guarantees or indemnities other than in the normal course of business.
- 3.12 Fail to firmly pursue outstanding debts.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Approved by: the Board

Executive Limitation Policy

Policy Title: Asset Protection

Policy Reference: EL5

The Principal shall not allow College assets to be unprotected, inadequately maintained or put at unnecessary risk.

Without limiting the scope of the above policy, the Principal shall not:

1. Fail to provide insurance cover for theft and casualty losses and liability losses to Board members, staff and the College.
2. Operate without adequate disaster recovery/business continuity arrangements.
3. Subject plant and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the College, its Board or staff to claims of liability.
5. Fail to protect intellectual property, information and files from loss or significant damage.
6. Fail to upgrade technology systems as required to maintain their value.
7. Fail to investigate and report to the Board and the Skills Funding Agency all significant cases of internal and external fraud or suspected fraud or irregularity.
8. Invest or hold surplus funds in organisations not on the following list
HSBC;
Barclays Bank plc;
Lloyds TSB Bank.
9. Endanger the College's public image, reputation or credibility.
10. Change the College's name or substantially alter its identity in the community.
11. Create or purchase any subsidiary company without Board approval.
12. Dispose of assets with a net book value in excess of £35,000 or without achieving best value for disposal of assets with a net book value below £35,000.
13. Acquire, encumber or dispose of land and buildings.
14. Operate without a Board approved Property Strategy that has regard to the relevant sector guidance.
15. Use methods of collecting, reviewing, transmitting, or storing information that fail to protect against improper use of or access to the information.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Emergency Principal Succession

Policy Reference: EL6

To protect the College from sudden loss of its Principal, the Principal will make appropriate arrangements to ensure that there is at least one senior member of staff familiar with Board and Principal processes to enable him/her to act, with reasonable proficiency as Principal during a period of temporary absence, until such time as the Principal can return to work or the Board appoints a new Principal.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Remuneration and Benefits

Policy Reference: EL7

With respect to employment, remuneration, and benefits to employees, consultants, contract workers and volunteers, the Principal shall not cause or allow jeopardy to financial integrity or to public image.

Without limiting the scope of the above policy, the Principal shall not:

1. Change his or her remuneration and benefits.
2. Change the remuneration and benefits of the designated senior post holders identified in GP-2 – 5.1
3. Establish current remuneration and benefits which deviate materially from the geographic or professional market for the skills employed.
4. Make termination payments that do not meet the requirements of the Financial Memorandum or College Financial Regulations.¹
5. Create obligations over a longer term than revenues can be safely projected.
6. Establish or change pension benefits.
7. Agree an annual percentage pay award outside of the framework agreed as part of the Annual Budget.

¹ Financial Memorandum 2012 paragraphs 22 and 23

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Executive Limitation Policy

Policy Title: Communication and Support to the Board

Policy Reference: EL8

The Principal shall not permit the Board to be uninformed or unsupported in its work.

Without limiting the scope of the above policy, the Principal shall not:

1. Neglect to submit monitoring data required by the Board - see policy on Monitoring Principal Performance – ED-4, in a timely, accurate and understandable fashion, directly addressing the Board policies being monitored.
2. Fail to report in a timely manner any actual or anticipated non-compliance with any policy of the Board.
3. Neglect to submit unbiased decision information required periodically by the Board or let the Board be unaware of relevant trends.
4. Allow the Board to be unaware of any significant incidental information it requires including:
 - Anticipated media coverage,
 - threatened or pending lawsuits,
 - Material external and internal changes.
 - Plans to make substantial alterations to provision together with the justified rationale.
5. Fail to advise the Board if, in the Principal's opinion, the Board is not complying with its own Governance policies, the statutory or legal requirements of any appropriate regulatory body or where the behaviour of the Board is detrimental to the relationship between the Board and the Principal.
 - 5.1 Where the Board determines to proceed despite the Principal's advice, the Principal shall consider the Board's reasons and if he/she still considers that the action proposed is in breach of the Financial Memorandum, the Principal should inform the Skills Funding Agency's accounting officer of the position in writing.¹
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate between information of three types: monitoring, for decision, and other.
7. Fail to provide a mechanism for official Board, staff or Committee communications.
8. Fail to deal with the Board as a whole except when fulfilling individual requests for information or responding to officers or Committees duly charged by the Board.
9. Fail to advise the Board if at any time he/she considers that any action or policy under consideration by the Board is incompatible with the terms of the Financial Memorandum.
10. Fail to supply for the Board's Required Approvals agenda, along with applicable monitoring information, all decisions delegated to the Principal but required by law, regulation, contract or Board policy to be Board-approved:
 - Annual Strategic Plan and Estimates of Income and Expenditure - Budget.²
 - 2-year Financial Plan³

¹ Financial Memorandum paragraph 10

² Required by the Skills Funding Agency/Education Funding Agency

- Annual Report and Financial Statements⁴
- Quality Strategy⁵
- Property Strategy⁶
- Risk Management Strategy⁷
- Single Equality Scheme⁸
- Safeguarding and Child Protection Policy⁹
- Self-Assessment Report¹⁰
- Higher Education Strategy¹¹

⁴ Required by the Skills Funding Agency/Education Funding Agency

⁵ Instrument and Articles 2012 – Article 3.1

⁶ Financial Memorandum and Board Policies

⁷ Board Policies

⁸ Legislation and good practice

⁹ Legislation and good practice

¹⁰ Required by the Skills Funding Agency

¹¹ Required by the Higher Education Funding Council – HEFCE

Information for Initial Explanation.

*One of the main tenets of Policy Governance is that the Board takes the lead in setting out all its expectations **in advance** as standing controls rather than judging the approvability of individual documents after they have been produced. Therefore the Principal will know the Board's criteria for judging "approvability" of everything he/she does and the Board is in a position to hold the Principal fully accountable for compliance with the criteria which has been set through regular, and if it chooses, ad hoc monitoring.*

*The working of Board policies will often cause the Principal to provide individual documents to the Board as part of evidence for compliance, but the Board will only expect to **approve** such documents if the law requires it or there is some other statutory requirement, i.e. within its Instrument and Articles or required by funding bodies.*

For example:

- The Instrument and Articles require the Board to approve the annual estimates of income and expenditure (Article 3.1(d)).*
- The Instrument and Articles do not require the Board to approve the Accounts but it does require them to be produced and audited (Article 19). The Skills Funding Agency require them to be signed by the Principal and Chair on behalf of the Corporation, therefore to enable this to happen the Board will need to approve them.*

The Executive Limitations policies in this Manual ensure that the Principal has strategies/operational policies for quality, property, risk management, health & safety, safeguarding, equality and diversity, pay and conditions etc. Therefore other than the examples above, there is no need for the Board to approve the documents containing the operational strategies and policies, as long as it is regularly monitoring compliance with its policies that govern these matters.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policies

- GP0 Overall Governance Process Policy**
- GP1 Governing Style**
- GP2 Legal Responsibilities**
- GP3 The Role of the Board**
- GP4 Board Meetings**
- GP5 Composition, Size and Tenure**
- GP6 The Role of the Chair and Vice-Chair**
- GP7 The Role of the Clerk**
- GP8 Board Members Code of Conduct**
- GP9 Annual Calendar**
- GP10 Role of Committees**
- GP11 Budget for Governance**
- GP 12 Governance Contingencies**

Governance Process Policy

Policy Title: Overall Governance Process Policy

Policy Reference: GP0

1. Accountability

- 1.1 Although the Board operates as an independent legal entity, it holds itself accountable for the direction and oversight of the College to an “ownership” which it defines as:

Those people of Barnet and Enfield and the wider London regions who share an interest in the long-term availability and quality of post 14 education and training.

- 1.2 The Board believes that it is free to pursue the best interests of the people within the local community subject only to recognising its accountability to Parliament for the proper use of public funds and compliance with the law.

2. Governance Commitment

The Board:

- 2.1. Will ensure that The College provides exceptional learning opportunities for all students and promotes high levels of achievement at an appropriate cost.
- 2.2. Is committed to continual improvement of its capacity to govern effectively, using its policies to define its vision and expectations.
- 2.3. Will establish an organisational culture that is responsive and treats its owners, students, employers and community with trust, openness, respect and integrity. These values reflect the General Principles of Public Life –see GP 8 - and will guide all Board decisions and actions.
- 2.4 Will establish an Advisory Council of no more than 22 members to work within the community and promote the work and test the effectiveness of, the College’s Strategic Plan.
3. Believes that good governance involves the clarity of roles and responsibilities which is best achieved by the delegation of its authority, in accordance with the provisions contained within the Instrument and Articles of Government, for the executive management of the College to the Principal subject to a clearly identified strategic purpose, defined limits and monitoring by the Board.
4. To reflect this approach, these Board Governance policies are designed to enable the Board and the Chief Executive to operate within a clear governance framework. The policies provide an operational framework for The College which supplements the Instrument and Articles. In the event of any inconsistency, the Instrument and Articles prevail.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Governing Style
Policy Reference: GP1

The Board will:

- 1.1 Direct, control and inspire the organisation through the establishment of broad written policies reflecting the Board’s values and perspectives.
- 1.2 Focus primarily on strategic issues and governing key risks
- 1.3 Have regard to economic, social, political, legal and other relevant external matters which may influence or affect the development of College business.
- 1.4 Seek to exemplify through these policies, its expectations for the conduct of the College, its employees and students.
- 1.5 Be responsible for itself and govern as a collective.
- 1.6 Cultivate a sense of group responsibility.
- 1.7 Enforce disciplines needed to govern with excellence. Discipline will apply to:
 - Attendance
 - Preparation for meetings
 - Policymaking principles
 - Respect of roles
 - Ensuring continuance of governance capacity
 - Observation of its own governance process policies
 - Acquiring necessary knowledge and skills
- 1.8 Ensure its continual development through monitoring and discussion on process and performance annually and at each meeting by:
 - 1.8.1 Overall Board assessment
 Whole Board performance assessment will take place annually and consist of individual ranking by each Board member of the whole Board’s performance against expectations set out in key Governance Process and Board-Executive Delegation policies. Board members will rank performance as outstanding, good, requires improvement or unsatisfactory and give evidence of their conclusion where relevant. The results will be discussed by the Board and plans for improvement included into the Board’s Annual Calendar.
 - 1.8.2 Individual Board member assessment of the performance of the Chair
 Individual Board member assessment of the Chair’s performance will consist of an anonymous annual peer review comparing the Chair’s performance against expectations set out in the Governance Process policy GP-6 and included in the annual Board SAR.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Legal Responsibilities

Policy Reference: GP2

The Board will govern lawfully with emphasis on legal requirements and the framework for further education in England.

Without limiting the scope of the above policy, the Board will address its responsibilities as defined by the Instrument and Articles¹ as follows:

1. The determination and periodic review of the educational character and mission of the institution and oversight of its activities

- 1.1 The Board sets and annually reviews the Strategic Outcomes of the College which determine its educational character and mission.
- 1.2 The Board sets and regularly reviews Executive Limitations which prescribe activities which the Board regards as unethical or imprudent.
- 1.3 The Strategic Outcomes and Executive Limitations taken together determine the educational character of the College.

2. Approving the Quality Strategy of the Institution

- 2.1 The Board sets quality standards in the form of Strategic Outcomes that must be accomplished for students and customers and Executive Limitations against which all College programmes and products are regularly assessed.
- 2.2 The Principal determines the quality strategy that is set out in The College's Quality Policy and reviewed through the Self-Evaluation Report. The Board approves this Strategy on its Required Approvals Agenda subject to satisfactory compliance with its Strategic Outcomes and Executive Limitations.

3. The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets

- 3.1 The Board's Strategic Outcomes require that the College demonstrates value for money.
- 3.2 The Board's Executive Limitations -EL 3, 4 and 5 require effective and efficient use of resources, the solvency of the institution and the safeguarding of assets.
- 3.3 The Board regularly assesses the College's compliance with these requirements.

4. Approving the annual estimates of income and expenditure

- 4.1 The Board's Executive Limitations - EL 3 & 4 provide the criteria for approving the Annual estimates of Income and expenditure on its Required Approvals Agenda.

5. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts

- 5.1 The following posts are designated as holders of senior posts as defined with the Instrument and Articles.
 - The Principal
 - Other members of Executive Leadership Group

5.2 The day to day line management of the Principal and the Clerk is delegated to the Chair.

5.3 Travel and Expenses

5.3.1 Senior Post holders may claim approved expenses in accordance with The College's Travel and Expenses Policy.

5.3.2. Expenses claims from Governors and SPH will be approved by the Chair or Vice-Chair

5.4 The performance management of senior post holders including formal disciplinary action will be in accordance with the Board approved Disciplinary Policy for Senior Post Holders.

6. Setting a framework for the pay and conditions of service of all other staff

6.1 The Board delegates this function to the Principal to establish policies and processes for the treatment of staff in accordance with Executive Limitations Policy EL-2.

7. The Board may not delegate other than to a committee of members of the Board, the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the holder of a senior post.²

7.1 The Board will establish Special Committee when required and in accordance with the I&A..

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: The Role of the Board

Policy Reference: GP3

The Board acts on behalf of its owners - as defined in GP-0 page 21 to ensure that the best reasonable interpretation of their best interests are translated into organisational performance. Accordingly the Board takes direct responsibility for:

1. Connecting with Owners

- 1.1 Creating the connection between the ownership and the operational organisation.
- 1.2 Engaging in an appropriate dialogue with the owners and seeking to obtain their views, identify their needs and ensure they are acted upon and incorporated where relevant into strategy.

2. Creating written policies that direct and control The College

- 2.1 Creating written Board policies that set out the Board's expectations of itself, its Principal and staff. Policies will address the broadest levels of all organisational decisions and situations in the following categories:
 - 2.1.1 Strategic Outcomes that set the outcomes expected from the College's long-term strategic direction
 - 2.1.2 Executive Limitations that assure risks to the College are identified and understood and systems of risk management, compliance and control are in place to mitigate such risks
 - 2.1.3 Governance process policies that state how the Board will operate. (Some derived from the Instrument and Articles are more fully explained within these Policies)
 - 2.1.4 Board-Executive Delegation policies

3. Assuring Performance

- 3.1 Assuring that the material risks to the College are identified and understood and that systems of risk management, compliance and control are in place to mitigate such risks.
- 3.2 Assuring that the Board's expectations for the conduct of College business and its employees are reflected in a set of operational policies and procedures established by the Principal.
- 3.3 Assuring successful organisational and Board performance as defined by Board policies.
- 3.4 The performance of the Principal and The Clerk -GP2 – 5.
- 3.5 Directing assurances and reports required by the regulatory authorities.
- 3.6 Reviewing and determining the long term strategy – Strategic Outcomes – annually, based on proposals made by the Principal.

4. Monitoring

- 4.1 Monitoring the decisions and actions of the Principal and the performance of the College.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: Sep 2013, reviewed Oct 2014
		Review: October 2015

Governance Process Policy

Policy Title: Board Meetings
Policy Reference: GP4

The Board will run its meetings in a consistent way, following the terms of the Instrument and Articles and the Governance Process policies.

1. Board Meetings

Board meetings will conform to the following requirements:

- 1.1 The Board will normally meet at least once in each month during term time and shall hold such other meetings as may be necessary.
- 1.2 Meetings will be quorate when at least 40% of the total number of current members are present (in person or able to communicate simultaneously by electronic medium).
- 1.3 Meetings will be called by the Clerk giving at least seven calendar days' notice in writing and enclosing a copy of the proposed agenda and papers. Electronic transmission shall be acceptable.
- 1.4 With the approval of the Chair and in special circumstances or when there are matters requiring urgent attention, meetings may be called and the proposed agenda and papers circulated to members, with less than seven calendar days' notice.
- 1.5 A special meeting of the Board may be called at any time by the Chair or at the request of any five members.
- 1.6 Deliberation will be fair, open and thorough, but also timely and orderly with discussion kept to the point.
- 1.7 Decisions shall be made by a majority of votes cast by those members present and entitled to vote.
 - Except where a requisition is made under the next paragraph voting shall be by show of hands.
 - If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded.
 - The specified number of members is one fifth of the members entitled to vote at the meeting.
 - Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair would normally simply ask for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance .
 - An individual member request for vote on an issue must be agreed by the Board. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Board to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes

- 1.8 In the event of an equal division of votes, the Chair has a second and deciding vote.
- 1.9 Members may not vote using a postal vote or proxy vote.
- 1.10 In the absence of the Chair and Vice-Chair, the Board Members present will elect from its members an eligible person to act as the Chair for that meeting.
- 1.11 Any conflicts of interest will be raised as a preliminary item prior to the business on each agenda of the Board or Committee meeting. Members must declare any conflicts of interest arising from the agenda items.
- 1.12 staff members (including the Principal) must withdraw from any part of a meeting discussing:
- their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (this relates to matters concerning solely that individual as distinct from all members).
 - the appointment of his successor.
 - the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff at the same level or senior to themselves (if other members so resolve).
 - student members shall withdraw from any part of the meeting where there is consideration of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff.
- 1..13 Attendance at meetings is limited as follows.
- Members of staff or the general public may not attend Board Meetings.
 - Members of the Board may attend meetings of the committees by agreement with the Chair of the Committee and shall form part of any necessary quorum.
 - The Board Chair may attend committee meetings.
 - The Clerk to the Board may attend all meetings.

2. Minutes

- 2.1. Written minutes of every meeting of the Board shall be prepared, and with the exception of special meetings, the minutes of the last meeting shall be taken as an agenda item at the next meeting.
- 2.2 Separate minutes shall be taken of those parts of the meetings which are:
- Deemed confidential.
 - Where any of the staff members, student members, the Principal and the Clerk, have been excluded.
- 2.3 Those members who have been excluded from the meeting for particular items will not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 2.4 Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.
- 2.5. Members are not empowered to take a decision which is not minuted at a properly constituted meeting.

2.6 The signed minutes of all Board meetings, with the exception of those separate minutes, identified in 2.2 above, will be published on the College Website following approval and signature by the Chair, and remain available for a period of 12 months.

2.7 Items excluded from publication will be reviewed on a regular basis in accordance with the Board's annual calendar.

3. **Written Resolutions.**

A resolution in writing agreed by such number of Members as required if it had been proposed at a meeting of the Board or of a Committee of the Board shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every member entitled to attend and vote on the matter seven clear days in advance of the date at which the resolution shall lapse if not passed. The resolution may consist of several instruments in the like form each agreed by one or more Members

4. **Interests.**

Any member who has a financial interest in any matter under discussion by the Board must declare that interest. Declaration of interest may also be required under company law for members of those Colleges conducted as companies. See also SO 29&30.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Composition, Size and Tenure
Policy Reference: GP5

1. Composition and Size

1.1 The Board will consist of 12 Members:

- 9 individuals that ensures an appropriate range of skills, knowledge, and experience to ensure that the Board carries out its functions under article 3 of the Articles of Government;
- 1 member of staff who has been nominated and elected by all staff;
- 1 student member nominated and elected by fellow students, or if the Board so decides, by a recognised association representing such students;
- The Principal.

1.2 Board Member appointments other than student or staff members will be confirmed following consideration of advice and relevant documentation from the Search Committee.

1.3 The Search Committee will keep under review this mix of skills, knowledge and experience of the Board Members and make recommendations to the Board as appropriate.

2. Skills, Knowledge, Experience and Commitment

2.1 Generally, Board members will be expected to have:

- high-level strategic skills including executive monitoring and scrutiny, strategic planning, leadership on improvements in standards and challenge as effective “critical friends” for the Principal / Chief Executive and Executive Leadership Group (ELG); and
- the contribution of one or more other relevant skills and expertise to the Barnet and Southgate College Corporation such as:
 - accountancy and financial management
 - legal
 - charity regulation and third sector practice
 - strategic planning
 - monitoring performance of strategic plans and interrogating executive reports on KPIs
 - education and public funding
 - audit matters
 - estates and property including capital building projects
 - risk management and mitigation
 - human resources and working with trades unions and change management.
- Board Members shall at all times act in the best interests of the Board, Apparent failure by any member to act in the best interest of the Board shall in the first instance be reported to the Clerk. If necessary the Board Chair shall appoint a special committee to investigate the circumstances, the findings of that committee shall be considered by the Board and appropriate sanctions including removal from Board membership may be imposed.

3. Tenure of Office

- 3.1 Subject to the provisions of the Instrument and Articles, Board Members' terms of office shall be up to 4 years from the date of appointment but this may be varied to ensure rolling continuity of experience.
- 3.2 At the end of their term of office, Board Members are eligible for re-appointment, subject to the provisions of clause 3.3.
- 3.3 Board members will not normally serve more than 8 years (2 terms of 4 years) of office nor return to office until after an absence of 2 years. In exceptional circumstances, decided upon by the Search Committee, a member may be invited to serve an additional year or year(s) (subject to annual review), and in such instance, the Search Committee shall consider and recommend to the Board accordingly.
- 3.4 Any member wishing to resign from the Board may do so at any time during his term of office by notifying the Clerk in writing. The clerk shall read the letter of resignation at the next Board meeting after receipt.

4. Committee Membership

- 4.1 Board Committees may appoint members who are not members of the Corporation. These members are full members of the Committee and may be members of staff.
- 4.2 "Co-opted" Committee members are invited to attend Board Meetings in a non-voting capacity.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: The Role of the Chair and Vice-Chair

Policy Reference: GP6

The Chair and Vice-Chair are specially empowered members of the Board, appointed by the Board from among its members. The Chair assures the integrity of the Board's processes and provides leadership of the Board and acts as a facilitator at meetings. Occasionally the Chair will represent the Board outside The College.

1. Tenure of Office

- 1.1 The Board will appoint the Chair, and if the Board determine from time to time a Vice-Chair from among its members. The appointment will be made at the last meeting before the expiry of the term of office.
- 1.2 The period of office shall be 2 years from the date of appointment.. Where more than one candidate is proposed, for either office, the voting shall be by secret ballot. In the event of a tied vote, the ballot shall be rerun. Should the vote continue to be tied, then the issue shall be decided by lot under arrangements to be determined by the Clerk.
- 1.3 Staff and student members are not eligible to be the Chair or Vice- Chair.
- 1.4 The Chair is not eligible to serve on the Audit Committee but is entitled to attend any meetings or be a member of any other Committees of the Board unless the Board resolves to the contrary.
- 1.5 The Board will develop a plan for succession of the Chair and Vice-Chair.

2. The Role of the Chair

- 2.1 The Chair's role is to ensure that the Board behaves consistently with its own rules and those legitimately imposed on it from outside The College.
- 2.2 The Chair is empowered to:
 - Chair Board meetings ensuring that all Board Members are encouraged to fully participate and Corporation business is carried out efficiently and effectively and in a manner appropriate for the conduct of public business;
 - Act and speak for the Board between meetings to internal and external audiences on all matters relating to Board policies.
 - Engage with the Principal on behalf of the Board as required.
 - Represent the Board outside of the College only by stating the position as agreed by the whole Board and decisions and interpretations within the area delegated to him/her.
 - Make any decisions that fall within topics covered by Board policies on Governance process and Board-Executive Delegation, with the exception of the employment or termination of designated senior post holders.
 - Temporarily suspend the Principal and the Clerk in appropriate circumstances and report this to the Board within 24 hours.
- 2.3 Except where the Board specifically delegates portions of its authority to others, the Chair is authorised to use any reasonable interpretation of the provisions in these policies.
- 2.4 The Chair may delegate this authority but remains accountable for its use.

- 2.5 The Chair will ensure that systems are in place to provide members with accurate, timely and clear information to enable the Board to consider properly all matters before it.
 - 2.6 The Chair or the Vice-Chair in his/her absence, will liaise with the Clerk regarding convening meetings.
- 3. The Role of the Vice-Chair**
- 3.1 The Vice-Chair will act for the Chair in his/her absence or at his/her request.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: The Role of the Clerk

Policy Reference: GP7

The Clerk is a specially empowered officer of the Board who is appointed by and reports directly to the Board.

The Clerk supports the work of the Board, is entitled to attend all meetings of the Board, Committees and Sub-Committees and advises the Board with regard to the conduct of business, procedural matters, operation of powers and matters of governance practice.¹

The Clerk can intervene when he/she considers that the Board is acting inappropriately or beyond its powers to ensure compliance with legal and statutory obligations and regulations.

1. Support for the work of the Board

The Clerk is empowered to co-ordinate the administrative support for the work of the Board, by:

- 1.1 Managing correspondence and acting as a reference point for all enquiries and communication with the Board.
- 1.2 Preparing the annual calendar of meetings and cycle of business, summoning meetings, preparing agendas, reports and minutes of meetings and arrange distribution of documents to members and others as required.
- 1.3 Preparing reports and briefings on governance and other issues as required.
- 1.4 Issuing letters of appointment to new Board members.
- 1.5 Supporting the appointment, suspension or dismissal of designated Senior Post holders and setting up a selection panel or special committee as appropriate.
- 1.6 Setting up an appeal panel as required; managing the process and providing support and advice to the panel.
- 1.7 Seeking nominations for and co-ordinating the appointment of the Chair and Vice-Chair.
- 1.8 Seeking nominations for and co-ordinating the election of the staff and student members.
- 1.9 Maintaining the record of Members' Interests and making it available on request, during normal office hours.
- 1.10 Maintaining and reporting annually, Members' attendance at and the quoracy of meetings.
- 1.11 Preparing written minutes of all Board and Committee meetings.
 - 1.11.1 Make the minutes available to the Chair of the meeting within 10 working days of the date of meeting.
 - 1.11.2 Emailing the minutes, after approval by the Chair of the meeting, to Board Members within 21 working days of the date of the meeting.

- 1.12 Preparing agendas and meeting papers and circulating to Board Members in accordance with the annual calendar and GP-4 1.3.
- 1.13 Monitoring and follow-up matters arising from the minutes.
- 1.14 Making arrangements for the safe custody of the official record of the Board's business and documents and maintain a record of outstanding business.
- 1.15 Maintaining a record of membership of the Board, notifying it of any vacancies that occur and strategies for recruiting new members.
- 1.16 Receiving written notice that:
 - The Chair or Vice-Chair wishes to resign his/her office.
 - A member of the Board wishes to resign from membership of the Board.
 - A member has been disqualified from continuing to hold office as a member of the Board.
- 1.17 Receiving complaints against the Board and responding to such complaints within 5 working days detailing the actions to investigate the matter.

2. Legal and Statutory Requirements

2.1. The Clerk is empowered to:

- Seek independent legal advice.
 - Engage independent monitoring, advisory and consultancy services required by the Board, its members or its Committees.
 - Manage the provision of governance information and support the Board during inspection and the audit of governance.
- 2.2. If it is proposed to consider at any meeting the conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair (and not the Clerk) shall, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers. In regard to the remuneration of the Clerk then process for dealing with SPH remuneration shall apply.
- 2.3. The Clerk shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Clerk for the duration of such a meeting or part of a meeting.

3. Board Training and Development

The Clerk is empowered to co-ordinate the Board Member's training and developments by:

- 3.1 Undertaking training and induction of Board members (including the appointment, if felt appropriate, of an experienced member as Mentor to new members for the first year of appointment).
- 3.2 Reviewing the Board Process and Executive Delegation Policies and advising the Board on possible amendments to meet changed circumstances.
- 3.3 Advising the Board on the assessment of their own effectiveness and development of an action plan.

4. **Budget**

The Clerk will co-ordinate with the PA to the Principal and Clerk Liaison Officer the reimbursement of member's expenses in accordance with the Governance process policy on cost of governance.

5. **Public Interest Disclosure – Anti Fraud and Whistleblowing**

The Clerk will monitor the public interest disclosure - Anti-Fraud and Whistle blowing - procedure, suggesting amendments and acting as lead assessor in reviewing a proposed disclosure.

6. **Corporation Seal**

The Clerk is responsible for ensuring the proper use and safe keeping of the Corporation Seal.

7. **Other**

7.1 The Clerk will act in accordance with the Code of Conduct for Board Members.

7.2 The Clerk shall have an annual appraisal of performance, which shall be completed by the Chair

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Board Members Code of Conduct

Policy Reference: GP8

1. The Board commits itself and its members to adhere to the Ten General Principles of Public Life, as well as ethical, business like and lawful conduct, including proper use of authority and appropriate decorum when acting as Board Members.
2. The code of conduct applies to every Committee, working group or other subsidiary body of the Board to which Members may be appointed.

The Ten General Principles of Public Life

Selflessness: Should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Honesty and Integrity: Should not place themselves in situations where their honesty and integrity may be questioned or allow any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties. They should not behave improperly and should on all occasions avoid the appearance of such behaviour.

Objectivity: Should make decisions on merit, including where making appointments, awarding contracts or recommending individuals for rewards or benefits.

Accountability: Are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Personal Judgement: May take account of the views of others but should reach their own conclusions on the issues before them and act in accordance with those conclusions.

Respect for others: Should promote equality by not discriminating against any person and by treating people with respect, regardless of their race, age, gender, sexual orientation, disability, religion/belief, human rights and social/economic status. They should respect the impartiality and integrity of The College's employees.

Duty to uphold the law: Should uphold the law and act in accordance with the trust that the owners are entitled to place in them.

Stewardship: Should do their utmost to ensure resources are used prudently and in accordance with the law.

Leadership: Should promote and support these principles by leadership and example.

3. The code of conduct applies to every Committee, working group or other subsidiary body of the Board to which Members may be appointed.
4. Acceptance of appointment as a Member of the Board means acceptance of this Code.

5. DUTIES

- 5.1 Board Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Board Member should act honestly, diligently, and (subject to the provisions appearing in paragraph 9 of this Code relating to collective responsibility) independently. The actions of Board Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 5.2 Decisions taken by Board Members at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Board Members must not be bound in their speaking and voting by mandates given them by other bodies or persons.
- 5.3 Board Members must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by the College's Articles of Government.
- 5.4 Board Members should comply with Governance Policies to ensure that the Board conducts itself in an orderly, fair, open and transparent manner and must keep those policies under periodic review.
- 5.5 Board Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. Whereas it is the Governing Body's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post-holders, it is the Chief Executive's role to implement the Governing Body's decisions, and to manage the College's affairs within the budgets and framework fixed by the Governing Body. Board Members should work together so that the Governing Body and the Chief Executive perform their respective roles effectively.

6. POWERS

- 6.1 Board Members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended by the Learning and Skills Act 2000 and the Education act 2011. If a Board Member thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

7. CONFLICTS OF INTEREST

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

- 7.2 Board Members are reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work or goods to or for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 7.3 If an interest is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Board Member's independent judgement, then the interest, financial or otherwise, should:
- 7.3.1 be reported to the Clerk; and
- 7.3.2 be fully disclosed to the Board before the matter giving rise to the interest is considered.
- 7.4 Board Members should not take part in the discussion in which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.
- 7.5 The Clerk will maintain a Register of Interests which will be open for public inspection. Board Members must disclose routinely (normally annually) to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Board Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Board Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Board Members should have regard to the meaning given to 'interest' in paragraph 8.3 of the Code.

8. GIFTS AND GRATUITIES

- 8.1 Board Members must not receive gifts, hospitality or benefits in any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk, who maintains a Register of Gifts.

9. MEMBERS' CONDUCT INSIDE AND OUTSIDE THE COLLEGE

- 9.1 Members may not exercise individual authority over The College.
- 9.2 Members' interaction with the Principal or with staff must recognise the lack of authority vested in Board Members except when explicitly authorised by the Board.
- 9.3 Members' interaction with the public, press or other parties must recognise the same Limitations and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions and policies.
- 9.4 Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the Principal, members will not express individual judgement of performance of College staff.

10. OPENNESS

10.1 Because of the Corporation's public accountability, Board Members should ensure that, as a general principle, students and staff of the College have free access to information about proceedings of the Governing Body. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection in the Clerk's office when they have been approved for publication by the Chair. Approved minutes and other governance documents are also published on the College's website.

10.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection. The following reasons only shall be used in order to determine whether a matter is confidential:

- Personal information relating to an individual;
- Information provided in confidence by a third party who has not authorised its disclosure;
- Financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
- Information relating to the negotiating position of the college in employee relations matters, during the course of those negotiations
- Information relating to the financial position of the College where the Board is satisfied in good faith that disclosure might harm the College or its competitive position;
- Legal advice received from or instructions given to the College legal advisors;
- Information planned for publication in advance of that publication;
- Information not otherwise covered above, but considered to be commercially sensitive;
- Information relating to the terms and conditions, salaries, or any such matter whatsoever concerning senior post holders; contracts of employment.

Such excluded items, will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Board Members. However, staff and student members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.

10.3 It is important that the Board and its committees have full and frank discussion in order to take decisions collectively. To do so, there must be trust between Board Members with a shared corporate responsibility for decisions. Board Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.

10.4 Board Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without having first obtained the approval of the Chair, or, in his or her absence, the Vice Chair. It is unethical for Board Members to publicly criticise, canvass or reveal the views of other Board Members which have been expressed at meetings of the Governing Body or its committees.

11. DECISION MAKING

11.1 Members will be properly prepared for Board deliberation.

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

12. ATTENDANCE

- 12.1 The Board expects a high level of attendance at meetings and planning events. Any member failing to attend 2 consecutive meetings of the Board shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Board over a 4 month period, shall be liable to disqualification from the Board, in such case the Clerk shall refer the matter to the Search Committee which shall make a recommendation relating to the termination or continuance of the membership to the Board accordingly.
- 12.2 The Board expects new board members to participate in the induction programme and attend training and development activities and has set a target of 75% attendance for each member at such events.

13. CONFIDENTIALITY AND DATA PROTECTION

- 13.1 Members will respect confidentiality as identified in Board papers and the Board Governance policies.
- 13.2 In accordance with the provisions of the Data Protection Act 1998, no Board member may disclose to any person who is not a member of the Board or the Clerk, details of any item related to a named employee, student or candidate of The College, unless they are specifically authorised to do so by the Board or such disclosure is required by law.

14. GOVERNANCE DEVELOPMENT

- 14.1 Board Members are expected to obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.2 In order to promote more effective governance, the Board will carry out an annual review of its performance, as part of a continuing and critical process of self-evaluation.
- 14.3 The Board shall seek to ensure that all Board Members are appointed on merit, in accordance with an open selection procedure carried out by the Board's Search and Governance Committee, and are drawn widely from the community which the College serves, having regard to the need for continuity, balance and arrange of appropriate skills and interests.

15. STATUTORY ACCOUNTABILITY

- 15.1 Board Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Funding Agencies as a condition of receiving public funds.
- 15.2 Although the Funding Agencies are the main provider of funds to the College, Board Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 15.3 The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executives/accounting officers of the SFA/ EFA and the DfE/BIS, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Annual Calendar
Policy Reference: GP9

The Board will use a rolling planning calendar to plan its cycle of business. The calendar covers all elements of the Board’s work and seeks to continually improve Board performance through education, evaluation, enriched input and deliberation.

1. Cycle of Business

- 1.1 The cycle of business will conclude each year on 31 July to enable administrative planning and budgeting to be based on one full academic and financial year, representing the most recent statement of long term strategy.
- 1.2 The cycle of business will start on 1 August each year and will timetable:
 - Consultations with ownership groups, or other methods of gaining ownership input.
 - Board policy review and development.
 - Monitoring of Strategic Outcomes, Board-Executive Delegation and Board Process policies.
 - Governance development and information sessions - e.g. presentations on relevant issues.
- 1.3 A Board member may recommend or request an item for Board discussion by submitting the item to the Clerk no later than 14 days prior to the meeting.

2. Required Approvals

- 2.1 Throughout the year the Board will review items which have been delegated to the Principal but are required by law, contract or Board policy to be Board-approved by placing them on a Required Approvals Agenda as identified in policy EL – 8. Items may be moved from the Required Approvals Agenda to another part of the agenda at the request of any Board member.

3. Evaluation and Remuneration

- 3.1 The evaluation of the designated senior post holders will normally take place in March each year and be based on a review of monitoring reports received in the last year.
- 3.2 The remuneration of the designated senior post holders will also be reviewed annually after taking account of market forces and the need of The College.

4. Annual Board Evaluation

Annual Board Self- Assessment/Evaluation, based on a review of Board activity and discipline based on policies in the Governance Process and Board Executive Delegation policies, should normally take place in late in each governance year.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Role of Committees
Policy Reference: GP10

Board Committees may be established to assist the Board in carrying out its responsibilities. They will not interfere with delegation from the Board to the Principal. This policy applies to statutory committees and any group which is formed by Board action, whether or not it is called a committee and regardless whether the group includes Board members. It does not apply to committees formed under the authority of the Principal.

1. Board Committees:

- 1.1 Are established to help the Board do its job and will not normally have direct dealings with current staff operations.
- 1.2 Will speak or act for the Board only when and to the extent so authorised. Expectations and authority will be carefully stated so as not to conflict with authority delegated to the Principal.

2. Statutory Committees

- 2.1 The statutory committees of the Board are the Audit Committee and the Search Committee.
- 2.2 Regular meetings of the statutory committees will be scheduled annually.
- 2.3 The Committee Terms of Reference are attached to these Policies:
- 2.4. Any committee may establish more detailed processes and procedures in terms of reference for carrying out its responsibilities which are consistent with the Board Governance policies and approved by the Board.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Budget for Governance
Policy Reference: GP11

To achieve excellence in governance, the Board will agree resources for Board operations.

1. Governance Capacity

- 1.1 Board members skills, processes and support will be sufficient to assure excellence.
- 1.2 Development and training will be provided to induct new members and to maintain and increase members' skills and knowledge.
- 1.3 Self-evaluation and external monitoring will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to internal and external audit.
- 1.4 Costs will be prudently incurred in accordance with the budget approved by the Board.

2. Budget

- 2.1 A budget for Governance will be established in each financial year.
- 2.2 The budget will be built in line with College procedures and include an amount for:
 - 2.2.1 The attendance at the National Governance Conference by the Clerk and up to two members of the Board paying full fees. Fee remission is sometimes available for student board members.
 - 2.2.2 Board training and development to include attendance at conferences and workshops and the engagement of external speakers and facilitators.
 - 2.2.3 Hospitality, travel and approved expenses.
 - 2.2.4 Legal and audit services.
 - 2.2.5 Stationery, postage and other administrative expenses
- 2.3 The Principal will be the budget holder.

3. Audit

- 3.1 A firm will be engaged to examine and evaluate systems of internal financial and other control.
- 3.2 An audit firm will be engaged to perform external audit of the financial statements in accordance with the recommended accounting practice for Further Education.
- 3.3 The Board will not appoint the same audit firm to fulfil the roles in 3.1 and 3.2 above.

4. Approved Expenses

- 4.1 Board members are not remunerated for their services.
- 4.2 Board Members may claim expenses for travelling and subsistence at the rates determined under the College's financial Regulations. Expenses are payable associated with attendance at meetings, training events and conference.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Governance Process Policy

Policy Title: Governing Contingencies
Policy Reference: GP12

The Board requires due process for non-routine and specific situations.

1. Resolution of Conflict.

Board Members shall act and behave in a professional and business-like manner. If a conflict exists between members the matter shall be referred for arbitration to the Vice-Chair and 2 other members nominated by the Chair. If the dispute involves the Chair and/or the Vice-Chair the Clerk shall invite 3 members to form an arbitration working group. The Clerk to the Board shall act as clerk to any arbitration-working group. The Resolution Policy is attached at Annex B. Proceedings shall be completed in an expeditious and timely manner; in any event the Clerk shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress. Final resolution shall be recorded by the Clerk, signed by the Chair of the arbitration working group and copies sent to all concerned and retained for the record.

2. Complaints.

Complaints received against the Board shall be passed, in the first instance, to the Clerk; complaints from any employee or member shall be referred immediately to the Clerk without discussion or discourse. The Clerk shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the Clerk shall be referred to the Chair and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of anybody established to investigate the complaint, shall be made available to all concerned and retained for the record.

3. Chair's Action.

Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Board procedures, he may, following consultation with the Chair and Vice-Chair of the Committee within whose terms of reference the matter falls (if practicable) authorise such action. Chairs and Vice-Chairs of the Committee may authorise such action for issues that fall under their delegated terms of reference after consultation (if practicable) with the Board Chair. Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Board.

4. Independent Professional Advice.

Members and the Clerk may seek direct advice from the Board or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member or the clerk and not include personal interests in regard to the Board. If the Clerk seeks such advice he shall replace the Chair for himself in respect of all requirements of this order.

- Any member seeking advice shall, first ask the Clerk whether such advice has been taken; if the need remains then he shall then give prior written notice to the Clerk. Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.
- The Clerk shall copy the notice to the Chair and the Principal.

- The Chair may authorise payment after consultation with the Principal within 10 working days of receipt of the notice.
- The Clerk will inform the Member of the decision; if negative a short explanation shall be provided.
- Such advice when received shall be made available to the Board.
- Fees associated with this advice shall be limited in advance by the Board.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015

Board - Executive Delegation Policies

ED0 Overall Board Executive Delegation

ED1 Unity of Control

ED2 Accountability of the Principal

ED3 Delegation to the Principal

ED4 Monitoring Performance

Board - Executive Delegation Policy

Policy Title: Overall Board Executive Delegation

Policy Reference: ED0

The Board's official connection to the operational management of The College and its achievements and conduct will be solely through the Principal/Chief Executive.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015
		Minute Number:
		Approved by: the Board

Board - Executive Delegation Policy

Policy Title: Unity of Control

Policy Reference: ED1

Only decisions of the Board as a body corporate are binding on the Principal.

Without limiting the scope of the above Policy:

1. Authority of Individual Members

Decisions or instructions of individual members of the Board, officers or committees are not binding on the Principal except when the Board has specifically delegated such authority.

2. Requests for information and assistance by Individual Members

The Principal can refuse requests from individual Board members or Committees for information or assistance without Board authorisation if in the Principal's opinion, a material amount of staff time or funds will be deployed or the requests are disruptive to the business of the College.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015
		Minute Number:
		Approved by: the Board

Board - Executive Delegation Policy

Policy Title: Accountability of the Principal

Policy Reference: ED2

The Principal is the Chief Executive of the organisation and the Board's sole link to The College's operational direction, achievement and conduct.

1. All authority and accountability for the leadership of staff rests with the Principal.¹
2. The Board requires the Principal to take personal responsibility, which shall not be delegated, to assure compliance with the Financial Memorandum with the Skills Funding Agency.
3. As Accounting Officer, the Principal may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to The College's use of public funds and college funds.²
4. The Principal may delegate authority but remains accountable for its use.
5. The Board will not give instructions to any employee or contractor of The College.
6. The Board will appraise the Principal. The Board will review the performance of the Principal to reflect organisational performance.
 - 6.1 Achievement of the Strategic Outcomes and compliance with Executive Limitations will be viewed as successful performance by the Principal.

¹ Instrument and Articles 2012– Article 3.2 (d)

² Financial Memorandum 2012 paragraph 9

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015
		Minute Number:
		Approved by: the Board

Board - Executive Delegation Policy

Policy Title: Delegation to the Principal

Policy Reference: ED3

The Board will instruct the Principal through written policies that prescribe the strategic outcomes to be achieved and situations and actions to be avoided, allowing the Principal to use any reasonable interpretation of these policies.

1. The Board will systematically develop Strategic Outcome policies from the broadest, most general level to more defined levels
2. The Board will systematically develop Executive Limitations policies from the broadest, most general level to more defined levels. These policies limit the latitude the Principal may exercise in choosing the organisational means.
3. As long as the Principal uses any reasonable interpretation of the Strategic Outcomes and Executive Limitations Policies, the Principal is authorised to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities to enable The College to meet its overall Strategic Outcomes.
4. The Board will review and may change its Strategic Outcomes and Executive Limitations policies, thereby shifting the boundary between Board and Executive responsibilities. By doing so, the Board changes the choices available to the Principal, but as long as any particular delegation is in place, the Board will respect and support the Principal's choices.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015
		Minute Number:

Board - Executive Delegation Policy

Policy Title: Monitoring Performance

Policy Reference: ED4

Systematic and rigorous monitoring of performance will be undertaken only against the expected outputs and organisational accomplishments developed from the Board Strategic Objectives, the College's Strategic Plan and organisational operation within the boundaries established in Board policies on Executive Limitations.

1. Monitoring will determine the degree to which Board policies are being met. Data that does not do this will not be considered to be monitoring data.
2. The Board may acquire monitoring data by one or more of three methods:
 - **Internal report** – a report prepared by the Principal disclosing compliance information to the Board.
 - **External report** – a report prepared by an external, independent third party selected by the Board who assesses compliance with Board policy
 - **Direct Inspection** – in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge the standard for compliance on any reasonable interpretation by the Principal of the Board policy being monitored, and whether data successfully demonstrates successful achievement of the interpretation.
4. All policies will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily adhere to the schedule agreed as part of the annual calendar.
5. The Board will have an annual formal evaluation of the performance of the Principal based on the evaluation of the Executive Limitations and Strategic Outcomes.

Monitoring Report		Policy Review
Type of Report	Frequency and Dates	Created: September 2013, reviewed October 2014
		Review: October 2015
		Minute Number:
		Approved by: the Board

