



**FARNBOROUGH COLLEGE OF TECHNOLOGY CORPORATION**  
**STANDING ORDERS**

*Approved by the Corporation: 2<sup>nd</sup> April 2020  
Next scheduled review: March/April 2021*

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## **STANDING ORDERS FOR FARNBOROUGH COLLEGE OF TECHNOLOGY CORPORATION AND COMMITTEES**

### **1. INTRODUCTION**

These Standing Orders detail the framework within which the Corporation of Farnborough College of Technology operates. Nothing in this document is meant to override the provisions of the Instrument and Articles of Government of the College which at all times are to be regarded as the primary sources, together with guidance issued by the Department for Education or the Education and Skills Funding Agency.

'Governor' shall mean any person appointed as a member of the Corporation in accordance with clause 2 of the Instrument of Government and the expression 'the Corporation' shall mean the members of the Corporation.

The Corporation is accountable for the financial solvency of the College, its sound management and the quality of the service it provides. The Corporation is also accountable for the proper use of the public funds entrusted to it. The Corporation may delegate any of its powers with the exception of the following:

- the determination of the educational character and mission of the College
- the approval of the annual estimates of income and expenditure
- ensuring the solvency of the College and the safeguarding of its assets
- the appointment of the Principal or holder of a senior post
- the appointment of the Clerk
- the modifying or revoking of the Articles of Government
- the power to the Principal to determine an appeal in respect of the dismissal of a member of staff unless the Principal has previously delegated his/her power to dismiss such member of staff to a holder of a senior post under article 11.

The Corporation may not delegate:

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

### **2. STANDING ORDERS RELATING TO MEETINGS OF THE CORPORATION**

#### 2.1 Powers of the person presiding at the meeting

Any power or duty given to the Chair in relation to the conduct of meetings may be exercised by the person presiding at the meeting.

#### 2.2 Composition of the Corporation

The Corporation shall consist of 19 members as follows:

External Governors	14
Staff Governors	2 {1 Academic, 1 Support}
Student Governors	2
Principal	1

The term of office for External Governors shall be for a period not exceeding four years.

The term of office for Staff Governors shall be for a period of four years.

The term of office for Student Governors shall be for a period of one year.

Retiring members shall be eligible for re-appointment or re-election to the Corporation, subject to the Search Committee determining the required skills and experience of the Board.

### 2.3 Composition of Committees

The Committee structure, Terms of Reference and Membership of Committees shall be as approved by the Corporation and annexed at Appendix 1.

Corporation Committees:

*Audit Committee*

*Search Committee*

*Finance & General Purposes Committee*

*Remuneration Committee*

*Curriculum & Standards Committee*

### 2.4 Quorum

Meetings of the Corporation shall be quorate if 30% or more members are present.

Corporation membership	19
Number of members that constitute a quorum	6

The quorum for meetings of the Committees is defined in the Terms of Reference.

### 2.5 Appointment of Members of the Corporation

(Clause 5 of the Instrument Of Government)

- 1) The Corporation is the appointing authority in relation to the appointment of any member of the Corporation.
- 2) If the number of members fall below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- 3) The Search Committee appointed by the Corporation shall be charged with identifying and advising on appointment of new members.

## 2.6 Re-appointment of External Governors

- (i) Governors reaching the end of their term of office may be re-appointed for a further term, subject to the person continuing to be eligible and after consideration by Search Committee and the Board.
- (ii) When considering re-appointment Search Committee must give due regard to:
  - the skills mix of the Corporation
  - the Governor's attendance, participation and contribution to the Corporation
  - the equality and diversity mix of the Board
- (iii) Governors should not normally serve for more than two terms (or a maximum of eight years) except where subsequently undertaking a new and more senior role.

## 2.7 Appointment of Staff Members

Staff members are to be members of staff of the College, not serving a probationary period and are to be elected and nominated by the staff at the College. There are two Staff Governor positions on the Corporation: 1 Academic Staff Governor and 1 Support Staff Governor. Staff Governors shall normally be appointed for a period of four years and shall cease to be members of the Corporation if their employment ceases. Retiring Staff Governors shall be eligible to stand for re-election. Staff Governors will be elected by academic or support staff as appropriate.

## 2.8 Appointment of Student Members

The two Student Governors, one from FE and one from HE, are to be appointed during the Autumn term. The appointment of the Student Members will normally be on an annual basis. A retiring Student Member shall be eligible for reappointment.

## 2.9 Appointment of Associate Governors

- (i) The Corporation may from time to time appoint any persons to serve as Associate Governors outside of the formal determination of membership as set out in the Instrument & Articles of Government.
- (ii) The period of appointment shall be fixed to a term of one or two years, to be determined by the Corporation.
- (iii) The Associate Governor shall be entitled to attend Corporation Board meetings, training and away days where their attendance would be minuted as an observer.
- (iv) The Associate Governor shall not be entitled to vote in Board meetings, or count towards the quorum.
- (v) The Associate Governor shall be required to adhere to the Code of Conduct for Governors and to declare any interests to the Board.

## 2.10 Appointment of Chair and Vice-Chair of the Corporation

- (i) The Chair and Vice-Chair shall be elected by the Corporation in accordance with the procedures approved by the Corporation.
- (ii) The Chair and Vice-Chair shall hold office for a period of two years (unless otherwise

determined by the Corporation).

A retiring Chair or Vice-Chair shall be eligible to be appointed for a maximum of 2 consecutive terms of office unless otherwise determined by the Corporation.

At the last meeting before the expiry of the terms of office of the Chair or Vice-Chair, or following the resignation or removal from office of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice-Chair as the case may be, from among their number, for a period not exceeding two years.

If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a Staff or Student member.

- (iii) The Principal and any Staff or Student member shall not be eligible to be appointed Chair or Vice-Chair.
- (iv) The position of Vice-Chair may be used in the context of succession planning although it is recognised that it will not always be the case or the intention that the Vice Chair will succeed the Chair.

#### 2.11 Appointment of Chair and Vice-Chair of Committees

- (i) The Chair and Vice-Chair (if required) shall be elected by the respective Committees and approved by the Corporation Board.
- (iii) The Principal, Student Members or external co-opted members shall not be eligible to be appointed as Chair or Vice-Chair of any Committee.

#### 2.12 Agendas and Corporation and Committee Papers

- (i) The agenda for meetings of the Corporation shall be drawn up by the Clerk in consultation with the Chair and the Principal and shall be forwarded to members no later than seven days before the date of the meeting.
- (ii) The agenda for meetings of all Committees shall be drawn up by the Clerk in consultation with the Committee Chair and the Principal and shall be forwarded to all members of the Committee no later than seven days before the date of the meeting.
- (iii) Agendas shall clearly indicate the items to be discussed at the meeting and all reports shall clearly indicate the purpose and the financial implications of any recommendations.
- (iv) Agendas shall include 'any other business' but this should only be used for urgent issues which have arisen since the publication of the agenda.
- (v) All papers to be considered by the Corporation/Committee shall be forwarded to members with the agenda, and in any event, no later than 48 hours before the meeting is to take place. No papers shall be tabled for consideration by the meeting, save in exceptional circumstances.
- (vi) Members may request the Clerk to the Corporation to include an item on the agenda but such a request should be made where possible no later than 14 days before the meeting.

## 2.13 Order of business

- (i) Business shall be dealt with in the order in which it is set out in the agenda unless the Corporation/Committee otherwise decides.
- (ii) No business shall be dealt with before a person has been appointed to preside at the meeting in the absence of the Chair and Vice-Chair.

## 2.14 Urgent business

At the judgement of the Chair any items of urgent business shall be raised as any other business.

## 2.15. Minutes

- (i) A copy of the minutes of meetings of the Corporation/Committee shall be circulated to members after approval by the Chair and within 14 days of the meeting having taken place. Confidential minutes shall be circulated to members entitled to receive them.
- (ii) Save where (iv) below applies, at every meeting of the Corporation/Committee the minutes of the last meeting shall be taken as an agenda item. If agreed, the minutes are to be signed as a true record by the Chair of the meeting.
- (iii) Separate minutes shall be taken of confidential items and those parts of meetings from which the Principal, Staff and Student Governors or the Clerk have withdrawn. Those members will not be entitled to see the minutes of the part of the meeting from which they have withdrawn.
- (iv) Where a meeting is a special meeting convened in accordance with Standing Orders, there is no requirement that minutes from the previous meeting of the Corporation/Committee shall be considered but these shall be considered at the next meeting which is not a special meeting of the Corporation/Committee.
- (v) Public access to minutes shall be in accordance with the policy approved by the Corporation (see Appendix 4).

## 2.16 Meetings

- (i) The Corporation shall meet at least once in every term and shall hold such other meetings as shall be necessary. Committees shall meet in accordance with a timetable agreed by the Corporation.
- (ii) Meetings shall be called by the Clerk to the Corporation, forwarding to members written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.
- (iii) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall at least seven calendar days before the date of the meeting send to the members a copy of the agenda item concerned together with any relevant papers.
- (iv) A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of five members. If so directed by the Chair or Vice-Chair on the grounds that there are matters demanding urgent attention, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period (being less than seven days) as the Chair or Vice-Chair may direct. Special meetings

of the Corporation shall not be called with less than 24 hours notice.

Special meetings of a Committee shall be called by the Chair of the Committee or in his/her absence by the Vice Chair of the Committee.

Where a special meeting of the Corporation/Committee is called, the precise business of the meeting is to be identified on the agenda.

- (v) In exceptional circumstances with the agreement of the Chair, the Clerk and the Principal, business can be conducted by video or telephone conferencing or email.

If a meeting is conducted by email then members will be given time to allow electronic sharing of views prior to making their decision, by using the "reply all" email facility to share their thoughts. Members will then be asked to email the Clerk directly either accepting or rejecting the resolution. Electronic signatures will be accepted and a majority of eligible members' approval will be required to pass the resolution. Any business conducted by written resolution will be reported at the next meeting.

If a meeting is conducted by video or telephone conferencing then written minutes will be produced and reported at the next meeting.

- (vi) Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.

## 2.17 Clerking of meetings

The Clerk to the Corporation shall attend all meetings of the Corporation and Committees. The Clerk to the Corporation shall withdraw from that part of any meeting of the Corporation or any committee of the Corporation at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his capacity as Clerk are to be considered. If the Clerk is a member of staff of the institution the Clerk shall withdraw in any case where s/he would be required to withdraw in accordance with Clause 14(5) of the Instrument of Government.

If the Clerk to the Corporation withdraws from a meeting or part of it the Corporation or Committee shall appoint from their number a person to act as Clerk to the Corporation or Committee.

## 2.18 Proceedings at meetings

- (i) Every question to be decided at a meeting of the Corporation/Committee shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- (ii) A member may not vote by proxy or by postal vote.
- (iii) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the decision or variation is a specific item of business on the agenda for that meeting.
- (iv) A Student Governor who is under the age of 18 years shall not vote on any questions concerning any proposal:-

- a) for the expenditure of money by the Corporation
- b) under which the Corporation, or any members of the Corporation would enter into any contract or would incur any debt or liability (whether immediate, contingent or otherwise).

## 2.19 Withdrawal from meetings

- (i) A member of the Corporation/Committee who is a member of staff of the College shall withdraw:
  - a) from that part of any meeting of the Corporation/Committee at which staff matters relating solely to that member of staff are to be considered.
  - b) from that part of a meeting of the Corporation/Committee at which his/her re-appointment or the appointment of his successor is to be considered.
  - c) following a resolution to that effect from that part of any meeting at which staff matters relating to any member of staff holding a post senior or parallel/equivalent to his/her own are to be considered.
- (ii) a) A member of the Corporation/Committee who is a student member shall withdraw from any part of the meeting of the Corporation/Committee at which his/her own conduct, suspension or expulsion is to be considered.
  - b) In any case where staff matters relating to a member or prospective member of staff of the institution is to be considered a student member shall:
    - (i) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to that matter.
    - (ii) when required to do so by a majority of the members present, other than student members, withdraw from the meeting.
- (iii) Staff and student members shall not be obliged to withdraw when the relevant provision referred to in Articles 17 and 18 of the Articles of Government relating to appeals and representations apply.

## 2.20 Public attendance at meetings

Attendance at meetings of the Corporation/Committee by other than a member of the Corporation, external co-opted members of the Corporation, Associate Governors or the Clerk to the Corporation shall be in accordance with the Policy on attendance at meetings of the Corporation and Committees attached at Appendix 2.

## 2.21 Declarations of interest

- (i) Members of the Corporation shall annually complete the approved declaration of interest documentation, and indicate their continuing eligibility to act as a member.
- (ii) A member who has a financial interest in the supply of goods to or for the purposes of the institution, any contract or proposed contract concerning the institution or any other matter relating to the institution shall disclose to the Corporation/Committee the nature and extent of the interest and shall declare it at the start of the meeting.

- (iii) A member who has declared a financial interest as referred to above shall not take part in any discussion or consideration of the matter, and if requested to do so by one member present at the meeting, shall withdraw from the meeting whilst the matter is under discussion. A member who has declared any other interest shall be able to take part in the discussion and consideration of the matter unless requested by the other members present to leave the meeting. Any person present at the meeting who has any financial or other interest in any matter under discussion shall also withdraw from the meeting if requested to do so by the members present at the meeting (save when the right to remain is prescribed in the Instrument and Articles).
- (iv) Attention is drawn to the section on 'Conflicts of Interest' within the Code of Conduct for Corporation Members attached at Appendix 5.

## 2.22 Rules of debate

The Chair may require that a motion or amendment is put in writing and handed to him before it is further discussed or put to the meeting.

## 2.23 Method of voting

- a) Every question shall be determined by a majority decision.
- b) If three members so request, before the vote is taken, the voting on any question shall be recorded so as to show whether each member present gave his/her vote for or against the question, or abstained from voting.
- c) Where three members so request before the vote is taken, the voting on any question shall be taken in secret, each member recording whether s/he cast his/her vote for or against the question or abstained from voting. The Clerk will act as the returning officer in a secret ballot.
- d) Immediately after a vote is taken at a meeting, any member may require that there shall be recorded in the minutes of the proceedings of that meeting, whether that person cast his/her vote for the question or against the question or whether s/he abstained from voting.

## 2.24 Disorderly conduct

If at a meeting of the Corporation/Committee, any member of the Corporation, Associate Governor or external co-opted member of the Corporation, in the opinion of the Chair, misconducts him/herself by persistently disregarding his/her ruling or by behaving irregularly, improperly or offensively or by wilfully obstructing the business of the Corporation, the Chair shall notify the Corporation/Committee accordingly.

Following notification of the Chair, s/he or a member of the Corporation may move that the named member be not further heard or that the named member leave the meeting and the motion if seconded shall be put and determined without discussion.

In the event of a general disturbance which, in the opinion of the Chair, makes the due and orderly despatch of business impossible, the Chair may without question adjourn the meeting for such period as s/he considers expedient.

## 2.25 Chair's action

- (i) The Chair of the Corporation shall be authorised to act on behalf of the Corporation when there is a matter requiring urgent attention and any delay would disadvantage the College, and the circumstances are such that a special meeting of the Corporation cannot practically be convened.

Notification of the action taken by the Chair must be reported to other members of the Corporation by first class post or email within the following 24 hours.

In the absence of the Chair, the Vice-Chair shall be authorised to take Chair's action in relation to urgent business, subject to prior notification to one other member of the Corporation.

- (ii) The Chair shall also be authorised to take routine action on behalf of the Corporation to include:

- The signing of routine documents
- Agreeing detailed aspects of the implementation of matters agreed by the Corporation
- Action authorised by the Financial Regulations approved by the Corporation.

All Chair's actions shall be reported to the following Corporation meeting.

- (iii) The Chair shall also be authorised to take any action specifically delegated to him/her by the Corporation.

In authorising the Chair to take action, the Corporation accepts corporate responsibility for that action. All Chair's actions shall be reported to the next meeting of the Corporation.

## 2.26 Appointment of Senior Postholders

- (i) The Corporation shall be responsible for determining which postholders should be designated Senior Postholders.
- (ii) In accordance with the Instrument and Articles of Government, upon there being a vacancy, the Corporation shall determine the arrangement for the advertisement, selection and appointment of a successor, in line with current employment legislation, the College equality, diversity and inclusion policy and best practice.

## 2.27 Attendance criteria

- (i) Meetings of the Corporation/Committees will take place in accordance with the timetable approved by the Corporation. Special meetings of the Corporation/Committees will be arranged as required and in accordance with these Standing Orders.
- (ii) Members of the Corporation should attend no less than 66% of the meetings of the Corporation. Members of the Committees should attend at no less than 66% of meetings of the Committee. The Clerk will report on attendance to the Search Committee who may take action as they deem appropriate under Appendix 3.

(iii) Where it appears that a member of the Corporation:

- has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation  
or
- is unable or unfit to discharge the functions of a member

the matter shall be considered in accordance with the procedure for the removal of members attached at Appendix 3.

### **3. GENERAL**

#### 3.1 Inspection of documents

Corporation and Committee agendas and papers shall be made available in accordance with the policy on public access to minutes and papers of the Corporation and Committees approved by the Corporation as annexed at Appendix 4.

#### 3.2 Suspension of standing orders

Save in relation to any standing orders prescribed by the Instrument and Articles of Government, Standing Orders may be suspended as regards any business at the meeting. Any motion to suspend Standing Orders shall specify the standing order or standing orders to be suspended.

#### 3.3 Expenses

Members of the Corporation and Committees shall be entitled to claim expenses reasonably incurred in connection with the exercise of their duties and responsibilities as a Governor of Farnborough College of Technology.

#### 3.4 Sealing of documents

The common seal of the Corporation shall not be affixed to any document unless the sealing has been authorised by a resolution of the Corporation or of a Committee to which the Council has delegated its powers in this behalf (save as provided for in Chair's action and below).

Where a project has been approved by the Board and a document falling under the purview of that previously approved project requires the application of the seal, the Corporation delegates power to the Chair of Corporation to apply the College seal. The application of the seal under these circumstances will be reported at the next Corporation Board meeting.

Unless the Corporation shall otherwise direct, the seal shall be attested by the Chair and one other member of the Corporation.

#### 3.5 Confidentiality

- (a) No member shall disclose to any person the whole or any part of the contents of any agenda, report or other document which is marked 'not for publication or confidential' unless and until the document has been made available to the public by or on behalf of the Corporation or Committee.
- (b) No member shall disclose to any person other than a member of the Corporation, any

matter arising during the proceedings of any Committee, Sub-Committee, panel or member working group or any other matter coming to his knowledge by virtue of his/her office as member where such disclosure would prejudice the interests of the Corporation.

- (c) The confidentiality criteria approved by the Corporation are as contained in the Policy on access to minutes and papers of the Corporation and Committees attached at Appendix 4.

### 3.6 Code of conduct

Members of the Corporation will comply with the Code of Conduct approved by the Corporation as annexed at Appendix 5.

### 3.7 Governors and the executive

The relationship between the Governors and the executive shall be prescribed by procedures approved by the Corporation and annexed at Appendix 11.

### 3.8 Self assessment

The Corporation will undertake an annual assessment of its performance which will form part of the College's self assessment process.

### 3.9 Recruitment policy

Recruitment to the Corporation will be in accordance with the Governor Recruitment Policy approved by the Corporation and annexed at Appendix 7.

### 3.10 Complaints

The Corporation has approved a policy for considering complaints against the Corporation which is annexed at Appendix 8.

### 3.11 Disclosure policy & procedures (PIDA)

The Corporation has approved a procedure whereby staff and others can raise concerns internally in a confidential fashion about fraud, malpractice, health and safety or unethical conduct. A copy of the procedure is annexed at Appendix 10.

### 3.12 Review

These standing orders shall be subject to bi-annual review.

Reviewed: March 2019

**FARNBOROUGH COLLEGE OF TECHNOLOGY**

**AUDIT COMMITTEE: TERMS OF REFERENCE**

**1. MEMBERSHIP**

- i. The committee shall comprise no more than seven members, and must not include the Chair of the Corporation, the Principal and members of the Finance and General Purposes Committee. At least one member of the committee should have relevant financial or audit qualifications and experience.
- ii. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate. Such persons shall be entitled to speak at meetings but not have a vote.
- iii. The Chair and Deputy Chair of the Committee shall be selected by the committee.
- iv. The Principal and the Director of Finance shall normally be invited to attend the committee's meetings. The committee may also invite other post holders to attend meetings as appropriate. Members of staff who are not members of the committee who may be invited to attend meetings shall be entitled to speak but not have a vote.
- v. The quorum for meetings of the committee shall be three members.
- vi. The Clerk to the Corporation shall act as Clerk to the committee.

**2. TERMS OF REFERENCE**

- i. To advise the Corporation on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- ii. To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
- iii. To advise the Corporation on the scope and objectives of the work of the Internal Audit Service (IAS), the financial statements auditor and the funding auditor.
- iv. To ensure effective co-ordination between the IAS, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
- v. To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS.

- vi. To advise the Corporation on internal audit assignment and annual reports and on control issues included in the management letters of the financial statements auditor and the funding auditor, and management's responses to these.
- vii. To monitor the implementation within an agreed timescale of recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and the financial statements and regularity auditor's management letter.
- viii. To consider and advise the Corporation on relevant reports by the National Audit Office (NAO), the Education and Skills Funding Agency (ESFA) and other funding bodies and, where appropriate, management's response to these.
- ix. To establish, in conjunction with the college's management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
- x. To produce and submit an annual report to the Corporation and the Accounting Officer (as specified by the Joint Audit Code of Practice) in the autumn of each year before the approval of the related Financial Statements.
- xi. To consider the college's policies on anti-bribery, risk management and whistleblowing, and to oversee the College's policy on fraud and irregularity, including being notified of any action taken under that policy.
- xii. To ensure the proper, proportionate and independent investigation, reporting and follow-up of all allegations and instances of suspected fraud, fraud and irregularity.
- xiii. To be informed of all additional services undertaken by the IAS, the financial statements auditors and the funding auditors.
- xiv. To review the annual financial statements and in particular any implications for internal control.
- xv. The committee shall meet at least once in each term and, after each meeting, shall report to the next meeting of the Corporation Board.
- xvi. The committee shall also annually review its effectiveness to ensure that all responsibilities are being met.
- xvii. The committee will also ensure that its members receive the necessary training to fulfil their roles as Governors on the committee.
- xviii. To review the Committee's Terms of Reference annually and recommend them to the Board.

### **3. SPECIFIC RIGHTS AND POWERS**

- i. The Committee has the authority to investigate any activity within its Terms of Reference.

- ii. The Committee has the right of access to obtain all the information and explanations it considers necessary from whatever source, to fulfil its remit.

Reviewed by Audit Committee 20<sup>th</sup> November 2018  
Approved by Corporation Board 13<sup>th</sup> December 2018

## **FARNBOROUGH COLLEGE OF TECHNOLOGY**

### **CURRICULUM AND STANDARDS COMMITTEE: TERMS OF REFERENCE**

#### **1. MEMBERSHIP**

- i. The committee shall comprise no more than seven members of the Corporation, including the Principal and an Academic Staff Governor. The attendance of the College's Vice Principals at Committee meetings will be required.
- ii. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate. Such invited persons shall be entitled to speak at meetings but not have a vote.
- iii. The Chair and Deputy Chair of the Committee shall be selected by the committee.
- iv. Members of the Senior Management Team shall normally be invited to attend the committee's meetings. The committee may also invite other post holders to attend meetings as appropriate. Members of staff who may be invited to attend meetings shall be entitled to speak but not have a vote.
- v. The quorum for meetings of the committee shall be three members.
- vi. The Clerk to the Corporation shall act as Clerk to the committee.

#### **2. TERMS OF REFERENCE**

- i. To advise the Corporation Board on its responsibilities under Article 3 (1) a:  
'the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.'
- and 3 (1) aa:  
'publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.'
- ii. To advise the Corporation on the range, adequacy and relevance to stakeholders of the curriculum offer.
- iii. To advise the Corporation on the quality of education and other services provided by:
  - a. the Faculties and Units within the College; and
  - b. collaborative partnerships with other organisations.
- iv. To consider and appraise the academic performance of the College, including:  
achievements;  
examination results;  
retention and withdrawal rates;  
destinations;  
benchmarking and performance indicator data;

and make recommendations to the Corporation.

- v. To review and monitor progress against targets for academic performance and make recommendations to the Corporation.
- vi. To review and advise the Corporation on arrangements for self-assessment and inspection.
- vii. To monitor the College's quality assurance procedures and review the College's performance as measured by external agencies and other performance indicators and make recommendations to the Corporation concerning these.
- viii. To monitor all requirements of our partner quality agencies.
- ix. To advise on other matters relating to curriculum and standards that may be requested from time to time by the Corporation.
- x. To contribute to the annual self-assessment cycle, particularly in relation to governor self assessment.
- xi. To receive and consider termly safeguarding reports and to receive and consider the Safeguarding Policy for recommendation to the Board.
- xii. To approve an annual report on equality, diversity and inclusion and to draw key issues to the attention of the Corporation.
- xiii. To consider an annual report on complaints received from students and others and to approve the arrangements for dealing with such complaints.
- xiv. To consider staff development policy and practice and the Staff Development Report and approve the annual staff development plan.
- xv. Subject to Section 1i and 1iv above, to appoint to the committee such members, not being members of the Corporation, as may assist in the effective discharge of the committee's work.
- xvi. The committee shall meet at least once in each term and, after each meeting, shall report to the next meeting of the Corporation Board.
- xvii. To review the Committee's Terms of Reference annually and recommend them to the Board.

Reviewed by Curriculum & Standards Committee 14<sup>th</sup> November 2018  
Approved by Corporation Board 13<sup>th</sup> December 2018

## **FARNBOROUGH COLLEGE OF TECHNOLOGY**

### **FINANCE AND GENERAL PURPOSES COMMITTEE: TERMS OF REFERENCE**

#### **1. MEMBERSHIP**

- i. The committee shall comprise no more than **seven** members of the Corporation, including the Vice-Chair of the Corporation and the Principal but excluding members of the Audit Committee. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate. Such persons shall be entitled to speak at meetings but not have a vote.
- ii. The Chair and Deputy Chair of the committee shall be selected by the committee.
- iii. Senior Management Team shall normally be invited to attend the committee's meetings. The committee may also invite other post holders to attend meetings as appropriate. Members of staff who are invited to attend meetings shall be entitled to speak but not have a vote.
- iv. The quorum for meetings of the committee shall be three members.
- v. The Clerk to the Corporation shall act as clerk to the committee.
- vi. The committee shall meet at least once in each term and, after each meeting, shall report to the next meeting of the Corporation Board.

#### **2. TERMS OF REFERENCE**

##### **FINANCE**

- ai. To consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy.
- aii. To consider and advise the Corporation on the Corporation's annual financial statements.
- aiii. To consider and advise the Corporation on the Corporation's business strategy, including understanding the financial implications of strategic alternatives.
- av. To consider, review and report on the periodic management accounts of the Corporation and of any subsidiary trading companies or other joint ventures.
- avi. To consider any proposed capital projects and to advise the Corporation on their financial implications.
- avii. Recognising that it remains the Corporation's responsibility to approve the annual estimates of income and expenditure, ensure the solvency of the Corporation, and safeguard its assets, to consider and make recommendations to the Corporation on such matters.
- aviii. To advise the Corporation generally on investments and borrowings and to seek

appropriate advice from external sources.

- aix. To consider and make recommendations to the Corporation on any amendments to the Financial Regulations.
- ax. To discharge the specific powers, functions and responsibilities of the committee as set out in the Financial Regulations.
- axi. To consider and advise the Corporation on pay awards for the staff of the College with the exception of Senior Post Holders.
- axii. To consider and review the treasury function of the Corporation. This review is to ensure the most effective use of cash resource (capital and revenue) consistent with effective risk management.
- axiii. Corporation Board has delegated authority to the committee to:
  - approve the writing off of bad debts
  - approve a Treasury Management policy
  - approve the use of purchasing cards by staff
  - establish procedures to deal with any patents accruing to the College from inventions and discoveries.

## **GENERAL PURPOSES**

- bi. To consider and advise the Corporation on strategic matters relating to premises and estates.
- bii. To consider and advise the Corporation on all matters connected with the staffing of the college, including current and projected staffing needs and recruitment policy.
- biii. To receive and consider termly and annual health and safety reports, and to receive and consider the Health & Safety Policy for recommendation to the Board.
- biv. To consider and advise the Corporation as the Corporation may ask it to on such matters of general purpose which are not the remit of any other Committee of the Corporation.
- bv. To monitor the effective management of and compliance with all aspects of information governance.
- bvi. To review the Committee's Terms of Reference annually and recommend them to the Board.

## **STATEMENT OF FINANCIAL OVERSIGHT**

The F&GP Committee ensures that it fulfils its oversight of the financial sustainability of the College by:

- budgeting for surplus – recommending an annual surplus setting budget to the Corporation Board
- monitoring the highest rated financial risks from the College's risk register
- reviewing the long term financial sustainability of the College by receiving financial health dashboard information from the ESFA and expenditure projections and student number data to support the College's Transformation Strategy growth targets
- scrutinising the monthly management accounts
- reviewing the financial forecast and accompanying management commentary
- reviewing the audited financial statements and report on the external audit process
- overseeing the performance and management of the College's Treasury Management policy
- monitoring the financial implications of the College's pension provision
- reviewing major and minor capital project expenditure
- reviewing the College's financial policies such as its Financial Regulations, Annual Fees Policy, Supply Chain Fees Policy and College Refunds and Withdrawals Policy.

Reviewed by Finance & General Purposes Committee 22<sup>nd</sup> November 2018  
Approved by Corporation Board 13<sup>th</sup> December 2018

## **FARNBOROUGH COLLEGE OF TECHNOLOGY**

### **REMUNERATION COMMITTEE: TERMS OF REFERENCE**

#### **1. MEMBERSHIP**

- i. The committee shall comprise no more than six members of the Corporation, including the Corporation Chair. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate. Such persons shall be entitled to speak at meetings but not have a vote.
- ii. The Principal shall normally be invited to attend the committee's meetings, but shall withdraw from that part of a meeting at which her own terms and conditions of service are being considered. The committee may also invite other post holders to attend meetings as appropriate. Such post holders shall withdraw from that part of a meeting at which their, or equivalent, or more senior post holder's terms and conditions are being considered. The Principal and other post holders who may be invited to attend meetings shall be entitled to speak but not have a vote.
- iii. The Chair of the Corporation shall not be the Chair of the committee.
- iv. The Chair and Deputy Chair of the committee shall be selected by the committee.
- v. The quorum for meetings of the committee shall be three members.
- vi. The Clerk to the Corporation shall act as Clerk to the committee.

#### **2. TERMS OF REFERENCE**

- i. To determine the remuneration and other terms and conditions of senior post holders including the Clerk to the Corporation.
- ii. The committee shall meet at least twice per year and, after each meeting, shall report to the next meeting of the Corporation Board.
- iii. The committee shall set and review the Senior Post Holder's performance targets.
- iv. The committee shall review the Committee's Terms of Reference annually and recommend them to the Board.

#### **3. POINT TO NOTE**

If it is proposed to consider at a meeting of the committee the remuneration or conditions of service of the Clerk to the Corporation, the Chair (not the Clerk) shall send out the relevant papers for that meeting to the members of the Remuneration Committee.

Reviewed by Remuneration Committee 22<sup>nd</sup> November 2018  
Approved by Corporation Board 13<sup>th</sup> December 2018

## **FARNBOROUGH COLLEGE OF TECHNOLOGY**

### **SEARCH COMMITTEE: TERMS OF REFERENCE**

#### **2. MEMBERSHIP**

- i. The committee shall comprise no more than seven members, including the Chair of the Corporation and the Principal. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate. Such persons shall be entitled to speak at meetings but not have a vote.
- ii. The Chair and Deputy Chair of the committee shall be selected by the committee.
- iii. The quorum for meetings of the committee shall be three members.
- iv. The Clerk to the Corporation shall act as clerk to the committee.

#### **2. TERMS OF REFERENCE**

- i. To advise the Corporation on the appointment of external corporation board members and associate governors.
- ii. To advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee.
- iii. To gather nominations in respect of current and future vacancies on the Corporation, to determine and apply the processes whereby such nominations are screened and shortlisted, and, to advise the Corporation on the appointment of members of the Corporation as specified in the Instrument and Articles of Government.
- iv. To develop and maintain a suitable database of potential candidates and, as required, to advertise for persons who might be interested in either being added to the database or applying for actual or prospective vacancies.
- v. To initiate searches for potential candidates through consultation with local authorities, voluntary bodies, employers and any other appropriate source.
- vi. To undertake a skills audit at least every two years to identify the range of skills, experience and diversity on the board of the Corporation and evaluate future requirements.
- vii. To recommend the appointment of members of the Corporation to other committees of the Corporation, provided that such appointments shall be consistent with the agreed membership and terms of reference of the committees.
- viii. The committee shall meet at least once in each term and, after each meeting, shall report to the next meeting of the Corporation Board.
- ix. The committee will review new governance legislation and inform the Board accordingly.
- x. To advise the Corporation on succession planning for Board posts and College senior management.

- xi. To recommend to the Corporation any de-classification of historic confidential minutes.
- xii. To review the Committee's Terms of Reference annually and recommend them to the Board.

Reviewed by Search Committee 14<sup>th</sup> November 2018  
Approved by Corporation Board 13<sup>th</sup> December 2018

## **APPENDIX 2**

### **POLICY ON ATTENDANCE AT MEETINGS OF THE CORPORATION AND COMMITTEES**

1. Attendance at Corporation meetings of persons who are not members of the Corporation:
  - (a) Corporation meetings shall be attended by all Senior Postholders.
  - (b) All meetings shall be attended by the Clerk to the Corporation.
  - (c) Associate Governors are permitted to attend Corporation Board meetings but not vote. Members of the public are not permitted to attend Corporation Board meetings unless invited to attend by the Corporation but not vote. External co-opted members and other members of staff/public may be invited to attend by the Corporation. Persons who are not members of the Corporation will be required to leave the meeting at the discretion of the Chair when the Corporation discusses confidential items.
2. Attendance at Committee meetings of persons who are not members of the Corporation:
  - (a) Meetings shall be attended by the Senior Management Team as appropriate.
  - (b) All meetings shall be attended by the Clerk to the Corporation.
  - (c) Persons who are not members of the Committee will be required to leave the meeting when the Committee discusses confidential items.
  - (d) Meetings of the Audit Committee shall be attended by the Principal and the Director of Finance and Resources and other senior staff as appropriate at the request of the Committee.
  - (e) External Auditors may attend at any meeting of the Audit Committee and meetings shall usually be attended by the Internal Auditors.

## **APPENDIX 3**

### **PROCEDURE FOR THE REMOVAL OF MEMBERS**

#### **1. Resignation of a member**

A member may resign his/her office at any time by giving notice in writing to the Clerk to the Corporation (Clause 10 (1) of the Instrument of Government).

Upon receiving notice of a member's resignation, the Clerk will acknowledge receipt and the member shall cease to be a member as from the date of receipt of the letter of resignation (or such later date as may be agreed).

#### **2 Removal of a member**

(Clause 10 (2) Instrument of Government)

If at any time, the Corporation is satisfied that any member:-

- (a) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation or
- (b) is unable or unfit to discharge the functions of a member

the Corporation may by notice in writing to that member remove him/her from office and thereupon the office shall become vacant.

The Search Committee will at least annually consider the attendance record of members of the Corporation and recommend action to the Corporation.

If the Corporation propose to remove a member in accordance with Clause 10 (2) the Clerk to the Corporation shall notify the member concerned of the proposed action to be taken and the reason for it. Sufficient information shall be provided to enable the member to make appropriate representations on his/her behalf.

The Corporation will appoint a Committee of three members to hear the complaint and the member concerned will be given at least 7 days notice of the meeting of the Committee.

The member will be given the opportunity to make representations either in writing or to the meeting and shall have the right to be accompanied at the meeting.

Following the meeting, the Committee will make a recommendation to the Corporation on the action to be taken and whether the member should be removed from office.

The member concerned will also be given at least 7 days notice of the meeting of the Corporation at which the recommendation from the Committee will be considered and the member concerned will be given the opportunity to make representations either in writing or to the meeting. The member will also have the right to be accompanied at the meeting.

When it is proposed that a member should be removed in accordance with Clause 10 (2), the following resolution shall be put to the meeting:-

'That the Corporation is satisfied that (name of member) is unfit/unable to discharge the functions of a member/has been absent from meetings for a period longer than 6 consecutive months without the permission of the Corporation, and that the Chair of the Corporation be authorised to give notice to that effect in writing to (name of member) to remove him or her from office in accordance with clause 10 (2) of the Instrument of Government.'

Where such a resolution is passed, the notice shall be delivered to the last known address of the member and membership shall cease from the date of delivery.

### 3 Persons ineligible to be members

Clause 8 of the Instrument of Government details those persons who are ineligible to be appointed as member of the Corporation. Members who are appointed shall cease to be members in the following circumstances:-

- (a) A person who is appointed as a staff member in accordance with Clause 2(1)(e) of the Instrument of Government shall cease to be a member of the Corporation if he or she ceases to be a member of staff at the institution. The relevant member's term of office shall cease on the date the member ceased to be so employed.
- (b) A member who is not a student member in accordance with Clause 2(1)(f) of the Instrument of Government shall cease to be a member of the Corporation if he or she enrolls on a full time course at the institution. The relevant member's term of office shall cease on the date the member enrolls as a full time student.
- (c) A member who is adjudged bankrupt or has made a composition or arrangement with his creditors will cease to hold office as from the date he or she was adjudged bankrupt or made the composition or arrangement.
- (d) A member who is convicted in the UK, the Channel Islands or the Isle of Man of any offence and has passed on him/her a sentence of imprisonment (whether suspended or not) for a period of not less than three months without the option of a fine shall cease to hold office from the date the sentence is passed.

Any member of the Corporation becoming disqualified from holding office shall forthwith give written notice to the Clerk to the Corporation of that fact. The Clerk will acknowledge the notice and confirm that the member's term of office has ceased.

Implemented November 2007

## **APPENDIX 4**

### **POLICY ON ACCESS TO MINUTES AND PAPERS OF THE CORPORATION AND COMMITTEES**

1. The agenda of each Corporation and Committee meeting (except for Search and Remuneration Committees) will be made available for public inspection on the college website.
2. Non confidential papers considered by the Corporation will be made available upon request to the Clerk of the Corporation.
3. Non confidential minutes of the Corporation and Committees will be made available on the college website and access to non-confidential minutes of meetings of the Corporation and Committees are available upon request to the Clerk to the Corporation.
4. The following criteria have been approved in considering whether material should be dealt with on a confidential basis:-
  - (a) Due regard shall be taken of the need to ensure openness in relation to the proceedings of the Corporation and its standing Committees and to the requirements of the Instrument and Articles of Government
  - (b) Due regard should be given to the recommendations of the Nolan report that holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
  - (c) Examples of material which may be considered to be confidential are:-
    - (i) Material relating to a named person employed at or proposed to be employed at the institution (this will also apply to prospective members of the corporation)
    - (ii) Material relating to a named student at, or candidate for admission to, the institution
    - (iii) Information relating to an identifiable group of staff or students at the institution
    - (iv) Information relating to contract negotiations
    - (v) Commercially sensitive information
    - (vi) Information which may have long term legal implications or contain legal advice which if revealed may prejudice the colleges position
    - (vii) Other sensitive information which if widely available would detrimentally affect the college. This would include the financial or other stability of the college.
  - (d) The reasons for the decision to require any material to remain confidential shall be duly recorded in the minutes of the meeting and the period for which it is to remain confidential.
  - (e) The Corporation and Committees will review items which have been identified as confidential bi annually and shall release information which has not been identified as being confidential indefinitely when this no longer requires to be held confidentially.

Implemented November 2007

**FARNBOROUGH COLLEGE OF TECHNOLOGY**

**CODE OF CONDUCT FOR CORPORATION MEMBERS**

**1. INTRODUCTION**

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Principal as the Chief Executive. This Code is therefore aimed at promoting effective, well informed and accountable college governance. It is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in Schedule 1.
- 1.3 If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. Ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity however rests with the individual Corporation Member.
- 1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Corporation Members may be appointed.
- 1.5 By accepting appointment to the Corporation, each Corporation Member agrees to abide by the provisions of this Code.
- 1.6 Each Corporation Member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause 10 of the Corporation's Instrument of Government.

**2. INTERPRETATION**

- 2.1 In this Code the following expressions shall have the following meanings:

*Code of Good Governance* - the Code of Good Governance for English Colleges issued by the AoC Governors' Council in March 2015

*College* - Farnborough College of Technology

*College Mission Statement* - means the statement at clause 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time

*College Core Values* - those Core Values set out at clause 3.1 of this Code or such other core values as may be agreed by the Corporation from time to time, for example in a Public Value Statement

*Corporation* - the college corporation which was established and designated by the Secretary of State for the purpose of conducting the College

*Corporation Member, Chair, Principal and Clerk* - mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal/Chief Executive of the College and the Clerk of the Corporation

*DfE* - the Department for Education

*ESFA*

the Education and Skills Funding Agency or any successor body;

*Foundation Code* - the English Colleges' Foundation Code issued by the Association of Colleges in November 2011

*Secretary of State* - the Secretary of State for Education.

- 2.2 All other definitions have the same meanings as given in the College's Instrument and Articles of Government and words importing one gender import any gender.

### 3. **AIMS AND VALUES**

#### 3.1 Mission

A Community University that serves businesses and people across the region.

Vision

100% of programmes help people gain skills and experience to be successful in life.

Values

- Collaborative
- Openly transparent
- Respectful
- Inclusive
- Socially responsible

Culture

- People centric
- High performing
- Innovative
- Entrepreneurial
- Systematic

#### 3.2 Our Single Transformational Goal

Outstanding and expanding 21<sup>st</sup> century entrepreneurial college with a reputation for being innovative, learner and employer centric.

Five Enabling Goals

1. Maintain our excellence trajectory to be a model of best practice – renowned for innovation and high performance.
2. Retain 'outstanding financial health' by diversifying our income streams and evolving finance as a strategic asset.
3. Improve the estate and use of technology to enhance the learning environment and sustainability within a 21<sup>st</sup> century college.
4. Forge greater partnerships to grow from a position of strength.
5. Develop a marketing plan that supports this strategy to increase participation, enhance reputation and the bottom line.

- 3.3 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Corporation Members should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 3.4 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to:
  - 3.4.1 having close regard to the voice of the learner;
  - 3.4.2 combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act;
  - 3.4.3 upholding the principles set out in the College's Student Charter, copies of which are available from the Clerk; and
  - 3.4.4 engaging with the community which the College serves in order to understand and meet its needs;
  - 3.4.5 observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.

- 3.5 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

#### **4. DUTIES**

- 4.1 Corporation Members are in the position of charity trustees and as such 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 Corporation Member should act honestly, diligently and (subject to the provisions appearing in clause 10 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by Corporation 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, Corporation Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).
- 4.3 Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Schedule 4.
- 4.4 Corporation Members should comply with the Standing Orders and Terms of Reference of the Corporation and its Committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Corporation Members must keep those

Standing Orders and Terms of Reference under periodic review.

- 4.5 Corporation Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in Schedule 4. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior postholders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Corporation Members should refer to the Clerk for advice relating to the governance functions which are set out in Schedule 4 and have regard to the Clerk's independent advisory role.

## 5 **STATUTORY ACCOUNTABILITY**

- 5.1 Corporation Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the ESFA as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum with the ESFA is set out in Schedule 5.
- 5.2 Although the ESFA is the main provider of funds to the College, Corporation 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. Where funding is received directly from HEFCE the College will have a memorandum of assurance and accountability with HEFCE which sets out the basis on which such funding is provided. Where HEFCE funding is received indirectly via a collaboration with a HEFCE funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.
- 5.3 As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. 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 ESFA's Chief Executive, 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.

## 6 **PUBLIC SERVICE VALUES**

- 6.1 Although further education corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. In particular, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in Schedule 2 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Member, and should underpin all decisions taken by the Board.

## **7. SKILL, CARE AND DILIGENCE**

7.1 A Corporation Member should in all his or her work for the College exercise such skill as s/he possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Corporation Members act as agents of the College, for example, when functions are delegated to a Committee of the Corporation or to the Chair. Corporation Members should be careful to act within the Terms of Reference of any Committees on which they serve.

## **8. POWERS**

8.1 Corporation 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. A summary of those powers is set out in Schedule 6. If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, s/he should immediately refer the matter to the Clerk for advice.

## **9. CONFLICTS OF INTEREST**

9.1 Like other persons who owe a fiduciary duty, Corporation 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 Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Corporation Members are reminded that under the College's Instrument of Government and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods 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 other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.

9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Corporation Member or of a close relative of the Corporation Member or his/her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then:-

- 9.3.1 the interest, financial or otherwise, should be reported to the Clerk;
- 9.3.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
- 9.3.3 if the Corporation Member concerned is present at a meeting of the Corporation, or any of its Committees, at which such supply, contract or other matter constituting the interest is to be considered, s/he should:
  - 9.3.3i not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
  - 9.3.3ii withdraw from that Corporation or Committee meeting where required to do so by a majority of the Members of the Corporation or Committee present at the meeting.

9.4 For the purposes of clause 9.3 'close relative' includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.

- 9.5 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 9.6 Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's Anti-Bribery Policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to 'interest' in clauses 9.3 and 9.4 of this Code.

## **10. COLLECTIVE RESPONSIBILITY**

- 10.1 The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video-conference and by alternate methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not s/he was present at the meeting of the Corporation when the decision was taken.
- 10.2 If a Corporation Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, s/he should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chair or of any five Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively, as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chair.

## **11. OPENNESS AND CONFIDENTIALITY**

- 11.1 Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Corporation Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Corporation Members save for those Members who have a conflicting interest in the

particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or a collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000.

- 11.3 Staff and Student Corporation Members have, however, 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.
- 11.4 It is important that the Corporation and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Corporation Members with a shared corporate responsibility for decisions. Corporation Members should keep confidential any matter which, by reason of its nature, the Chair or the Members of any Committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 11.5 Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its Committees without first having obtained the approval of the Chair, or in his/her absence, the Vice-Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its Committees.

## 12 COMPLAINTS

- 12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Corporation Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.
- 12.2 Under the ESFA's Financial Memorandum with colleges (Part 2, clause 19.4), students, employers and other third parties have a right to make a complaint to the ESFA in respect of the College or of any of its decisions, and this right is referred to in the College's relevant complaints and disciplinary procedures. Corporation Members in particular are reminded that under the [E]SFA's Procedure for dealing with complaints about Providers of Education and Training (October 2015) the [E]SFA:
  - 12.3 can investigate complaints about quality or management of learning provision, undue delay or non-compliance with published procedures, poor administration by the Provider, equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunals or other organisations), health and safety concerns (unless these are matters for the Health and Safety Executive) and complaints made by learners following HE courses in FE colleges;

- 12.4 will not investigate complaints about examination results or curriculum content where a more appropriate form of redress would be the examining body or Ofqual, individual employment issues, contractual disputes, matters which are the subject of legal action or complaints about higher education courses in colleges (which should be referred to the Office of the Independent Adjudicator).

### **13 ATTENDANCE AT MEETINGS**

- 13.1 A high level of attendance at meetings of the Corporation is expected so that Members can perform their functions properly. Membership of at least one standing Committee of the Corporation is normally part of a Corporation Member's commitment and regular attendance at meetings of the Committee is also expected.

Corporation Members are expected to thoroughly prepare for meetings of the Board and its Committees and should acknowledge that this may involve additional visits to the College.

### **14 GOVERNANCE DEVELOPMENT**

- 14.1 The Corporation shall seek to ensure that all Corporation Members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the College's Articles of Government.
- 14.2 Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Corporation Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self-evaluation.

I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES

<b>Signature</b>	
<b>Dated</b>	

*[The schedules and supporting documents referred to in the text have not been reproduced within these Standing Orders]*

**CODE OF ETHICS**

The college recognises that in all its activities, it is important to develop and promote a set of core values, relevant to its mission to provide high quality learning opportunities for students.

Its obligations to all those with whom it has dealings is recognized- students, employees, suppliers, other educational institutions and the wider community – and also to the taxpayer and as an institution within the public sector, the college accepts that those values must be in conformity with the principles laid down by the Nolan Committee for those holding public office and is committed to maintaining those standards by implementation of practices which promote those values and by providing avenues for breaches to be investigated.

The principal values of the organization and the practices/procedures underpinning those values are:-

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**Openness** - To maintain openness about all decisions and actions taken and give reasons. Information will be restricted only when absolutely necessary.

- *Policy on access to minutes and papers*
  - *Complaints procedure*
  - *Publication of minutes*
- 

**Integrity** - To deal fairly and equally with staff, students, competitors, partners and suppliers to establish mutual trust and understanding

- *Staff grievance procedures*
  - *Financial regulations*
  - *Student code of conduct*
  - *Staff code of conduct*
  - *Disciplinary and Dismissal procedures*
  - *Corporation code of conduct*
- 

**Equality of Opportunity** - To provide equal opportunities and access for all students and staff

- *Disability statement*
  - *Equal Opportunities policy*
  - *Maternity Policy*
- 

**Quality** - To raise aspirations and achievements by satisfying the needs of the Community and local industry. To put the student first and to take all steps to match the students needs to the provision.

- *Strategic plan*
  - *SAR*
- 

**Freedom of Speech** - To encourage freedom of speech in an open and supportive culture amongst staff and students.

- *Staff code of conduct*
- *Disclosure procedure*
- *Complaints procedure*

- Accountability** - To ensure actions and decisions are open to challenged, are reported fairly and accurately and that the college can be held accountable by its staff, students and the community.
- *Corporation's public access policy*
  - *Grievance and complaints procedures*
  - *Health and Safety Policy*
- 

- Honesty** - To give accurate information in all advertising and public communications and deal honestly with suppliers and other institutions. Similarly to provide accurate and timely information to staff and students.
- *Publication of minutes*
  - *Contracts*
  - *Financial Regulations*
- 

- Leadership** - To provide an example of good practice and to demonstrate continued improvement to give an example of possible achievement.
- *Retention and achievement*
  - *Financial stability*

- Selflessness** - To appoint officials not motivated by financial gain or other material benefits and who are appointed on the basis of skills and expertise.
- *Corporation membership*
  - *Declarations of interest*
- 

- Objectivity** - To carry out its business and make appointments, award contracts or Recommend individuals objectively and on the basis of merit.
- *Financial regulations*
  - *Corporation appointments policy*
  - *Equal opportunities policy*
- 

- Public Service** - Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.
- 

- Respect** - Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.
- 

Implemented November 2007

**Farnborough College of Technology  
Governor Recruitment Policy**

**1. General**

1.1 The Corporation Board appoints all Governors with the exception of those appointed by the Secretary of State through the application of his/her statutory powers.

1.2 As stated in the Standing Orders of the Corporation '*The Search Committee appointed by the Corporation shall be charged with identifying and advising on appointment of new members*'.

1.3 The Corporation Board recognises that a diverse Board provides a richer perspective with a breadth of experience, skills and competencies which enables better decision making and promotes better understanding of learner, staff and community needs. Search Committee will endeavour to monitor the skills base of the Corporation Board to ensure that it is balanced in terms of expertise, and as far as is reasonably practicable, that it reflects the composition of the local community regarding gender, ethnicity, age and other protected characteristics.

**2. Recruitment**

2.1 Search Committee will maintain a Vacancy List to assist in the identification of suitable candidates. The Vacancy List will consist of immediate vacancies and horizon scan forthcoming vacancies. Each vacancy will include the desired skill set and expertise, with reference to vacancies on sub-committees. The Vacancy List will be reviewed at each Search Committee meeting and reported to the Board.

2.2 To attract a wide field of candidates a variety of recruitment methods will be deployed. Existing Corporation Board members are encouraged to bring a vacancy to the attention of any persons they think may be suitable for consideration.

2.3 The Clerk to the Corporation will send an information pack to interested applicants consisting of the College application form, Skills Audit Form, Governor role description, broad criteria for appointment as a Board member, and details of the current membership of the Board.

2.4 Applicants will be required to complete and return the College application form and skills audit forms and may also submit their CV.

2.5 Applications received from potential candidates will be circulated by the Clerk via email to Search Committee members. If two or more members of Search Committee agree the candidate will progress to the selection process.

2.6 The selection process will consist of an interview with at least two Search Committee members. The Chair of Corporation and Principal will also be invited to attend. Following that interview a majority decision will be taken to either:

- Recommend for immediate appointment
- Hold until an identified vacancy arises
- Decline

The Vacancy List would then be updated accordingly.

2.7 The choice of preferred candidate would be made on the basis of best meeting the needs of the Corporation Board so that it has the capacity to carry out its duties and responsibilities effectively and efficiently. Within this overall aim it is also desirable to achieve a balance of relevant skills, experiences, gender, ethnicity, age and backgrounds across the Corporation Board.

2.8 If the interview panel recommend the applicant's immediate appointment then the Clerk will email all members of Search Committee to inform them of this and allow opportunity for any questions or discussion via email.

2.9 Search Committee will make recommendations on all appointments to the Corporation. Prior to the next Board meeting the Clerk will email the applicant's paperwork to all Board members in order to allow full Board scrutiny of Search Committee's recommendation. Any issues raised at this stage would be discussed by the Chair of Corporation, the Principal, Chair of Search and the Clerk. Assuming that all is in order then a paper recommending the appointment would go forward to the next Board meeting which the applicant would be invited to attend.

2.10 A flowchart setting out the process for recruiting external Governors is attached at the end of this document.

### 3. Skills Audit

3.1 To ensure that the Corporation Board is given the most effective advice on the appointment of Governors and succession planning, an important function of the Search Committee is to monitor the skills base and composition of the Corporation Board to ensure that it is balanced in terms of expertise, as well as reflecting the gender, ethnicity, cultural, age and protected characteristics balance of the community served by the college. A regular Skills Audit will therefore be required to be undertaken by Search Committee.

### 4. Expiry of the term of office of an existing Governor

4.1 The Vacancy List received by Search Committee will contain the name of any Governor whose term of office is nearing its expiry. This will enable the Committee to report to the Corporation Board before the term of office expires. When the Governor under consideration is a member of the Search Committee that Governor shall withdraw from that part of the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.

4.2 Search Committee will consider whether to make a recommendation to Corporation Board to re-appoint based on:

- Whether the skills and experience of the Governor are still required
- Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Corporation Board
- The Governor's contribution and commitment to the Corporation Board's work
- The length of the Governor's previous service to the Corporation Board.

## 5. Appointment

5.1 The Corporation will consider the recommendations from the Search Committee and make appointments and confirm the period of membership.

## 6. Induction Procedures

6.1 The Clerk will undertake initial compliance checks on a newly appointed Governor to include:

- DBS disclosure
- Eligibility to be a Member of the Corporation
- Declaration of interests
- Code of Conduct

6.2 At the first meeting of a sub-committee and Corporation the new Governor will be welcomed. If appropriate a 'buddy' may be appointed linking the new Governor with a more experienced Governor.

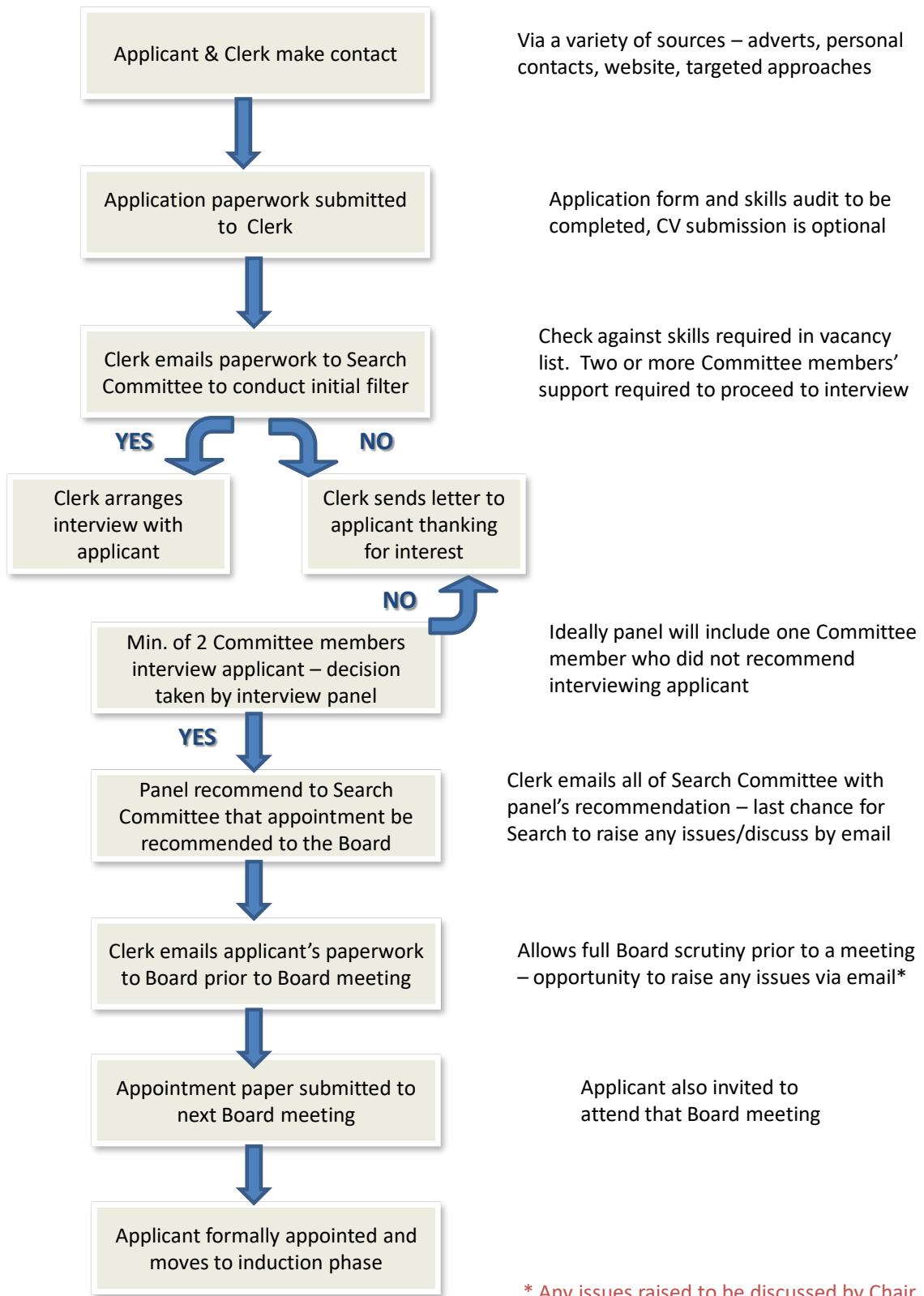
6.3 An induction pack containing the following electronically (or hard copy on request) will be provided:

- Instrument and Articles
- Standing Orders
- Committee Terms of Reference
- Code of Good Governance for English Colleges
- Calendar of meetings
- Contact details for Corporation Board
- Governor Biographies
- Governor's Handbook
- Strategic Plan
- Ofsted Report
- Financial Regulations
- Latest accounts

## 7. Governors' Training

Arrangements for training of Governors will be as prescribed by the Corporation to include in-house, on-line and external training sessions.

## External Governor Recruitment Flowchart



\* Any issues raised to be discussed by Chair, Principal, Chair of Search and Clerk.

**COMPLAINTS AGAINST THE CORPORATION, BOARD MEMBERS AND THE CLERK**

1. A complaint against the Corporation, a Board Member (including the Principal/Chief Executive if the complaint relates to his/her role as a Board Member) or the Clerk to the Corporation may be made by an individual or an organisation in relation to his/her or their dealings with the College. Complaints must relate to:

the performance by the Corporation, a Board Member or the Clerk of the functions respectively allocated to them under the Articles of Government of the College; and/or

the exercise by the Corporation of its powers; and/or

any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members or the ESFA Financial Memorandum or EFA Funding Agreement.

All complaints should be made in writing, identifying the complainant<sup>1</sup> and addressed to the Clerk to the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation) at the College's address.

2. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and if appropriate provide copies of any related documentation. The complainant should also state the remedy he/she is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the Clerk since these are decisions for the Principal/Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.

3. The Clerk to the Corporation/Chair of the Corporation will:

acknowledge receipt of the complaint within seven working days; and

refer the complaint to one or more of the following for investigation: the College's Audit Committee; one or more Board Members; a person (nominated by an external sector body) who has substantial experience of college governance (provided in each case that they have not been involved in the matters subject to the complaint).

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<sup>1</sup> Where the complainant has indicated that he/she wishes to remain anonymous he/she should be warned that in order to take effective action in respect of the complaint it may be necessary to reveal his/her identity on a "need to know" basis during any investigation. Where a complaint is received anonymously, it will not be appropriate to ignore such correspondence. Steps should normally be taken to establish whether, on the information available, a problem can be identified. If a problem is identified, remedial action should be taken. It may, however, be difficult to carry out a more detailed enquiry into a complaint without being able to interview the complainant and obtain the information that would be necessary to undertake a more robust enquiry.

4. Such person(s) shall:

consider the complaint and, if necessary in order to determine disputed issues of fact, interview the complainant and those subject of the complaint<sup>2</sup>. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and

produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event, they shall produce an interim report within 28 days of the complaint being referred to them.

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

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2 There is no legal right to be accompanied at such meetings but consideration may be given to whether interviewees should be entitled to be accompanied and, if so, by whom.

## **APPENDIX 9**

### **POLICY ON PUBLIC ACCESS TO CORPORATION REGISTERS**

#### **1. REGISTER OF INDIVIDUAL MEMBERS**

The register of individual members of the Corporation will be made available for public inspection by contacting the Clerk to the Corporation. The home addresses and home telephone numbers of Corporation members will not be disclosed, and where work addresses are not available if requested by the member the member's address will be c/o Farnborough College of Technology.

#### **2. REGISTER OF MEMBER'S INTERESTS**

Members of the Corporation are required to complete on an annual basis a form disclosing financial and other interests of themselves and close family members. A schedule of interests is prepared from the completed documentation and it is that schedule which is available for public inspection

The Schedule of Members interests will be available for inspection by request from the Clerk to the Corporation during normal office hours.

No copies of the register of interests shall be taken and details of members' private addresses and telephone numbers will not be disclosed.

## **Appendix 10**



Farnborough College  
of Technology

<b>Name of Policy</b>	Public Interest Disclosure (Whistle-blowing)
<b>Year</b>	January 2021
<b>Policy owner</b>	Deputy Principal
<b>Corporation approval</b>	Audit committee

### **1. Introduction**

- 1.1 The College is committed to maintaining the highest standards of honesty, openness and accountability and to conducting its business in a responsible way, taking account of public funds, the requirements of funding bodies and the standards required in public life.
- 1.2 The College recognises that from time to time individuals may have a genuine concern about an actual or potential risk, fraud or other illegal or unethical conduct.
- 1.3 This policy seeks to reassure individuals that it is acceptable and safe for them to raise such concerns without the fear of detriment and to provide a clear procedure for doing so. All the disclosures (i.e. the sharing of information relating to potential wrongdoing) will be acted upon promptly, sensitively, fairly and properly. All disclosures will be treated confidentially to the extent that this is compatible with a thorough investigation and where this is deemed to be necessary.
- 1.4 This policy incorporates the requirements of the Public Interest Disclosure Act 1998, which was introduced to encourage employees to raise concerns in a responsible way where they believe there is malpractice or wrongdoing and when they do so, to protect them from detriment.
- 1.5 The purpose of the legislation is to encourage employees to raise their concerns through appropriate channels rather than, for example, publishing them in the media.

The Public Interest Disclosure procedure provide for the implementation of 1.2 by:

- 1.5.1 Defining the routes for internal and external disclosures.
  - 1.5.2 Stating that disclosures which are made without malice and in good faith will not lead to detrimental actions being taken against the member of staff making the disclosure.
  - 1.5.3 Safeguarding the confidentiality of those making disclosures.
- 1.6 The procedure being followed does not seek to modify the statutory rights of staff in connection with public interest disclosures.

1.7 The procedure provides an opportunity for detecting and dealing with malpractice at an early stage and as such is to be used to avert potentially, adverse and damaging publicity.

## **2. Scope & Purpose**

2.1 The following persons are defined as coming within the scope of the procedure:

- all employees of the College including apprentices, interns, casual and temporary staff.
- self-employed persons working under contract to the College, contractors and suppliers, except as excluded at 2.2 below;
- workers whose services are supplied through an agency.

2.2 The following persons are excluded from the procedure:

- governors (except staff governors)
- students (except if employed by the College)
- self-employed professionals, such as accountants and solicitors, operating under client confidentiality.

2.3 The procedure covers instances where an employee has reasonable grounds for believing that malpractice has occurred, is occurring or is likely to occur. Malpractice is taken to include but the list is not exhaustive:-

- the committing of a criminal offence such as theft, fraud, bribery, corruption, financial irregularities, dishonesty, sexual offences, physical assault, malicious damage to College property, illegal use of drugs or drink.
- failure to comply with a legal obligation;
- creating or ignoring a risk to health and safety;
- creating or ignoring a risk to the environment;
- acting so as to create a miscarriage of justice, for example over a student or staff disciplinary matter;
- a serious breach of the College codes of conduct;
- the deliberate concealment of information concerning any of the above.

2.4 The procedure does not cover:

- grievances about an individual or collective employment situation;
- disagreement about College policy where this has been enacted in conformity with the Articles and Instruments of Government.

## **3 Raising a Complaint**

3.1 An employee may choose to raise concerns with their line manager. The manager will report the matter to the Principal or Clerk to the Corporation. The matter will then be followed up by either of these individuals, requesting that one of the designated persons listed below, meet with the employee to discuss their concerns. Or in exceptional circumstances a decision will be made to proceed directly to the action set out in 3.6 of this procedure. The employee will be informed of any intended action no later than five working days after the matter has been raised and reported to the Clerk or the Principal.

3.2 An employee may choose to raise their concern by approaching any one of the following *designated persons*:

- Deputy Principal
- Vice Principal
- Head of HR

The chosen designated person will arrange a confidential meeting to discuss the concern.

- 3.3 The employee may express their concern by writing to a designated person prior to their meeting to discuss matters. Alternatively, the employee may prefer to raise the matter orally only at the meeting. In either case the designated person will take full written private notes of the meeting, which should not identify the complainant.
- 3.4 The designated person will report orally the alleged malpractice either to:
  - the Principal, or
  - the Vice-Chair of the Corporation Board.
- 3.5 The report will not include the name of the employee raising the concern, without that person's express permission. It will be a serious disciplinary offence to communicate the employee's name to the alleged perpetrator of malpractice.
- 3.6 The Principal or the Vice-Chair, will decide from among the alternative course of action, following consultation with the College's legal advisers, if appropriate:
  - to establish an Enquiry Panel under the College Disciplinary procedures where a breach of the staff code of conduct, or some other serious disciplinary offence has been alleged;
  - to inform the Chair of the Audit Committee of the intention to commission the College's internal auditors to investigate the allegation and submit a report to that Committee;
  - to inform the Chair of the Board of the intention to request that the appropriate regulatory body (for example, an examining or awarding body, the Health and Safety Executive) investigate the allegation and make their report available to the Board;
  - to inform the Chair that the matter is being placed in the hands of the police;
  - to advise the Chair that a complaint has been made but that no action is being taken under these procedures.

After receiving the report either of an internal Enquiry Panel or of an external investigation, the Principal or the Vice-Chair will consider what action, if any, should be taken under the College's Disciplinary procedures.

- 3.7 The employee originating the concern must be informed orally, by the designated person, of any decision concerning action intended to be taken by the College within five working days of the concern having been raised with them. In the event of a decision to take no action under these procedures, the employee may be advised by the designated person as to whether action is being taken by the College, or is capable of being initiated by the employee, under an alternative and appropriate procedure. The designated person should make a private note of the meeting.

## **4 Employee Safeguards**

- 4.1 An employee who has reasonable grounds for suspecting malpractice should, in the

first instance, follow the internal procedure outlined in Section 3.

- 4.2 An employee who complains internally about malpractice in good faith and for reasons other than personal gain will not, as a result of making the complaint, suffer detriment in any aspect of their employment relationship with the College.
- 4.3 Where an employee can show reasonable grounds for believing that notwithstanding the procedure and safeguards outlined in 4.1 and 4.2

- they will be subject to detrimental treatment if they raise the matter internally;
- the relevant evidence will be concealed or destroyed by the employer;
- having made a disclosure according to the procedures outlined at 3.1 and 3.2, the response of the College cannot reasonably be taken as appropriate;

then, *in any of these circumstances*, they have a statutory right to make a public interest disclosure. Such a disclosure must be made in good faith, be substantially true, and not made for personal gain.

- 4.4 The College recognises the right of employees to consult their legal adviser at any time in a matter of public interest. Should an employee believe that circumstances have arisen as described in 2.3, they are strongly advised to seek legal advice as to whom it might be reasonable to make disclosure and the extent of statutory protection likely to be afforded. It should be noted that where an appropriate regulatory body exists, disclosure should, in the first instance, be made to the regulator. List of all regulatory bodies can be found at <https://wwwbritishservices.co.uk/association.htm>
- 4.5 The College recognises the right of public interest disclosure, but must also safeguard its own interest against attempts at improper exercise of that right. Where an external disclosure:

- falls outside the limits identified at 2.3 or
- is made maliciously or viscously

then the safeguards described at point 4 will not apply. In these circumstances, action will be taken under the College disciplinary procedures and consideration be given as to whether a breach of the employee's duty under the contract of employment has occurred.

## **5. Monitoring**

The Principal or Clerk to the Corporation will report to the Corporation the number and nature of disclosures, which have been made. Complainants' names will not be disclosed in the report.

Updated January 2019

## **RELATIONSHIP BETWEEN GOVERNORS AND THE EXECUTIVE**

*'Governance is the act of governing – not managing. Governance provides strategic leadership and direction to an organisation. It sets and approves policies and the budget, defines expectations, delegates powers, and verifies performance towards delivering its strategic aims and objectives. The most important aspect is an appropriate division of responsibilities between strategic governance by the governing body and operational management by the College's senior management team led by the Principal. This approach would be underpinned by the right level of checks and balances.'*

(Definition of good governance from *Creating Excellence in College Governance*, report by Susan Pember, AoC 2013)

Fundamentally, governance is focused on the strategic direction of the college, settings its aims and monitoring its performance, not only financially but in teaching and learning and learner outcomes. Governors do not manage the college; a Chief Executive and managers are employed to do that, however, governors are accountable for the way public funds are used.

The role of the governing body is to ensure that the college is being managed well by being informed at an appropriate level and asking appropriate questions. Governors should not be seeking every detail of college performance but do require an overview of data that indicates trends and issues and compares performance with other providers.

Leadership of colleges is shared between governance and management working in partnership to provide the best possible quality of provision for learners, employers and the community, within a broader national and international context. But beneath these abstract concepts it is people in the roles of governors and managers who observe the distinctions or blur them. It is possible to characterise differences between governance and management, for example:

<b>Governance</b>	<b>Management</b>
Strategic Policies	Operational Procedures
Ends	Means
Mission, vision and values	Proposals to consider and then action
Key performance indicators	Detailed performance reports
Quality overview	Self assessment processes and action plans
Frameworks	Implementation
Strategic plan	Propose plan/deliver it
Financial solvency and monitoring	Budget planning and implementing
Oversight of resources	Planning and deployment
Scheme of delegation	Delegated action
Framework of pay and conditions	Implementation
Considers external partnerships and collaboration	Represents the College locally and nationally building positive relationships
Well informed awareness of college life	Daily attention
Teaching and learning overview	Managing teaching and learning and observations
Non-executive	Executive
Accountable to statutory bodies and the local community	Accountable to the Board

