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To be read in conjunction with the Instrument & Articles of Government and the Governors' Code of Conduct

1. INTRODUCTION**1.1 Legal Framework**

The Corporation was established by the Further and Higher Education Act 1992. The precise legal framework under which the Corporation operates is detailed in the regulations commonly known as the Instrument and Articles of Government.

Due to the status of a Further Education College as and exempt Charity, the Members of a Further Education Board of Governors are also governed by Charity Law, in their role as Charity Trustees (Charities Act 2010).

The Board of Governors has the powers to set up subsidiary companies without seeking consent from the Funding Agency, within guidelines set out in policy provided by the Funding Agency. The rules of Company Law, as set out by the Companies Act 2006) shall also apply to these Companies.

1.2 Interpretation

These Standing Orders and Board Procedures supplement the Instrument and Articles of Government. The ruling of the Chair, at any meeting, as to the particular interpretation of any of these Standing Orders and Board Procedures shall be final and shall not be challenged by the meeting. The role of the Clerk is to advise the Chair on any interpretation.

1.3 Clerk to the Governors

The Governing Body's principal advisor on the interpretation of the Instrument and Articles of Government and the Standing Orders and Board Procedures shall be the Clerk appointed by the

Governing Body to undertake that role. Notwithstanding any other Senior Management role the person appointed as Clerk may have in the College, in undertaking the duties of Clerk, he or she remains directly accountable to the Governing Body and not to the Principal or to any other member of the College's Management.

2.THE CONDUCT OF GOVERNORS

2.1 Code of Conduct

The Governing Body has adopted a Code of Conduct as a benchmark for its members on the standards expected of them and to assist them in carrying out their duties in accordance with the recommendations of the Nolan Committee on Standards in Public Life. The Governing Body's policy is that rather than individual members signing a copy of the Code, in accepting appointment to the Governing Body members are deemed to subscribe to and observe the Code to the best of the members' abilities. This requirement shall be referred to in each appointment letter and a copy of the Code enclosed with the formal appointment documents.

2.1 General expectations of conduct

Members of the Board of Governors have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Board of Governors;
- Demonstrate a high level of commitment to the College's vision;
- Operate within the governance framework of the College

Responsibility for the appropriateness of conduct as a Governor of a corporate body and for any act or omission in that capacity rests with the individual Member.

Every Governor shall be bound by these Standing Orders

2.2 Standards of public life and code of conduct

Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Members are expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report, "Standards in Public Life", for those holding public office. These are provided in full in Appendix A.

2.3 Independence and Other Interests

Decisions made at meetings of the Board of Governors and its Committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The "benefit of the College" can be taken to mean, first and foremost, the interests of its students and other users of the College's services, and must not allow any sectional interest to take precedence. In particular Members are not appointed as "representatives" or "delegates" of any outside body, and may not lawfully be bound by mandate given by others.

Governors must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Board of Governors. An "interest" means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Member's independent judgement.

Governors who have an interest in the matters relating to the Institution cannot vote on any question with respect to it nor may they be counted towards quorum for the issue. They are not however excluded from the meeting unless the Board of Governors votes to exclude them

Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of gifts, hospitality or benefits made to a Governor in their capacity as Governor, exceeding an estimated £25 in value, should immediately be reported to the Clerk in line with the College Bribery Policy.

The Clerk maintains and updates annually a Register of Interests, which is open for public inspection. Governors are invited to disclose routinely to the Board all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost.

2.4 Collective Decision Making

The Board of Governors operates by Members taking majority decisions at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Members collectively and each individual Member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

If a Member disagrees with a decision they may request that their disagreement be minuted.

It is important that the Board of Governors and its Committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members with a shared corporate responsibility for decisions and due respect for the opinions of all Members. Dependent upon the nature of the business under discussion, Members should keep confidential any matter which the Board considers to be confidential.

2.5 Communication on behalf of the Board

Unless otherwise agreed by the Board of Governors in individual circumstances statements on behalf of the Board will only be made by the following:

- the Chair and Vice Chair/s
- the Principal and Chief Executive or his representative
- the Clerk

It is the responsibility of the Clerk to the Corporation to conduct all correspondence on behalf of the Board and to respond to correspondence from staff, including representatives of the staff. This will be undertaken following consultation with the Chair of the Board and/or the Principal and Chief Executive.

It is unethical for Members to publicly criticise, canvass or reveal the views of other Members, which have been expressed at a meeting of the Board or its committees.

2.6 Attendance

All members are expected to attend meetings of the Board of Governors and any committee of which they have membership to the best of their ability. Members will also be allowed to attend committees of which they are not a member, with the consent of the relevant Chair.

The Board of Governors recognises that all members are volunteers and that there will be times when individuals' attendance may vary. Members are asked to give the Clerk as much notice as possible if they are unable to attend a meeting. This ensures that apologies for absence are registered at the meeting and allows the Clerk to judge if the meeting will be quorate.

The Clerk maintains a record of attendance by all members. A report on Members' attendance will be produced annually by the Clerk and presented to the Search and Governance Committee of the Board of Governors. Individual attendance is reported in the Annual Report and Financial Statements as a Funding Agency requirement.

The Board of Governors has determined a performance indicator for attendance of 80% of eligible members for all formal meetings. Average attendance for individual Governors is also aimed to be at least 80%.

Where a Governor's attendance departs significantly from this target, the Clerk will report to the Chair of Governors. The Chair will make a judgement on whether it is necessary to speak to the Governor, taking into account known or contributory factors. If, after meeting, there continues to be no improvement in attendance, a report may be made to the Search and Governance Committee.

In accordance with the provisions of the Instrument and Articles, any Member who has not attended meetings for more than six consecutive months without permission of the Board of Governors may be removed from office by decision of the Board of Governors in accordance with the Policy and Procedures for the removal of Members of the Board of Governors (appendices A and B)

3. CORPORATION GOVERNING BODY

3.1 Composition of Membership of the Governing Body

3.1.1 The membership of the Governing Body, agreed on 21 February 2014, is:-

Governors	12
Staff Governors	2
Student Governors -	2
Principal -	1
Total -	17

The Governing Body may at any time vary the number of its membership, either temporarily or permanently.

3.2 Period of Office

3.2.1 Other than the student member and the Principal all Governors shall normally be appointed for a period of four years starting from the date on which each is appointed. The Search & Governance Committee or the Governing Body may determine that any new appointment be initially for two years, allowing the option to extend to four years (as a full first term), if both sides agree.

3.2.2 The period of appointment as a Governor shall normally be limited to a period of eight years unless the member holds or is about to hold an 'office' of the Governing Body or a Standing Committee.

3.2.3 A Governor's period of office may be extended by a further four year term under very exceptional circumstances, for instance if the governor is considered to have unique skills which are essential to the Board of Governors at that time

3.3 Appointment to Vacancies

Appointments to casual vacancies or vacancies arising at the end of a term of office of Governors shall be made by the Governing Body following advice received from the Search Committee. Elected staff and student members are exempt from this requirement.

3.4 Eligibility

Members shall be required to confirm their eligibility to serve as Governors on an annual basis.

3.5 Office of Chair and Vice Chair

3.5.1 The Governing Body shall appoint a Chair and Vice Chair and the period of office shall normally be a period of four years or until such time as the Chair or Vice Chair ceases to be a Governor if this is sooner. The Governing Body has approved Role Descriptions for the Chair and Vice Chair of Governors.

3.5.2 A Governor nominated by the Governing Body and who is not a candidate for either post shall normally take the chair when the appointment of the Chair and Vice Chair is considered.

3.5.3 Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice Chair but they may take part in the appointment process.

3.5.4 In the case that one candidate for each position is nominated, that candidate shall be elected unopposed. In the case of a competition, election shall be through secret ballot using a form prepared by the Clerk.

3.5.5 If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair/s shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair/s should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

3.6 Allowances to Members of the Governing Body

Governors may be reimbursed for expenses properly incurred in attendance at meetings and in performance of other duties. These expenses are claimed under procedures approved by the Governing Body. Claim forms are available from the Clerk.

4. STANDING COMMITTEES OF THE CORPORATION

4.1 Number

The Corporation has appointed five Standing Committees and one working group, namely the:-

Learning & Quality Committee
Finance and Resources Committee;
Audit Committee;

Remuneration Committee;
Search and Governance Committee

4.2 Membership of the Standing Committees

4.2.1 Membership of the Standing Committees shall be determined by the Governing Body.

4.2.2 Committee membership shall be reviewed annually at the end of the academic year.

4.3 Appointment to Vacancies

Casual vacancies that arise in membership of the Standing Committees shall be filled by resolution of the Governing Body.

4.4 Appointment of Chair of the Standing Committees

4.4.1 The appointment of Chair of the Standing Committees shall be made by the Governing Body, normally for a period of four years or until such time as the Chair ceases to be a Governor if this is sooner. The Governing Body has approved a Role Description for the Chairs of Standing Committees.

4.4.2 The appointment of Vice Chair of the Standing Committees shall be made by members of the Committee, normally for a period of four years or until such time as the Vice Chair ceases to be a Governor if this is sooner.

4.5 Terms of Reference of the Standing Committees

The Terms of Reference of the Standing Committees as agreed by the Governing Body are detailed in the appendices.

4.6 Attendance as Observers at Meetings

If a non-member wishes to attend a meeting as an observer, for a specific item listed on the Agenda, he/she shall first seek, through the Clerk to the Governors, the agreement of the Chair of that meeting. Attendance is at the discretion of the relevant Chair in consultation with the Clerk. A policy for the attendance of non-members has been approved and published on the College website.

4.7 Special Committees

4.7.1 From time to time the Governing Body may establish Special Committees, Panels or working groups to advise it or the Principal on specialist matters which are outside the agreed Terms of Reference of the Standing Committees listed in 3.5 above. Membership of such Special Committees shall be determined by the Governing Body.

4.7.2 In addition it may be necessary to convene Special Committees or Panels of the Governing Body to consider disciplinary matters. In such instances the Clerk to the Governors shall agree with the Chair of Governors the membership of such Special Committees or Panels.

5. MEETINGS OF THE GOVERNING BODY AND COMMITTEES

5.1 Schedule of Meeting Dates

The Governing Body and the Standing Committees shall agree in the Autumn Term their schedule of meeting dates for the following Academic Year. The schedule of meeting dates shall normally provide

for two meetings each term of the Governing Body (with a minimum of one meeting per term), three meetings each year of the Audit Committee, one meeting each term of the Finance & Resources Committee and Learning & Quality Committee.

5.2 Additional Meetings

Additional meetings of the Governing Body and the Standing Committees may be called at any time by the Clerk with the agreement of the Chair of the Governing Body or the Chair of the Standing Committees or at the request in writing of any five members of the Corporation or the Committee. Following the 2011 Education Act, the Governing Body has determined a “meeting” to include the ability to meet, participate and vote in more than one location by means such as (but not limited to) teleconferencing, video conferencing and written resolution, including by email, cognisant of ongoing technological changes to group communications.

5.3 Notice of Meetings

Scheduled meetings of the Board shall be called by the Clerk giving at least seven calendar days notice of the date of the meeting, together with a copy of the proposed agenda. Notice shall also state the time, date and place of the meeting.

Meetings which are additional to the published schedule of meetings are referred to as Special Meetings. The Chair of the Board (or Vice Chair/s in his or her absence) may summon a Special Meeting by giving less than seven days prior notice if, in the reasonable opinion of the Chair, there are matters which demand urgent attention

5.4 Agenda

Only in exceptional circumstances and with the agreement of the Chair shall papers tabled at a meeting of either the Governing Body or a Committee be considered.

5.5 Minutes

5.5.1 Minutes of each meeting of the Governing Body and its Standing Committees shall be taken by the Clerk to the Governors or in his/her absence by the Assistant Clerk or by an Acting Clerk nominated by the members.

5.5.2 The Minutes of the meeting taken by the Clerk shall constitute the formal record of proceedings, once confirmed by the subsequent meeting.

5.5.3 Within ten days of the meeting the Clerk shall clear the first draft of the Minutes with the Chair of the meeting and with any other Governor the Chair so directs.

5.5.4 Minutes of all Standing Committees shall be submitted to the following ordinary meeting of the Governing Body.

5.5.5 The Clerk shall arrange for the draft Minutes to be included on the next Agenda of the Governing Body or Standing Committee for formal approval as a true record of the business undertaken at the previous meeting.

5.6 Publication of Agenda and Minutes

5.6.1 Subject to the exclusions outlined in 4.6.2, the Clerk shall make arrangements for the publication on the College Website of:

- the minutes of each Board and Committee meeting
- Information about the board of governors, its membership, meetings schedule, policies, rules and byelaws

5.6.2 There shall be excluded from any item to be made available in pursuance of paragraph 4.5.1 any material concerning:-

- Personal information relating to an individual.
- Information provided in confidence by a third party who has not authorised its disclosure.
- Financial or other information relating to procurement decisions, including that relating to the College negotiating position.
- Information relating to the negotiating position of the College in industrial relations matters
- Sensitive, commercial or business information which, if released, could be disadvantageous to the College.
- Legal advice received from or instructions given to the College's Legal Advisors.
- Information planned for publication in advance of that publication.

5.6.3 Confidential items will be reviewed after one year. Personal information relating to an individual will remain confidential in perpetuity. Other confidential items will be available on request by the public once they have been released into the public domain.

6. PROCEEDINGS OF MEETINGS OF THE GOVERNING BODY AND THE STANDING COMMITTEES

6.1 Quorum

6.1.1 Meetings of the Governing Body shall be quorate if seven (i.e. 40 per cent quorum) or more members are present. The Governing Body has approved an Attendance of Members Policy.

6.1.2 Meetings of the Standing Committees of the Governing Body shall be quorate as described in their terms of reference.

6.1.3 If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, a governor to move "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board's decision.

6.1.4 The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

6.2 Voting

6.2.1 It shall not be a requirement for all decisions taken at a meeting to be decided by a formal vote. The Chair of the meeting shall normally ask the meeting for their agreement to the proposal in question at the conclusion of a discussion.

6.2.2 Where there is a clear expression of different views or where a matter is of particular significance, (for example, approval of the Annual Report and Accounts), the Chair shall call for a vote.

6.2.3 Should an individual member of the Governing Body request a vote on a particular issue, this must be agreed by the Chair.

6.2.4 Unless determined otherwise by the Chair, voting shall be by a show of hands.

6.2.5 Any member dissenting from the majority view of the meeting shall have the right to his or her disagreement to that decision being recorded in the Minutes.

6.3 Declaration of Interest

6.3.1 At meetings of the Governing Body and the Standing Committees an item shall be included on the Agenda to enable members to declare an interest, either financial or personal, on any matter to be considered at the meeting.

6.3.2 No resolution of the Governing Body may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the Agenda for that meeting. Any proposal from a member of the Corporation to rescind a previous decision of the Corporation or a Standing Committee must be notified to the Clerk to the Governors at least fifteen days before the date of the meeting at which it is proposed that the decision should be reconsidered.

6.4 Chair's Conduct of Business

6.4.1 A meeting of the Governing Body or a Standing Committee may bring a motion of censure on the Chair in respect of the conduct of business, but no such motion shall have the effect of negating or cancelling a particular decision or ruling of the meeting or the Chair.

6.4.2 A motion of censure on the Chair may not be made during debate on an agenda item but shall be taken as the next matter of business.

6.4.3 In such circumstances the Vice-Chair of the Governing Body or Committee shall assume the Chair whilst the motion of censure is debated.

7. PROVISION OF INDEPENDENT ADVICE

The Clerk is authorised to seek independent professional and legal advice on behalf of the Governing Body to ensure that Members are able to carry out their duties properly.

8. COMPLAINTS AGAINST THE GOVERNING BODY

8.1 A complaint against the Governing Body, a member of the Governing Body or its Clerk may be made by an individual, a business or an organisation

8.2 Complaints against the Governing Body or a member of the Governing Body must be made in writing and addressed to the Clerk. The complainant shall be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.

8.3 The Clerk to the Governors shall:

- acknowledge receipt of the complaint without delay
- investigate the complaint
- endeavour to provide a response within ten working days and if this is not possible, provide the complainant with an interim statement
- keep the Chair informed

8.4 When carrying out an investigation into a complaint against the Governing Body or an individual Governor, the Clerk shall have the authority to refer issues to the Governing Body's auditors and/or other appropriate advisors.

8.5 A complaint against the Clerk shall be forwarded to the Chair of the Governing Body for investigation and response. The approach shall be as outlined above with regard to complaints against the Governing Body and individual Governors.

9. CLERK'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS

There may be occasions when the Clerk feels his/her advice is being disregarded or overruled, and the Board is acting inappropriately or beyond its powers. The Clerk should, in the first instance, make every effort to resolve the matter through the avenues available to her within the College. The Clerk may take some or all of the following steps:

- a. Ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and the Principal
- b. Ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- c. Report the matter to the next meeting of the Board and ensure the matter is placed in the publicly available minutes
- d. Consult the College's external auditors.

The Clerk is authorised to obtain initial legal advice on such issues without the agreement of the College management or the Board. In such a case the Board may decide to obtain further legal advice.

If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in her judgement, the Clerk is authorised to refer the matter to the Funding Agency, and inform the Chairman and the Principal that this has been done.

The Board accepts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

10. VARIATION OF STANDING ORDERS

These Standing Orders may be waived for exceptional reasons, only by a Resolution of the Corporation, which shall require that decision to be recorded in the Minutes.

11. AMENDMENTS TO STANDING ORDERS

9.1 The Clerk shall review this document annually and suggest to the Governing Body amendments necessary to meet changed circumstances.

9.2 Individual Governors may suggest changes to the Clerk. Any points raised shall be incorporated in the next review.

9.3 Any amendments to the text of this document shall only be made with the approval of the Governing Body unless they are covered directly or indirectly by statute, in which case such changes shall take effect immediately.

Approved by the Governing Body at its meeting on 5 December 2001.

Last revision: 25 March 2015

APPENDICES

COMMITTEE TERMS OF REFERENCE

Appendix 1	Audit Committee
Appendix 2	Finance & Resources Committee
Appendix 3	Learning & Quality Committee
Appendix 4	Remuneration Committee
Appendix 5	Search & Governance Committee

SUPPLEMENTARY POLICIES AND PROCEDURES

Appendix 6	Policy for the Removal of Members of the Board of Governors
Appendix 7 Governors	Procedure for a Meeting to Remove a member of the Board of Governors

NAME OF COMMITTEE	Audit Committee
Last revision to this document	October 2013
Membership	6+
Quoracy	3
Special conditions	<p>The Audit Committee has the authority to investigate any activity within its terms of reference.</p> <p>Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance.</p> <p>New Governors serve two years on Audit</p> <p>Non-Academic Staff Governor serves</p> <p>Members cannot serve on FRC</p> <p>Chair of Governors cannot serve</p> <p>Principal cannot serve, but can attend (without voting)</p> <p>Internal and financial statement auditors and managers can attend but not vote</p> <p>Private sessions with auditors and/or managers as standing items</p>
Calendar of meetings	<p>Minimum once per term unless determined otherwise by the Chair.</p> <p>Annex A items shall be included as a minimum.</p>
<p>The Clerk's Office is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance. Minutes and agendas (Part A) are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, Audit Code of Practice, Financial Memorandum, etc. Annual schedules of business are maintained by the Clerk.</p>	

Terms of Reference

1. To advise the Governing Body 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.
2. To advise the Governing Body on the appointment, reappointment, scope and objectives, dismissal and remuneration of the financial statements auditor and other assurance providers including the Internal Audit Service (IAS), and ensure that all such assurance providers adhere to relevant professional standards.
3. To ensure effective co-ordination between the IAS, the funding auditor (where appointed) and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
4. To advise the Governing Body on the audit strategy and annual internal audit plans for the IAS or other assurance providers.
5. To advise the Governing Body on internal audit and other assurance providers assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor (where appointed), and the management responses.
6. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports and annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter.
7. To consider and advise the Governing Body on relevant reports by the National Audit Office (NAO), the SFA and other funding bodies and, where appropriate, management's response to these.
8. To receive reports on the audit of learner data.

9. To establish, in conjunction with College management, relevant annual performance measures and indicators, to monitor the effectiveness of the IAS and financial statements auditors through these and to decide whether a competition for price and quality of the audit service is appropriate.
10. To produce an annual report for the Governing Body and accounting officer, which should include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements risk management and control, framework of governance, and its processes for securing economy, efficiency and effectiveness; and also any significant matters arising from the work of any and all auditors and assurance providers. The annual report must be submitted to the Governing Body before the Statement of Corporate Governance and Internal Control in the accounts is signed. The report covers the year in question and any significant issues arising up to the date of preparation of the report. A copy of the audit committee's annual report must be submitted to the relevant funding body with the annual accounts.
11. To review the financial statements auditors' management letter in the context of the annual financial statements and to consider the Corporate Governance statements in the financial statements.
12. Oversee the College's policies on fraud and irregularity and whistleblowing, and ensure that all allegations of fraud and irregularity are properly followed up and reported to the Committee and the auditors, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
13. To inform the Governing Body of any additional services undertaken by any auditor or assurance provider and explain how independence and objectivity were safeguarded.
14. To oversee the whole college risk management process and policies and establish, monitor and review an allocation of risks to this committee.

Table 1: Minimum Cycle of Audit Committee Business

Current year item of business	Indicative timings (✓)						To recommend for approval
	Previous year	Current year			Following year		
	Summer	Autumn	Spring	Summer	Autumn	Spring	
1 Appointment and reappointment or dismissal (where applicable) and remuneration of internal auditors.	✓						Yes
2 Internal audit needs assessment, strategic plan and annual plan.	✓						Yes
3 Risk management annual report from college management, and monitoring of risk.		✓	✓	✓	✓		
4 Appointment and reappointment or dismissal (where applicable) and remuneration of financial statements auditors.					✓		Yes
5 Review of performance of the internal audit service and establishment of annual performance indicators for following year.				✓			No
6 Internal audit service annual report* or annual reports by other audit and assurance providers					✓		Yes*
7 Financial statements audit management letter.*					✓		Yes*
8 Annual report of the Audit Committee.*					✓		Yes*
9 Funding auditor management letter (where applicable).					✓		Yes (if selected)
10 Review of performance of the financial statements auditors and establishment of annual performance indicators for the following year.					✓		No
11 Internal audit reports on reviews, other audit reports and progress update.		Depends on timing of reports					No
		✓	✓	✓			
12 Consideration of funding auditor franchise and partnership spot-check reports (where applicable).		Depends on timing of visits					No
		✓	✓	✓			

* Governing Bodies must have all of these reports (items 6,7and 8) available before approving the financial statements and the statements included therein on corporate governance, responsibilities of members of the Governing Body and the system of internal control. The Governing Body must approve the annual financial statements to meet SFA deadlines (Supplement A to the Audit Code of Practice, SFA Circular 04/07).

NAME OF COMMITTEE	Finance & Resources Committee
Last revision to this document	October 2013
Membership	6+
Quoracy	3
Special conditions	Membership should include those with significant financial background No members of Audit Committee
Calendar of meetings	Minimum once per term unless determined otherwise by the Chair
The Clerk's Office is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes and agendas (Part A) are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, Audit Code of Practice, Financial Memorandum, etc. Annual schedules of business are maintained by the Clerk.	

Terms of Reference

Corporate Plan

1. The review and monitoring of those aspects of the College Strategic Plan covered by the Committee's Terms of Reference.

Financial Matters

2. To advise the Governing Body on appropriate financial regulations and controls relating to contracts, or other appropriate financial procedures, and to review the appropriateness of these regulations and procedures.
3. To advise the Governing Body on short term borrowing on amounts in excess of £500,000 and all longer term borrowing, whatever the amount.
4. To advise the Governing Body on the draft annual budgets of income and expenditure, the capital programme and cash flow forecast for each financial year as prepared by the Principal with special regard to the financial forecast approved by the Governing Body.
5. To advise the Governing Body on the effective and efficient use of resources, the solvency of the College and the safeguarding of its assets.
6. To advise the Governing Body on the financial implications of the Three Year Strategic Plan with special regard to the three year financial forecast.
7. To approve the annual tuition fee policy and level of fees.
8. To recommend the appointment of bankers.
9. To approve the Treasury Management arrangements for surplus funds on an annual basis.
10. To approve the writing off of a bad debt in excess of £7,000.
11. Advise the Governing Body on the approval of franchise and partnership arrangements, and other contracts in excess of £500,000, and monitor on behalf of the Governing Body actual performance against such approvals.
12. Receive regular reports on any projects and programmes delivered in partnership with regard to both quality and project-management issues (received at both LQC and F&R).
13. To assess and make recommendations to the Governing Body for action relating to resourcing benchmarks.
14. To consider financial forecasts to accompany the capital project.

15. To give initial consideration to the draft outturn of the income and expenditure account and balance sheet for the financial year, before submission to the Governing Body.
16. To monitor at each meeting actual income and expenditure, capital programme expenditure, cash flow and balance sheet provision including risk management against budgets and targets previously approved by the Governing Body.
17. To monitor procurement and value for money.
18. To monitor the implementation of any special recovery plan in relation to financial targets set by the Governing Body.
19. To recommend the annual financial statements to the Governing Body for approval.

Estate Matters

20. To advise the Governing Body on the strategy for accommodation, learning-resources infrastructure and capital development.
21. To consider, on behalf of the Governing Body, the annual report on Health and Safety and monitoring the implementation of the Health and Safety Policy.
22. To give initial consideration to the financial implications of accommodation strategies and associated plans (including capital projects) before submission to the Governing Body and where appropriate, the Skills Funding Agency or other planning authorities.
23. To keep under review the safeguarding and the development of the Corporate Estate and all other assets of the College.
24. To monitor at each meeting financial aspects of the estates development.
25. To monitor the achievement of key objectives of accommodation plans and strategies (including capital projects).
26. To monitor the progress made in implementing the Strategic and Operational Objectives set out in accommodation strategies.
27. To review the strategy for accommodation and capital development.
28. To follow up any issues relating to the relationship with the Local Authority as it pertains to capital-project and other estate development.

Human Resource Matters

29. To advise the Governing Body on the overall conditions of service (including pay policy and awards) by which staff are employed by the College.
30. To consider an annual report on the staffing profile of the College.
31. To consider the implications for staff of any major restructuring plans, and the associated costs.
32. To give initial consideration to staffing procedures and policies where the Governing Body has non delegable responsibilities before submission to the Governing Body for final approval.
33. To receive and approve other policies that are strategic and reflect the College's Mission and Strategic Plan; and also any policies and procedures where governors are directly involved, for instance in hearing appeals.
34. To give initial consideration to any Human Resource aspects or implication contained within the College Strategic Plan before submission to the Governing Body.
35. To receive and consider an annual report on Human Resource matters of the College (including Continuing Professional Development and a summary of any changes to policies and procedures not covered above).
36. To review the appropriateness and also the implementation of Human Resource practices which reflect equal opportunities and other legal requirements.

Equality and Diversity

- 37. To consider equality and diversity impact of redundancies, where they occur.
- 38. To consider equality and diversity measures relating to action plans and monitoring reports.

General

- 39. In accordance with the agreed Change Control Procedures the Chair of Governors and the Chair of Finance and Resources Committee are individually authorised to approve variations over £50,000. Such changes will be approved by the Principal prior to issue to one of the authorised Chairs (depending on availability) within five working days of receipt of the request for change.
- 40. To establish, monitor and review an allocation of risks to this committee.

NAME OF COMMITTEE	Learning & Quality Committee
Last revision to this document	June 2013
Membership	6+
Quoracy	3
Special conditions	Membership should include those with significant educational and education-management background and, if possible, Corporation members or co-opted externals from the college's university or major-employer partners. Academic Staff Governor will be a member
Calendar of meetings	Minimum once per term unless determined otherwise by the Chair
The Clerk's Office is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes and agendas (Part A) are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, Audit Code of Practice, Financial Memorandum, etc. Annual schedules of business are maintained by the Clerk.	

1. Make recommendations to the Governing Body on the mission, ethos, educational character and strategic direction of the College across its portfolio of further education, higher education and any other programmes
2. Monitor the College's curriculum portfolio and ensure that it is consistent with the educational character of the College and both national and local factors and initiatives.
3. Receive an annual curriculum and business plan for the College across its portfolio of further education, higher education and any other programmes
4. Monitor enrolment, attendance, success rates, retention, achievement and progress against targets recommended by the Committee and approved by the Governing Body.
5. Receive reports on teaching and learning and on teaching observation systems and their impact on learning.
6. Monitor implementation of the whole College Strategic Plan specifically in relation to curriculum and quality aspects.
7. Review the outcome of Ofsted inspection, QAA reviews and other relevant evaluation of the learner experience, and monitor the implementation of resulting action plans.
8. Receive regular reports on any projects and programmes delivered in partnership with regard to both quality and project-management issues (received at both LQC and F&R).
9. Receive regular reports on higher education.
10. Receive regular reports on learner data.
11. Receive reports on employer engagement, contracts and their implementation, and make recommendations about their suitability.
12. Monitor the progress and planning for the College's university partnership(s)
13. Monitor the development of the physical environment and its relationship to the learning environment and branding of the College.
14. Consider, where business need requires it, differentiated staff terms and conditions and make recommendations to Finance & Resources Committee and the Governing Body.
15. To establish, monitor and review an allocation of risks to this committee.

Quality Improvement & SAR

16. Satisfy itself that robust quality assurance procedures are in place.
17. Recommend for approval to the Governing Body the College Self-Assessment Report (SAR)
18. Consider headline academic and performance targets across the College portfolio
19. Consider and, where necessary, approve other external annual monitoring or reporting
20. Receive internal annual reports arising from performance review to ensure that all curriculum areas of the College are operating effectively, are delivering appropriate outcomes and effectively listening to the voices of learners.

Learner Voice & Student Experience

21. Monitor student satisfaction with the overall college experience, including reports on student surveys.
22. Monitor policies and procedures pertaining to the student experience
23. Receive an annual report by management on the learner experience including policy change, reviews of complaints and behavioural/disciplinary issues, feedback from external bodies or partners on the student experience, student welfare, equality & diversity, etc.
24. Establish, via the Clerk and relevant staff, opportunities for direct learner contact, e.g. special events, reports about student representation, reports by Student Governors.

Market Intelligence & Curriculum Planning

25. Monitor the quality and effectiveness of market intelligence and market research
26. Monitor the strategy and effectiveness of marketing to applicants, learners, employers and others.
27. Ensure a curriculum that is in line with a strong market focus.
28. Consider strategies for market intelligence towards and business engagement with employers and other partners.

NAME OF COMMITTEE	Remuneration Committee
Last revision to this document	October 2013
Membership	4+ (Search minus Principal)
Quoracy	3
Special conditions *	Principal can attend but cannot be a member and shall withdraw for discussion of their remuneration or employment. Clerk shall withdraw for discussions of their remuneration or employment. A member to act as temporary clerk.
Calendar of meetings	Minimum once per year as determined by the Chair and Clerk.
The Clerk's Office is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes and agendas (Part A) are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, Audit Code of Practice, Financial Memorandum, etc. Annual schedules of business are maintained by the Clerk.	

1. To recommend to the Governing Body annually the key performance targets for the Principal for the following year (1 August to 31 July) prior to the start of the period in question.
2. To recommend to the Governing Body annually the key performance targets of the other Senior Post Holders for the following year (1 August to 31 July) prior to the start of the period in question if possible.
3. To monitor the performance of the Principal and other Senior Post Holders against their key performance targets mid-year and after the end of the period.
4. To recommend to the Governing Body annually the individual pay awards for the designated Senior Post Holders. The pay year for Senior Post Holders is 1 August to 31 July.
5. To keep under review the terms and conditions of the Senior Post Holders.
6. To recommend to the Governing Body those posts to be designated as Senior Post Holders as defined in the Articles of Government.
7. To consider equality and diversity impact measures relating to action plans and monitoring reports.
8. To establish, monitor and review an allocation of risks to this committee.
9. The Clerk shall withdraw from that part of any meeting at which his or her pay award (or any other matter relating to him or her within the remit of the Committee) is to be discussed and the Committee shall appoint from its number a person to act as temporary Clerk to the Committee.

* Administrative Note: Search & Governance and Remuneration Committees will usually take place on the same day (if there is sufficient business for both). The Chair of Search & Governance will usually be the vice-chair of Remuneration and vice versa. Memberships of the committees will be the same, except for the Principal, who will be a member of Search & Governance only.

NAME OF COMMITTEE	Search & Governance Committee
Last revision to this document	October 2013
Membership	5+
Quoracy	3
Special conditions*	The Committee is authorised to obtain outside legal or other independent professional advice.
Calendar of meetings	Minimum once per year as determined by the Chair and Clerk.
<p>The Clerk's Office is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance. Minutes and agendas (Part A) are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, Audit Code of Practice, Financial Memorandum, etc. Annual schedules of business are maintained by the Clerk.</p>	

Terms of Reference

1. To advise the Governing Body on the appointment and re-appointment of members other than staff and student members, on the appointment and succession of chairs and vice-chairs of the Governing Body and its committees
2. To develop and maintain a database of individuals with a view to filling current and forthcoming vacancies
3. From time to time, to consider and make recommendations to the Governing Body on its composition and balance and that of its committees, taking account of the gender, age, ethnicity, expertise and experience of current members, and any preferred profile
4. To undertake a regular skills audit of the Governing Body
5. To develop and recommend to the Governing Body arrangements for the induction and development of members, including training needs
6. To ensure compliance with the requirements of the Instrument and Articles of Governance and with funding-body requirements, and with good governance practices
7. To regularly review the standing orders that regulate the operation and business of the Governing Body and its Committees
8. To consider and advise the Governing Body on governance self-assessment procedures and report to the Board on any action plans arising from governance self-assessment
9. To advise the Governing Body on Governor development and training.
10. To review and report on the effectiveness of the Board including monitoring and further developing Performance Indicators
11. To establish, monitor and review an allocation of risks to this committee.
12. To advise on such other matters relating to Governance as the Governing body may remit to the Committee
13. The Committee shall have regard at all times to the provisions of the Instrument and Articles of Government, the policy of the Governing Body, any gaps in skills or experience amongst current members, and evaluation of the contribution of members seeking re-appointment.

* Administrative Note: Search & Governance and Remuneration Committees will usually take place on the same day (if there is sufficient business for both). The Chair of Search & Governance will usually be the vice-chair of Remuneration and vice versa. Memberships of the committees will be the same, except for the Principal, who will be a member of Search & Governance only.

POLICY FOR REMOVAL OF MEMBERS OF THE CORPORATION
Final Approval Authority Governing Body 5 December 2012
Previous consideration Search & Governance 7 November 2012
Did the previous meeting approve/recommend for approval? Yes
Policy Responsibility: Clerk to the Governors
Review date: December 2014 - Every two years - by Search & Governance in first instance

1 Overview

The Governing Body decided at its meeting of 4 July 2012 to work towards adopting a removal policy for Members of the Corporation in recognition of the implications of the 2011 Education Act. The Instrument of Government, approved in October 2012, makes the following provisions:

“Termination of membership

10 —(1) A member may resign from office at any time by giving notice in writing to the Clerk.

- (1) If at any time the Corporation is satisfied that any member –
- (a) is unfit or unable to discharge the functions of a member; or
 - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
 - (c) has met the requirements for removal under any removals procedure or policy it has previously resolved to implement

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

(2) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(3) A student member shall cease to hold office—

- (a) at the end of the student’s final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution, and the office shall then be vacant.”

2 Causes For Removal

2.1 Attendance

Expectations of attendance and processes for dealing with low attendance by individual members are articulated in the Attendance of Members Policy.

2.2 Fitness Of Governor

Instrument 10 allows removal of a Governor judged to have become unfit or unable to carry out their duties and responsibilities. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.3 Breach of the Code of Conduct

All members, by acceptance of the role of Governor, are automatically bound by the terms of the Code of Conduct. Any question, regardless of its source, as to whether or not a governor may be in breach of the Code of Conduct must be referred to the Clerk. The Clerk may raise this with the Chair of the Governing Body. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.4 Other Causes

The above list is for guidance only. Other lawful causes for removal may apply. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.5 Automatic Removal

Instrument 10 highlights several situations in which removal (or termination of membership) is automatic and does not need a formal removal process.

3 The Role of The Chair of Governors

The Governing Body recognises that all members are volunteers with other responsibilities and that there will be times where individuals' attendance may vary. The Governing Body also recognises that some individual members make significant contributions outside formal meetings which may mitigate against variances in formal committee and board attendance. However, the role of Governor is a serious responsibility with significant impact on the wellbeing of the College and its stakeholders, who will expect Governors to perform their duties effectively and rigorously.

Any Governor can raise with the Chair of Governors concerns over the performance of another Governor. The Clerk may also raise divergences from articulated standards of attendance or behaviour. However, it is for the Chair of Governors to judge whether to make any approach to an individual Governor about an issue or issues of attendance, fitness or other area of behaviour or performance.

In the first instance, such an approach will be to explore any concerns and if appropriate, to identify routes which might lead to improvements in performance. In some circumstances, it may be appropriate for the Chair of Governors to discuss other options including whether the Governor in question is able to function effectively in the role.

At any time, the Chair of the Governing Body may wish to make a report to the Search & Governance Committee, and ask the Clerk to call a meeting of the Committee, to discuss progress and outcomes.

A formal procedure exists in the Procedure For A Meeting To Remove A Member Of the Corporation. However, where possible, the Chair of Governors will seek to avoid this outcome. Governors should be aware that there may be repercussions for any person who has been formally removed from a governor or trustee role; the Clerk can advise.

PROCEDURE FOR A MEETING TO REMOVE A MEMBER OF THE CORPORATION
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Final Approval Authority Governing Body 5 December 2012

Previous consideration Search & Governance 7 November 2012
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Did the previous meeting approve/recommend for approval? Yes
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Policy Responsibility: Clerk to the Governors

Review date: Every two years - by Search & Governance in first instance
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To be read in conjunction with any or all of the Removal Policy, the Attendance of Members Policy, the Code of Conduct, and the Instrument & Articles.

In the first instance, the Removal Policy shall apply. At any time, the Chair of the Governing Body may wish to make a report to the Search & Governance Committee, and ask the Clerk to call a meeting of the Committee, to discuss progress and outcomes. If the Search and Governance Committee consider that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Governing Body to consider whether the governor should be removed from office. For the avoidance of doubt, a meeting is defined in the Instrument & Articles approved in October 2012.

However, where possible, the Chair of Governors will seek to avoid this outcome.

Governors should be aware that there may be repercussions for any person who has been formally removed from a governor or trustee role; the Clerk can advise. At any time, the Governor can resign from their post by giving notice in writing to the Clerk.

Should a meeting be deemed necessary either by the Search and Governance Committee or the Governor in question, such meetings will be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The member whose removal is being considered should be provided with written notification setting out why the Board is considering taking such action. The meeting shall be attended by members of the Board, the Clerk, and the governor. A chair shall be appointed. The Member in question has the right to be accompanied and/or represented by a person of his/her choice but this person should not be contracted to represent them in a professional capacity.

The Member shall be entitled to attend all parts of the meeting relating to whether they should be removed from office, except as follows. At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the member and the Board shall have the right to examine witnesses if appropriate. The member, any representative and any witnesses will withdraw from the meeting during the final consideration whether or not the governor should be removed from office. The Clerk and the Members considering the case for removal will remain; only the Members considering the case shall vote. In either case the Clerk shall notify the member of the Board's decision in writing within fourteen days.

A member removed from office shall have no right of appeal against the Board's decision. Their membership of the Corporation will terminate immediately from the date of communication by the Clerk and as such, the member would have no right to attend any further meetings of the Governing Body or its committees. If the decision is not to remove the governor, their membership and all attendant rights and responsibilities will continue.