

GOVERNING BODY STANDING ORDERS

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CONTENTS

SO		Page
1	INTRODUCTION	4
2	INTERPRETATION	4
3	MEETINGS	4
4	QUORUMS	5
5	WITHDRAWAL FROM MEETINGS	6
6	VOTING	6
7	RECONSIDERATION OF RESOLUTIONS	7
8	DECLARATION OF PERSONAL/OTHER INTERESTS	7
9	PUBLIC ACCESS TO AGENDA AND MINUTES	8
10	CONFIDENTIALITY	8
11	PUBLIC ACCESS TO MEETINGS	8
12	APPOINTMENT OF GOVERNORS	8
13	APPOINTMENT OF EXTERNAL MEMBERS	9
14	APPOINTMENT OF CHAIR AND VICE CHAIR*	9
15	CHAIR'S ACTION	9
16	EXPENSES	10
17	ATTENDANCE	10
18	SENIOR STAFF APPOINTMENTS	10
19	DELEGATED POWERS	11
20	COMMITTEES OF THE GOVERNING BODY	11
21	APPLICATION OF THE SEAL	11
22	COMPLAINTS	12

Appendix 1	Ad Hoc Committee – Terms of Reference
Appendix 2	Audit Committee – Terms of Reference
Appendix 3	Honorary Awards Committee – Terms of Reference
Appendix 4	People & Resources Committee – Terms of Reference
Appendix 5	Quality, Teaching, Learning & Assessment Committee – Terms of Reference (see separate Appendix for Higher Education)
Appendix 6	Remuneration Committee – Terms of Reference
Appendix 7	Search and Governance Committee – Terms of Reference
Appendix 8	Special Committee – Terms of Reference

* Following a recommendation of the Search & Governance Committee in May 2019 the Governing Body approved a 'Chairing Team' that consisted of a Chair and two Vice Chairs on 18 July 2019.

1. INTRODUCTION

- 1.1 The Governing Body Standing Orders set out the formal structure of South Devon College and the overall regulatory framework for the conduct of its business. They ensure clarity of function and responsibility at all levels in relation to its governance structures and systems for managing its education provision.
- 1.2 The Governing Body Standing Orders are an essential part of the framework of controls, which the Governing Body has put in place to ensure that all activities are carried out in accordance with the law and the Nolan Committee's seven principles of public life, which underpin the work of the public sector.
- 1.3 The Governing Body has also approved Financial Regulations, and a Scheme of Delegation, which sets out arrangements for the delegation to Officers and Committees. These Standing Orders should be read in conjunction with the Financial Regulations and Scheme of Delegation.
- 1.4 The Standing Orders, Financial Regulations and Scheme of Delegation provide a comprehensive business framework. They fulfil the dual role of protecting the College's interest and protecting staff from any possible accusation that they have not acted properly.
- 1.5 The Standing Orders incorporate the provisions of the College's Instrument and Articles of Government. They also take into account the Association of College's Code of Good Governance for English Colleges (March 2015/amended December 2018), The Higher Education Code of Governance and the requirements of external regulatory bodies.

2. INTERPRETATION

In these Standing Orders:

- 2.1 'College' means 'South Devon College';
- 2.2 'Governing Body' means the further education corporation which was established for the purpose of conducting the College;
- 2.3 'Financial Regulations' means the set of financial rules as approved from time to time by the Governing Body;
- 2.4 'Governor', 'Chair', 'Vice Chair', 'Principal' and 'Clerk' mean respectively the Member of the Governing Body of the College, the Chair of the Governing Body, the Vice Chair of the Governing Body, the Principal of the College and the Head of Governance;
- 2.5 Words importing one gender import any gender.

3. MEETINGS

- 3.1 The Governing Body shall meet at least once in every term, and shall hold such other meetings as may be necessary.

- 3.2 All meetings shall normally be summoned by the Clerk to the Governing Body who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda with any relevant papers.
- 3.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal, or retirement of the Clerk to the Governing Body 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.
- 3.4 A special meeting of the Governing Body may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in his/her absence the Vice Chair, so directs on the grounds that there are matters demanding urgent consideration, 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 s/he specifies.
- 3.5 Any individual Governor may request that an item be included on the agenda of the Governing Body or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Governing Body or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 3.6 A member of the Governing Body may request a copy of the agenda and supporting paperwork for any meeting of a Governing Body Committee, and may attend meetings of committees if they wish to do so.
- 3.7 At every ordinary meeting of the Governing Body the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate approved via the minutes.
- 3.8 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Governing Body or staff or student members have withdrawn. The Clerk to the Governing Body, staff or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.
- 3.9 Any matters which Governors may wish to raise as 'other business' must be raised with the Chair prior to the start of the meeting so that they may receive the approval of the Chair for consideration and be incorporated in 'Matters brought forward by the Chair'. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.
- 3.10 The Governing Body, or any committee of the Governing Body, or any committee appointed by the Governing Body, may hold a meeting by telephone, videoconference or any other electronic means, provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting and that any person attending remotely, confirms they are in a secure location.

4. QUORUMS

- 4.1 The Quorum of the Governing Body is 40% of the determined membership, rounded to the nearest whole number. In March 2015 the Governing Body determined the membership as 17 members, with a quorum of 7. The membership and quorum for Committee meetings are reviewed annually by the Governing Body.
- 4.2 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- 4.3 An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

5. WITHDRAWAL FROM MEETINGS

- 5.1 Staff Governors, and where applicable, the Clerk and the Principal must withdraw from any part of a meeting, which is discussing their own remuneration, conditions of service, promotion, re-appointment, conduct, suspension, dismissal or retirement. At the discretion of the Governors present, Staff Governors may be asked to withdraw when discussing the appointment, dismissal or retirement of any member of staff senior to themselves, or any matter relating to the appointment of their successor. Where a vote is taken to ask staff members to withdraw, such a vote shall be recorded in the minutes of the meeting.
- 5.2 A Student Member shall withdraw from that part of any meeting at which his/her conduct, suspension or exclusion is to be considered. In any case where the Governing Body or any committee of the Governing Body is to discuss staff matters relating to a member or prospective member of the staff of the institution the student member shall:
- 5.2.1 Take no part in the consideration or discussion of the matter in question and not vote on any question with respect to that matter;
 - 5.2.2 Where required to do so by a majority of the members, other than Student Members, of the Governing Body or committee present at the meeting, withdraw from the meeting. Such a vote shall be recorded in the minutes of the meeting.
- 5.3 The Clerk to the Governing Body shall withdraw from that part of any meeting of the Governing Body or committee of the Governing Body at which his/her remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. If the Clerk is required to withdraw from a meeting under the above provisions, the Governing Body or committee shall appoint from their number a person (but who may not be the Principal) to act as Clerk to the meeting or part of the meeting.

- 5.4 Separate minutes shall be taken of those parts of meetings from which Staff or Student Members or the Clerk have withdrawn, and those who have withdrawn shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto except with the approval of the Governing Body or committee. Where the Clerk or members have withdrawn from a meeting or part of a meeting this withdrawal shall be recorded in the minutes of the meeting.

6. VOTING

- 6.1 Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent Governors are not permitted.
- 6.2 It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.
- 6.3 A student member under the age of 18 may not vote on any question concerning any proposal for the expenditure of money by the Governing Body or under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability.

7. RECONSIDERATION OF RESOLUTIONS

- 7.1 No resolution (i.e. any formal decision by the Governing Body) of the Governors may be rescinded or varied at a subsequent meeting of the Governing Body unless its reconsideration appears on the agenda for that meeting. A resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

8. DECLARATION OF PERSONAL/OTHER INTEREST

- 8.1 Governors must declare any financial interest, including the nature and extent of such interest, in:
- 8.1.1 The supply of work or goods to or for the purposes of the College;
 - 8.1.2 Any contract or proposed contract concerning the College
 - 8.1.3 Any other matter relating to the College.
- 8.2 Governors should also declare any interest relating to:
- 8.2.1 A financial interest, including the nature and extent of such an interest, in the College of his/her spouse or partner, and their own or their spouse/partner's

close family;

8.2.2 A non-financial personal interest, such as membership of other public bodies and institutions; trusteeship of a trust where they, or another person closely connected with them, may be a beneficiary; or membership of both open and closed organisations.

8.3 The declaration of interest is normally the responsibility of the individual Governor. However, if the Clerk, on the basis of information in the Governors' register of interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he should draw this to the attention of the Chair and the member concerned (preferably before the meeting).

8.4 Having declared a financial or other interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Governors may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances (see Standing Order 5 above). The declaration of an interest by a Governor during the course of the meeting shall be recorded in the minutes.

8.5 Every member of the Governing Body shall act in the best interests of the Governing Body and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

9. PUBLIC ACCESS TO AGENDA AND MINUTES

9.1 Copies of the agenda, minutes and papers of each meeting of the Governing Body and its committees can be requested from the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Governing Body or a committee to be confidential. Agendas shall be available for inspection as soon as the Governors have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

10. CONFIDENTIALITY

10.1 The Governing Body or committee shall determine when an item is confidential. Criteria for defining an item as confidential include:

10.1.1 matters concerning individuals including staff, students and prospective governors;

10.1.2 sensitive commercial or business information which would be disadvantageous to the College to release;

10.1.3 negotiations with trade unions;

10.1.4 legal advice on sensitive or confidential matters.

The Governing Body complies with the requirements of the Instrument and Articles of Government concerning confidentiality and the publication of minutes and papers and has determined that regular reviews should be undertaken of material excluded from

inspection. Any such material shall be made public where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

11. PUBLIC ACCESS TO MEETINGS

The Governing Body has taken the decision that its meetings will not be public. The Governing Body, or the Chair on its behalf, may at its discretion invite persons who are not members of the Governing Body or the Clerk to attend Governing Body or committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, which the person may attend. Such persons may only speak if invited to do so by the Chair of the Governing Body or the committee. The presence of such persons, and the point in the meeting at which they arrived and/or left, shall be recorded in the minutes.

12. APPOINTMENT OF INDEPENDENT GOVERNORS

12.1 The Governing Body has established a Search & Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Governing Body for the appointment of Governors. The Governing Body shall not appoint any member of the Governing Body (other than the Principal) unless it has first considered the advice of the Search & Governance Committee. The Membership and Terms of Reference of the Search & Governance Committee are as agreed by the Governing Body from time to time and are available from the Clerk.

12.2 Appointments recommended by the Search & Governance Committee can be ratified by the Governing Body by email. This electronic decision should be recorded in the public minutes of the next Full Governing Body meeting.

12.3 Independent Governors will be appointed for four years. The Search & Governance Committee can recommend the re-appointment of an Independent Governor for a second term of office. The maximum term of office of an Independent Governor is eight years.

13. RE-APPOINTMENT OF INDEPENDENT GOVERNORS

13.1 Governors reaching the end of their term of office may be re-appointed to a further term, subject to the person continuing to be eligible and after consideration by the Search & Governance Committee.

13.2 When considering re-appointments the interview process may be waived but the Committee must give due regard when considering a re-appointment to:

- i. Skills mix on the Governing Body;
- ii. Governor's attendance, participation and contribution to the work of the Governing Body;
- iii. Equality and Diversity mix on the Governing Body and
- iv. The Governor's annual review meeting with the Chair of the Governing Body.

- 13.3 Re-appointment shall generally only occur once but, in exceptional circumstances, can be for a further year, ie a total of nine years, if the Search & Governance Committee recommends that the Governor's skills and participation are needed for the good governance of the College.

14. APPOINTMENT OF STAFF GOVERNORS

The Governing Body has established that there will be two Staff Governors. One appointed from academic staff and one from support staff. The selection and appointment process will be determined by the Search & Governance Committee. Staff Governors will serve for a four-year term of office and serve a maximum of two terms.

15. APPOINTMENT OF STUDENT GOVERNORS

The Governing Body has established that there will be two Student Governors. One from FE and one from HE. The process for appointing Student Governor to the Governing Body is laid out in the Student Union Constitution at: 5.4, 5.14, 5.15 and Schedule One: Election Regulations. A Student Governor will serve for a period of one year, usually from 1 August to 31 July immediately after the date of election. A Student Governor can serve more than one term of office as determined by this election process.

16. APPOINTMENT OF EXTERNAL (CO-OPTED) MEMBERS

- 16.1 The Search & Governance Committee may invite External (i.e. non-Governor) Co-opted Members to serve on a Governing Body Committee, except the Special Committee. Appointments of external/co-opted members do not require the approval of the full Governing Body, provided that:

- 16.1.1 The Chair of the Committee to which the external/co-opted members is to be appointed approves the appointment(s);
- 16.1.2 The Chair or Vice Chair of the Governing Body approves the appointment(s);
- 16.1.3 The appointments are subsequently reported to the Governing Body;
- 16.1.4 There is a maximum of two Co-opted Members on each Committee;
- 16.1.5 Co-opted Members constitute no more than one, re: meeting the Committee quorum.

- 16.2 The term of office and role (eg part of a Committee's quorum) of Co-opted Members should be specified at the time of appointment.

- 16.3 A Co-opted Member must complete a Register of Interests and a DBS check.

17. APPOINTMENT OF CHAIR AND VICE CHAIR

- 17.1 The Chair and Vice Chair(s) are appointed from the membership of the Governing Body.
- 17.2 Nominations for these appointments are considered by the Search & Governance Committee and recommendations are made to the Governing Body.

- 17.3 Appointments recommended by the Search & Governance Committee can be ratified by the Governing Body by email. This electronic decision should be recorded in the public minutes of the next Full Governing Body meeting.
- 17.4 A Governor nominated by the Search & Governance Committee (and not a candidate for either post) shall normally take the chair when the issue of appointment of these posts is being considered.
- 17.5 The Principal, staff and student governors are ineligible for these appointments, but may nevertheless take part in the appointment process.
- 17.6 The Chair and Vice Chair shall normally be appointed for a period of two years.
- 17.7 If the Chair should resign or otherwise cease to hold office, then the Vice Chair shall act as Chair for the remainder of his/her term of office as Vice Chair. If the Vice Chair should resign or otherwise cease to hold office then steps should be taken to appoint a replacement.
- 17.8 At the expiry of their term of office the Chair or Vice Chair shall normally be eligible for re-appointment for a further two years.
- 17.9 At the last meeting before the expiry of the term of office of 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 informed by the recommendations of the Search & Governance Committee.
- 17.10 If at any time the Governing Body is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair (as the case may be) the Governing Body may by notice to the Chair or Vice Chair remove him/her from office and thereupon the office shall be vacant.
- 18. CHAIR'S ACTION**
- 18.1 It will be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Governing Body between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Governing Body meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Governing Body, for example, approving expenditure in excess of the Principal's agreed delegated limit providing that it is within the budget for the relevant financial year as approved by the Governing Body.
- 18.2 Alternatively, the Chair or Vice Chair may take action on matters, which s/he judges are too urgent to await a meeting of the Governing Body. If such urgent matters arise, the Chair or Vice Chair has the option to call a special meeting, if necessary with less than the

normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.

- 18.3 The Governing Body accepts corporate responsibility for those actions taken by the Chair or Vice Chair outside of a meeting, and within the terms of these standing orders. The Clerk must make a full record of all such Chair's/Vice Chair's action and report them to the next meeting of the Governing Body. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that he gives a full account of the action.

19. EXPENSES

Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of other duties. These expenses are claimed under procedures contained in the Financial Regulations approved by the Governing Body. Further information is available from the Clerk.

20. ATTENDANCE

The Clerk shall keep a record of attendance, which shall be reported annually to the Governing Body. Any Governor who has not attended meetings for more than six consecutive months without permission of the Governing Body may be removed from office by decision of the Governing Body; the Governor concerned shall be given notice in writing.

21. SENIOR STAFF APPOINTMENTS

- 21.1 The Governing Body is responsible for the recruitment and terms and conditions of the Clerk to the Governing Body and Senior Post Holders, who are currently defined as the Principal & CEO, the Vice Principal Curriculum & Quality and Deputy CEO, and the Vice Principal, People & Resources. The Principal has general responsibility for appointment of all members of staff other than for Senior Post Holders.
- 21.2 Where there is a Senior Post Holder vacancy, or expected vacancy, the Governing Body shall advertise the vacancy nationally, and establish a Selection Panel consisting of (for the post of Principal & CEO) at least five members of the Governing Body including the Chair and/or the Vice Chair. Where the vacancy is for any other Senior Post Holder or the Clerk to the Governing Body, the Selection Panel shall comprise the Principal & CEO and at least three members of the Governing Body.
- 21.3 The Selection Panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Governing Body. If the Governing Body approves the Selection Panel's recommendation, then that person shall be appointed. This approval can be obtained by email but should be recorded in the public minutes of the next Full Governing Body meeting.

If the Selection Panel is unable to agree on a person to recommend for appointment, or if the Governing Body does not approve the recommendation, the Governing Body may

require the panel to repeat the selection process with or without first re- advertising the vacancy.

22. DELEGATED POWERS

22.1 The Governing Body may delegate any of its powers with the exception of the following:

- 22.1.1 the determination of the educational character and mission of the College;
- 22.1.2 the approval of the annual estimates of income and expenditure;
- 22.1.3 ensuring the solvency of the College and the safeguarding of its assets;
- 22.1.4 the appointment or dismissal of the Principal & CEO;
- 22.1.5 the appointment or dismissal of the Clerk to the Governing Body;
- 22.1.6 the modifying or revoking of the Articles of Government.

23. COMMITTEES OF THE GOVERNING BODY

23.1 The Governing Body has established the following Committees:

- Ad Hoc (as and when required)
- Audit
- Quality, Teaching, Learning & Assessment
- Remuneration
- People & Resources
- Search and Governance
- Special

23.2 The quorums, membership and terms of reference of these committees are agreed by the Governing Body and reviewed on an annual basis. The terms of reference are attached as appendices to this document. Membership and Chairs of all committees are renewed annually when rotation of members across committees will be considered and actively pursued where possible.

23.3 Chairs of Committees will be appointed until the end of their term of office unless the Search & Governance Committee recommends a change of chairmanship.

23.4 Minutes of all committees shall be reported to the following ordinary meeting of the Governing Body.

23.5 The Governing Body may not delegate:

(a) the consideration of the case for dismissal, and (b) the power to determine an appeal in connection with the dismissal of the Principal, Clerk or the holder of a Senior Post other than to a committee of members of the Governing Body. If the Governing Body delegates to a committee of the Governing Body then this 'Special Committee' shall consist of at least 3 members. The Chair of the Governing Body, Vice Chair, the Principal and staff and student members shall not be eligible for membership of the committee. The Governing Body has agreed rules specifying procedures for the conduct of the committee, as set out in the Disciplinary Procedures for Holders of Senior Posts; copies available from the Clerk.

24. APPLICATION OF THE SEAL

- 24.1 The application of the Seal of the Governing Body shall be authenticated by: the signature of either of the Chair, the Vice Chair, the Chair or People & Resources or of some other member authorised either generally or specially by the Governing Body to act for that purpose; and
- 24.2 the signature of any other member.

25. COMPLAINTS

- 25.1 A complaint against the Governing Body or an individual member of the Governing Body shall be addressed to the Clerk to the Governing Body who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body.

APPENDIX 1

AD HOC COMMITTEE

MEMBERSHIP AND TERMS OF

REFERENCE

AD HOC COMMITTEE

Standing Orders, Terms of Reference and Rules of Procedure made under Article 4(1) of the Articles of Government.

- 1.** This Committee was established by the Corporation on 13 September 2002 by Minute 83/02.3.2. The arrangements set out below were approved by the Monitoring Committee on 24 October 2002 and endorsed by the Corporation on 8 November 2002.
- 2. Purpose**

The purpose of this Committee is determined for specific tasks as laid down by the Corporation. The Committee's responsibility will be to review, monitor and recommend as the task dictates, and will be given a set time for its conclusion by the Corporation.
- 3. Membership**

The Committee shall comprise of at least four members, which may include the Chair and the Principal. Should the Corporation feel it applicable to the subject matter, it may choose, in addition, to co-opt a maximum of two individuals, who are not governors, who bring specialist knowledge or expertise to serve as members of the committee and support its work. The Committee may also invite external advisors to be in attendance at its meetings
- 4. Chairship**

The Governing Body will appoint the Chair of the Ad Hoc Committee following a recommendation by the Search & Governance Committee.
- 5. Quorum**

At least three members of the Committee must be present at any meeting in order for the meeting to be quorate.
- 6. Duration**

The Ad Hoc Committee will agree to an action plan, including detailing the expected scope of its work and specific objectives, with the option of review should the need arise.
- 7. Accountability**

The Ad Hoc Committee will keep the Governing Body fully informed of its progress via its minutes.
- 8. Decisions and Voting**

Resolutions at meetings of the Committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.

All members of the Committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

In the case of an equality of votes, the Chair of the meeting (or in his/her absence acting Chair) shall have a second or casting vote.
- 9. Convening Meetings of the Ad Hoc Committee**

The Ad Hoc Committee shall be summoned by the Clerk with at least seven days' notice sent to every member of the Committee together with a copy of the proposed agenda. Such notice shall also state

the time, date and place of the proposed meeting.

At the first and subsequent meetings of the Committee, the date of the next meeting shall be agreed.

It shall be permissible for the Chair of the Ad Hoc Committee to convene an emergency meeting of the Committee by giving less than seven days' prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

10. Declaration of Public Interest

Without prejudice to the obligations of members of the Corporation, under the Instrument and Articles, a Committee member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the Committee of which he/she is a member shall:

- (a) disclose to the Corporation the nature and extent of his/her interest, and
- (b) if he/she is present at a Committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

The Clerk to the Governors shall maintain a register of interest of all Committee members, which are disclosed, and such a register shall be made available for inspection by the public.

Members of the Committee should not allow any conflict of interest to arise, which might interfere or be perceived to interfere, with the exercise of their independent judgement.

Members of the Committee should not accept gifts, hospitality or benefits of any kind from a third party, which might be seen as compromising their personal judgement objectivity or integrity.

11. Recommendation

Any decision made by the Ad Hoc Committee in conclusion of their business, shall be presented to the Corporation for a decision at their next scheduled Corporation meeting.

Should the need for a decision be a matter of urgency, the Chair of the Corporation will be contacted and an extraordinary Corporation meeting will be arranged should it be deemed necessary by the Chair of Governors.

12. Clerking

The Clerk to the Corporation shall act as Clerk to the Committee unless his/her conduct, terms of service or remuneration is to be discussed or reviewed.

APPENDIX 2

AUDIT COMMITTEE

MEMBERSHIP AND TERMS OF REFERENCE

AUDIT COMMITTEE

Terms of Reference made under Article 6(1) of the Articles of Government.

The Committee was established by the Corporation on 13 September 2002 by Minute 83.02.3.2.

1. MEMBERSHIP

- 1.1** The Committee shall comprise of not less than three and up to six members (the majority of whom should be Governors). Up to one Staff Governor can serve on this Committee.
- 1.2** The Committee shall include individuals with an appropriate mix of skills and experiences to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance.
- 1.3** The internal auditor (where appointed) shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor and funding auditor where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 1.4** The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 1.5** The Principal and other Senior Post Holders may not be members of the Committee but other members of staff may sit on the Committee provided they do not have significant executive, management, financial or budgetary responsibilities.
- 1.6** The Committee must ensure it maintains its independence when considering the appointment of members. In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:
 - those with executive responsibilities at senior level;
 - members of the College People & Resources Committee or equivalent;
 - the Chair of the Corporation;
 - Governors who have significant interests in the College.
- 1.7** A person shall be ineligible for appointment to the Committee if he or she has served more than eight years on the Committee.
- 1.8** The Chair of the Committee will be recommended by the Search & Governance Committee, for endorsement by the Audit Committee members, before being ratified by the Corporation.
- 1.9** The quorum for meetings of the Committee shall be 3.
- 1.10** The Clerk to the Corporation shall act as Clerk to the Committee.

- 1.11** The Committee will meet at least three times per year. The internal auditor (where appointed), funding auditor (where appointed) or financial statements auditor may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively.
- 1.12** The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee.
- 1.13** The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 1.14** The Committee shall not adopt an executive role.

2. TERMS OF REFERENCE

- 2.1** To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources (by using public funds for proper purposes and seeking to achieve value for money from public funds), the solvency of the institution and the safeguarding of its assets.
- 2.2** To advise the Governing Body 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;
- 2.3** Advise the Governing Body on the scope and objectives of the work of the IAS (where appointed), the financial statements auditor and the funding auditor (where appointed);
- 2.4** To ensure effective co-ordination between the IAS (where appointed), 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;
- 2.5** To consider and advise the Governing Body on the audit strategy and annual internal audit plans for the IAS;

- 2.6** To advise the Governing Body on internal audit assignment reports and annual reports on control issues included in the management letters of the financial statements auditor and the funding auditor (where appointed), and management's responses to these
- 2.7** To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter;
- 2.8** To consider and advise the Governing Body on relevant reports by the National Audit Office, the Education and Skills Funding Agency, other funding bodies and where appropriate, management's response to these;
- 2.9** To establish, in conjunction with college 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;
- 2.10** To produce an annual report for the Governing Body. The annual report shall summarise the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It shall include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report shall include the Committee's opinion on the adequacy and effectiveness of the College's assurance arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report shall be submitted to the Governing Body before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Committee's annual report shall be submitted to the relevant funding body with the annual accounts.
- 2.11** To oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned / actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body;
- 2.12** To inform the Governing Body of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- 2.13** To recommend the annual financial statements to the Governing Body for approval.

- 2.14** To investigate any activity within these Terms of Reference.
- 2.15** To approve the following policies on behalf of the Governing Body:
- Fraud Response Plan
 - Treasury Management Policy
- 2.16** To recommend the following policies for Governing Body approval:
- Risk Management Procedure
 - Fraud and Irregularity Policy
 - Financial Regulations Policy
 - Anti-Bribery Policy
 - Whistleblowing Policy
- 2.17** The Committee shall annually consider its own effectiveness, review its Terms of Reference and recommend any proposed changes to the Governing Body.

APPENDIX 3

HONORARY AWARDS COMMITTEE

MEMBERSHIP AND TERMS OF REFERENCE

Approved 26 March 2020

HONORARY AWARDS COMMITTEE

1 Membership

In exercising its powers to award an Honorary Fellowship, the Governing Body will be advised by an Honorary Awards Committee, comprising of:

- (a) the Chair of the Governing Body
- (b) the Chair of the QTLA/HE Committee
- (c) the Lead Governor for HE
- (d) the HE Student Governor
- (e) the Principal & CEO
- (f) the Vice Principal, Curriculum & Quality
- (g) the Head of Higher Education and Academic Registrar

2. Terms of Reference

2.1 The Honorary Awards Committee can be convened at any time but will usually meet and receive nominations in the spring term.

2.2 This Committee will be chaired by the Chair of the Governing Body and clerked by the Head of Governance. A Vice Chair of the Governing Body will chair this meeting when the Chair of the Governing Body is unavailable.

2.3 In considering nominations for the award of Honorary Fellowship, the Committee shall receive an annually updated summary of Honorary Fellowships conferred by South Devon College to date; this summary to indicate, for each recipient, the field or fields in which they have achieved distinction and/or been active.

2.4 The report and recommendations of the Honorary Awards Committee shall normally be submitted to the Governing Body's meeting in the spring term to allow sufficient time to notify recipients of an award at the College's Annual HE Awards Ceremony.

2.5 The Committee will keep its membership, terms of reference, the nomination form (selection criteria) and the appointment process under annual review and recommend any changes or amendments to the Governing Body for approval.

APPENDIX 4

PEOPLE & RESOURCES COMMITTEE

MEMBERSHIP AND TERMS OF REFERENCE

PEOPLE & RESOURCES COMMITTEE**Terms of Reference and Rules of Procedure made under Article 4(1) of the Articles of Government.****MEMBERSHIP**

- 1.1 The Committee shall comprise of up to eight members including either the Chair or Vice Chair of the Governing Body and the Principal.
- 1.2 Members of the Audit Committee shall not be eligible to serve on the People & Resources Committee.
- 1.3 The Search and Governance Committee will recommend a Chair for this Committee. This Chair will usually serve until the end of their term of office. The Principal shall not be eligible to serve as Chair.
- 1.4 The quorum for meetings of the Committee shall be three.
- 1.5 The Committee will normally meet three times a year.

2. TERMS OF REFERENCE

- 2.1 The Committee shall be responsible for recommending the Strategic Planning Framework (including the HE and Apprenticeship Strategy) to the Governing Body and monitoring Key Performance Indicators throughout the year.

2.2 Finance

The Committee shall be responsible for:-

- a) analysing and reviewing income and expenditure and recommending the annual budget and three year financial plan to the Governing Body;
- b) ensuring the College plans and manages its activities to remain sustainable and financially viable;
- c) ensuring that financial planning, and resource allocation are coherent and relate to the College's mission, aims and objectives;
- d) meeting annually with the Audit Committee to consider the Audit Committee's Annual Report and Financial Statements;
- e) reviewing arrangements for securing value for money, solvency and safeguarding assets (joint meeting with Audit Committee);
- f) monitoring monthly management accounts to ensure that regular, reliable, timely and adequate information is provided to monitor financial performance and track the use of public funds;
- g) making recommendations to the Governing Body on major capital expenditure

requirements including loans;

- h) approving capital expenditure within the framework of the College's approved annual budget;
- i) approving major external contracts which are consistent with the Strategic Aims, Budget, Three Year Financial Plan and Accommodation Strategy;
- j) determining and approving tuition and other fees;
- k) Recommending Franchising/Partner Contract Proposals to the Governing Body;
- l) ensure that financial planning, and resource allocation policies are coherent and relate to the College's mission, aims and objectives;
- m) receiving an annual Sustainability Report;
- n) oversight of the College's Digital Strategy and Commercial Strategy;
- o) regularly reviewing benchmarking data.

2.3 Human Resources

The Committee shall be responsible for:-

- a) making recommendations to the Governing Body on major issues relating to staff contracts;
- b) recommending annual pay awards;
- c) reviewing human resources procedures and practices; and
- d) receiving termly reports on personnel and industrial relations issues.

2.4 Estates/Premises

The Committee shall be responsible for:-

- a) making recommendations to the Governing Body on the College's Estates Strategy;
- b) monitoring College building maintenance programmes;
- c) making recommendations to the Governing Body on proposals relating to property leases; and
- d) receiving reports in relation to other key issues affecting buildings and premises.

2.5 Health and Safety

The Committee shall be responsible for:-

- a) reviewing the Health and Safety Policy on an annual basis and recommending its approval and adoption by the Governing Body;
- b) monitoring the College's compliance with the Policy by receiving minutes of the Health and Safety Committee and an annual report.

2.6 Data Protection

The Committee will receive an Annual Report from the Data Protection Officer (DPO), re: data breaches that have been reported to the ICO (Information Commissioner's Office) in the past year.

2.7 Other Matters

- a) The Committee shall be responsible for recommending and/or approving any other policies necessary in relation to resources, including:
 - Freedom of Information Policy and Publication Scheme (recommend)
 - Data Protection Policy (recommend)
 - Sustainability Policy (approve)
 - Sub-Contracting (Fees and Charges) Policy (approve)
- b) The Committee shall be responsible for considering any other substantial issues relating to the College business and reporting to the Governing Body.
- c) The Committee shall annually consider its own effectiveness, review its Terms of Reference and recommend any proposed changes to the Governing Body.

APPENDIX 5

**QUALITY, TEACHING, LEARNING AND
ASSESSMENT COMMITTEE**

MEMBERSHIP AND TERMS OF REFERENCE

QUALITY, TEACHING, LEARNING AND ASSESSMENT COMMITTEE

Terms of Reference and Rules of Procedure made under Article 4(1) of the Articles of Government.

See also the Higher Education Appendix to these Terms of Reference outlining in detail how the Governing Body specifically fulfils its responsibility for oversight of HE provision:

1. MEMBERSHIP

- 1.1** The Committee shall comprise up to ten members including the Principal, Staff Governor (Academic), two Student Governors (FE and HE) the Designated Governor for Safeguarding, the Designated Governor for Equality & Diversity, Inclusion and SEND and the Designated Governor for HE.
- 1.2** The Committee can also appoint additional Co-opted Members to support its work.
- 1.3** The Chair of the Committee will be the Lead Governor for quality, teaching, learning and assessment, and will be appointed by the Governing Body, following a recommendation of the Search & Governance Committee.
- 1.4** The quorum for meetings of the Committee shall be four.
- 1.5** The Committee will normally meet three times a year.

2. TERMS OF REFERENCE

- 2.1** The Committee shall be responsible for ensuring that student success, progression and satisfaction is maximised with continuous review and improvement of strategies, policies, procedures and data relating to quality, teaching and learning and assessment across the College's High School, FE and HE portfolio.
- 2.2** More specifically the Committee shall be responsible for:
 - a) monitoring institutional performance and its effectiveness in relation to quality, teaching, learning and assessment;
 - b) monitoring the College's targets for attendance, retention and achievement agreed by the Governing Body;
 - c) receiving reports in relation to key issues affecting the curriculum, including curriculum development plans;
 - d) recommending the College's quality improvement strategy and monitoring its implementation;
 - e) ensuring that the College's quality assurance procedures are robust, coherent and take full account of the requirements of both Ofsted's Education Inspection

Framework (EIF) and OfS Conditions of Registration, monitoring any issues related to Academic Risk;

- f) approving the Terms of Reference of FE Academic Board and HE Academic Board and receiving termly minutes/summary reports from both.
- g) monitoring the College's strategy and learner achievement rates for English and mathematics;
- h) monitoring the College's learner outcomes and destinations data;
- i) monitoring user views including receiving reports on the learner voice and outcomes to learner surveys to ensure there is a high-quality student experience;
- j) monitoring employer views through internal and external surveys
- k) monitoring the personal and professional development of staff, with particular reference to quality improvement in teaching, learning and scholarship, including:
 - Ensuring there is depth and strength of academic leadership and expertise across the institution
 - Reviewing the development of staff including, where appropriate, Research and Scholarly activity, to ensure professional and academic understanding in their subjects;
- l) providing assurance to the governing body on the continuous improvement of the student academic experience and student outcomes, and the high standards of awards made by the College;
- m) scrutinising the curriculum developments within the College's HE Strategy via the minutes and draft report of HE Academic Board;

2.3 The Committee shall be responsible for considering the College's Self-Assessment Report (SAR), including reviewing the assessment of teaching, learning and assessment and the associated action plan, for recommendation to the Governing Body.

2.4 The Committee shall be responsible for monitoring compliance with the College's Safeguarding/Child Protection and Vulnerable Adults Policy by receiving a termly Safeguarding, Prevent and Positive Intervention Report.

2.5 The Committee shall be responsible for Equality and Diversity, including the performance and outcomes for SEND/Higher Needs Students, by:

- a) reviewing and approving the Single Equality Scheme on a three yearly basis;

- b) monitoring the College's compliance of this policy by receiving: minutes of the Equality and Diversity Committee; feedback from the Designated Governor; and an annual report.

- 2.6** The Committee shall be responsible for reviewing and approving any other policies as necessary in relation to quality, teaching, learning and assessment.

- 2.7** The Committee shall be responsible for considering any other substantial issues relating to quality, teaching, learning and assessment and reporting to the Governing Body.

- 2.8** The Committee shall annually consider its own effectiveness, review its Terms of Reference and recommend any proposed changes to the Governing Body.

APPENDIX 6

REMUNERATION COMMITTEE

**MEMBERSHIP AND
TERMS OF REFERENCE**

REMUNERATION COMMITTEE

Terms of Reference made under Article 4(1) of the Articles of Government.

1. MEMBERSHIP

- 1.1 The Committee shall comprise up to six members. These will be the Chair and Vice Chair of the Governing Body and the Chairs of the other governing body committees.
- 1.2 The Chair of the Committee will be the Vice Chair of the Governing Body.
- 1.3 The quorum for meetings of the Committee shall be three.
- 1.4 The Head of Governance shall act as Clerk to the Committee, unless his/her conduct, terms of service or remuneration is to be discussed or reviewed.
- 1.5 The Committee will meet at least once per year.

2. TERMS OF REFERENCE

- 2.1 To advise the Governing Body on the terms, conditions and remuneration of Senior Post Holders (SPHs).
- 2.2 To review and make recommendations with regards to the Corporation's Remuneration Framework for SPHs and advise on the specific remuneration packages of Senior Post Holders, so as to:-
 - i. ensure that Senior Post Holders are fairly rewarded for their individual contributions to the College's overall performance and, in particular, that performance related pay is proportionate to the value delivered by each individual in role, and
 - ii. demonstrate to the public that the pay of Senior Post Holders is set by a Committee which has no personal interest in the outcome of its decision, and which gives due regard to the interests of the public purse and of the financial health of the College whilst paying heed to the College's charitable status.
 - iii. In making severance payments, institutions must meet their contractual obligations and be able to explain the reasons for any payments made.
- 2.3 To receive written reports summarising the outcome of the annual appraisal of Senior Post Holders and to advise the Governing Body of their outcome.
- 2.4 To be advised of any major changes in employee benefits structures throughout the College.
- 2.5 To consider matters of equality, diversity and inclusion relating to remuneration with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure.

- 2.6 To advise the Board on succession planning in relation to Senior Post Holders.

Responsibility of the Chair and Vice Chair of the Governing Body

It will be the Chair and Vice Chair's responsibility to conduct the annual appraisal of the Principal. It will be the Chair and Principal's responsibility to conduct the annual appraisal of the Clerk.

Responsibility of the Principal

It will be the Principal's responsibility to conduct the annual appraisals of all other Senior Post Holders.

3. OTHER MATTERS

- 3.1 The Committee may invite other Senior Post Holders to attend meetings when necessary.
- 3.2 Other members of the Governing Body, excluding staff and student members, may attend meetings of the Committee.
- 3.3 The Committee is authorised by the Board to obtain, at the College's expense, outside legal or other professional advice on any matters within its terms of reference, including reliable, up-to-date information about remuneration and conditions of service in other organisations of comparable scale and complexity, as appropriate.
- 3.4 The Committee shall produce an annual report to the Governing Body detailing its policy on, and recommendation for, the remuneration of SPHs.
- 3.5 The Committee shall annually consider its own effectiveness, review its Terms of Reference and recommend any proposed changes to the Governing Body.

APPENDIX 7

SEARCH AND GOVERNANCE COMMITTEE

MEMBERSHIP AND TERMS OF REFERENCE

SEARCH AND GOVERNANCE COMMITTEE
Membership and Terms of Reference

Terms of Reference made under Article 5(1) of the Articles of Government.

1. MEMBERSHIP

- 1.1 The Committee shall comprise of up to six members of the Governing Body including the Principal and the Chair, and three further members of the governing body including a member of staff of South Devon College.
- 1.2 Members of the Governing Body may serve on the Committee for the period of their term of office as governors. Advisers/Co-opted Members who are not members of staff shall serve for a period of four years. An adviser/Co-opted Member who is also a member of staff shall serve for a period of two years.
- 1.3 The Chair of the Committee will be the Chair or Vice Chair of the Governing Body.
- 1.4 The quorum for meetings of the Committee shall be three including at least two members of the Governing Body. All members shall have voting rights.
- 1.5 The Clerk to Governing Body shall act as Clerk to the Committee.
- 1.6 The Committee will meet at least twice a year.

2. TERMS OF REFERENCE

- 2.1 To advise the Governing Body on the appointment of its members, other than the Principal/Chief Executive, having regard at all times to the provisions of the Instrument of Government and any policies determined by the Governing Body.
- 2.2 To advise the Governing Body on the appointment of the Chair and Vice Chair to the Governing Body.
- 2.3 To consider and make recommendations to the Governing Body for appointments to Committees and annually review the membership and Chairs of all Committees when rotation of members across Committees is considered and actively pursued where possible.
- 2.4 To consider and make recommendations to the Governing Body for the appointment of Designated and Lead Governors.
- 2.5 To seek nominations in respect of vacancies on the Governing Body, and to determine and apply the processes whereby such nominations are screened and shortlisted, taking into account all areas of the College provision.
- 2.6 To determine the methods to be used to seek potential members of the Governing Body: such methods may include the placing of advertisements in the press, consultation with local

authorities, employers and voluntary bodies.

- 2.7 To determine appropriate membership of the interview panel and interview arrangements of prospective Governors/Chair and Vice Chair.
- 2.8 To consider and make recommendations to the Governing Body on its composition and balance and on membership of its Committees, re: equality and diversity.
- 2.9 To advise upon, monitor and evaluate Governor induction arrangements.
- 2.10 To advise upon, monitor and evaluate Governor development activities and annually review and update the Governor Development and Involvement Strategy.
- 2.11 To regularly monitor Governor attendance and take appropriate action to achieve good attendance by all Governors.
- 2.12 To undertake, on behalf of the Governing Body, an annual skills audit.
- 2.13 To consider, and make recommendations to the Governing Body, on any proposed re-appointments to the Governing Body.
- 2.14 To annually receive and note the Governing Body's Register of Interests.
- 2.15 To use the Association of College's Code of Good Governance (March 2015) to inform the self-assessment of governance by the Board and to oversee any actions plans for the improvement of governance practices.
- 2.16 To review the Board's governance structures, scheme of delegation, policies and procedures and make recommendations to the Board.
- 2.17 To ensure the Corporation's Instrument and Articles of Government and the Governing Body's Standing Orders remain fit for purpose and to recommend any proposed amendments to the Governing Body.
- 2.18 To advise on such other matters relating to governance as necessary.

3. OTHER MATTERS

- 3.1 The Committee shall annually consider its own effectiveness, review its Terms of Reference and recommend any proposed changes to the Governing Body.

APPENDIX 8

SPECIAL COMMITTEE

MEMBERSHIP AND TERMS OF REFERENCE

SPECIAL COMMITTEE

Standing Orders, Terms of Reference and Rules of Procedure for the Special Committee made under Article 17 of the Articles of Government.

1. The Committee was established by the Corporation on 13 September 2002 by Minute 83/02.3.2. The arrangements below reflect the requirements of the Instrument and Articles of Government enacted on 1 May 2006.
2. **Terms of Reference**
 - 2.1 The Special Committee shall consider any reference to it by the referring authority of any matter(s) in respect of which it appears to the referring authority that it may be appropriate pursuant to Article 17(1) to dismiss the holder of a senior post as defined in Article 1(i).
 - 2.1.1 The “referring authority”, for the purposes of this sub-section is
 - (a) the Chair (or in his/her absence the Vice Chair of the Corporation); OR
 - (b) a majority of Corporation members.
 - 2.2 The Special Committee shall examine and determine the case for dismissal in accordance with Article 17(1).
 - 2.3 In order to fulfil its Terms of Reference, the Committee may call for written reports, may interview and question any persons (including the authors of such reports), and may seek such external or specialist guidance as seems to the Committee necessary or desirable.
 - 2.4 The Special Committee shall hold its first meeting within seven days of being convened.
3. **Clerkship**
 - 3.1 The Clerk to the Corporation shall act as Clerk to the Special Committee EXCEPT
 - 3.1.1 where the Clerk is the senior post holder in respect of whom the submission to the Committee is made; OR
 - 3.1.2 where the Committee is satisfied that it would be inappropriate for the Clerk so to act.
 - 3.2 In such an exceptional case, the Committee shall determine the clerkship arrangements, and may, if they see fit, appoint an external clerk for the duration of the Committee’s consideration of the matter under referral.
4. **Membership**
 - 4.1 The Committee shall consist of three members of the Corporation excluding the Chair, the Vice Chair, the Principal and the staff and student members.
 - 4.2 The members of the Committee shall be appointed ad hoc by the Chair and the Vice Chair.
 - 4.3 The members of the Committee thus appointed shall hold office for such time as may be required for the Committee to carry out its functions under Article 17 in relation to the matter(s) referred to it.

5. Chair of the Committee

- 5.1 The Committee shall appoint one of its members as Chair of the Special Committee. Such appointment may be made by mutual agreement of the members (which may be reached by telephone through the Clerk or other nominated convenor).
- 5.2 The appointment shall in any event be by a simple majority vote of the members.

6. Quorum

- 6.1 All three members of the Committee must be present at any meeting in order for the meeting to be quorate.

7. Attendance

- 7.1 Attendance at meetings of the Committee shall be limited to
 - 7.1.1 the Members of the Committee;
 - 7.1.2 the Clerk or other nominated convenor;
 - 7.1.3 any external specialist adviser appointed by the Committee to assist in its deliberations;
 - 7.1.4 the senior post holder the case for whose dismissal is being considered;
 - 7.1.5 the colleague or union representative of the senior post holder mentioned in Article 17(6); and
 - 7.1.6 to the extent that the Committee so require, any person(s) whom the Committee believe may be able to provide them with information which may assist in their consideration of the case.
- 7.2 A “colleague or union representative” in 7.1.5 above means a friend, a Trade Union Official, a staff representative, or a work colleague or a legal or other representative.

8. Rules of Procedure

- 8.1 The following Rules of Procedure are made in accordance with Article 17 of the Articles of Government.
- 8.2 Preliminary Procedure
 - 8.2.1 The Chair (or in his/her absence the Vice Chair) shall, as soon as is practicable after concluding that it may be appropriate for the Corporation to consider the dismissal of a senior post holder, instruct the Clerk or (where it is the Clerk’s post under consideration or there is some other good reason why this would be inappropriate) another appropriate person to convene the Special Committee.

- 8.2.2 The Clerk or other nominated convenor shall thereupon call a meeting of the Committee, the first of which shall take place within seven days of the Special Committee being convened.
- 8.2.3 The Chair of the Committee may appoint a representative to investigate and present the case for dismissal to the Committee, although the Chair may in consultation with the Committee decide to dispense with such an appointment if he/she considers that it would be inappropriate having regard to the nature of any written or other evidence available to the Special Committee for examination by it.
- 8.2.4 The person whose proposed dismissal is to be considered and determined by the Special Committee shall be entitled to receive from the Committee a written statement of the alleged conduct, characteristics or other circumstances which have led to the person being considered for dismissal.
- 8.2.5 As soon as a meeting date has been fixed, the Clerk or other nominated convenor shall:
- (a) send to the members a Notice of Meeting, together with copies of any documents from the Chair (or Vice Chair) setting out the reasons for convening of the Committee;
 - (b) inform the senior post holder concerned in writing that the matter has been referred to the Special Committee to examine and determine the case for dismissal;
 - (c) provide the Senior Post Holder concerned with:
 - i. a copy of the Notice convening the Meeting;
 - ii. a copy of this procedure;
 - iii. a written statement as set out in clause 8.2.4;
 - iv. a copy of any documents sent to the Committee with the Notice of the Meeting;
 - (d) notify the senior post holder concerned, that he/she will have the right to make representations to the Committee, including oral representations, for which purpose he/she may be accompanied and represented by a colleague or union representative as defined at Clause 7.2 above; and ascertain whether the senior post holder wishes any relevant witnesses to attend the meeting;
 - (e) notify the representative (if one has been appointed pursuant to clause 8.2.3) nominated to present to the Committee the case for dismissal of the arrangements for the meeting, and ascertain whether the appointed representative has identified any witnesses he/she wishes to attend for examination.

- (f) notify any persons who it appears to the Committee, or to the Chair of the Committee may be able to assist the Committee in their examination of the case that they will be required to attend the meeting to answer questions from the Committee and/or the senior post holder and his/her friend. This will include any relevant witnesses required by the appointed representative or by the senior post holder and his/her colleague or union representative (as defined in Clause 7.2 above).

8.3 Procedure at the Committee Meeting

- 8.3.1 The Chair of the Special Committee will state the grounds giving rise to the convening of the Special Committee and will ensure that the Committee's role and procedure to be followed at the meeting are explained to all persons attending the meeting. If the senior post holder does not attend the meeting, it may proceed in his/her absence.
- 8.3.2 The appointed representative if one has been appointed will be asked to present the case of the dismissal of the senior post holder and to call any witnesses with relevant evidence. If no representative has been appointed, the Committee may call and question relevant witnesses.
- 8.3.3 The senior post holder or his/her colleague or union representative, and the members of the Special Committee may ask questions of the appointed representative and any witnesses.
- 8.3.4 The senior post holder will be asked to respond and to call any witnesses with relevant evidence.
- 8.3.5 The appointed representative and the members of the Special Committee, may ask questions of the Senior Post Holder and any witnesses.
- 8.3.6 Witnesses will be required to withdraw.
- 8.3.7 When the Special Committee is satisfied that it has heard the case for dismissal and any representations made by or on behalf of the senior post holder, the appointed representative and the senior post holder will be asked to summarise their respective cases. They, and any colleague or union representative (as defined in Clause 7.2 above) will then be required to withdraw.
- 8.3.8 The Chair of the Special Committee will have the discretion at any stage of this procedure to make rulings in relation to the conduct of the meeting and procedural matters including as to whether any matter or evidence before the Committee is relevant or irrelevant. In doing so, the Chair of the Special Committee will not be bound by any rules of evidence or procedure governing Court proceedings but will have regard to the need for fairness and propriety.

8.3.9 In considering the case the Special Committee will have regard to any relevant documents before it, and oral evidence which it has heard, any representations made by the appointed representative or the senior post holder and such other matters as it may consider relevant. The Committee will endeavour to reach decisions on the basis of a consensus of all of its members, but in the absence of a consensus it will take decisions on the basis of simple majority vote.

9. Appeal

- 9.1 The senior post holder shall have the right of appeal to the Corporation against the decision of the Special Committee. Such an appeal must be made in writing within fourteen days of the receipt of that decision.
- 9.2 Where an appeal is made under clause 9.1 above the senior post holder must be invited to a meeting of the Corporation at which the senior post holder may make representations, including oral representations, and for this purpose may be accompanied by a colleague or union representative (as defined in Clause 7.2 above).
- 9.3 Members of the Special Committee, staff and student governors shall not attend the meeting of the Corporation.
- 9.4 The senior post holder will be given not less than seven days' notice of the meeting of the Corporation to hear the appeal.
- 9.5 The Corporation shall consider the decision of the Special Committee and any representations of the senior post holder, and shall take such action as it considers appropriate. The Corporation shall, without unreasonable delay, and in any event no later than seven days after the meeting, communicate its decision to the senior post holder and to the Special Committee.

10. Summary Dismissal

- 10.1 The Chair or, in the Chair's absence the Vice Chair, may dismiss the holder of a senior post with immediate effect, without need for prior notice and without referral to a Special Committee, where the circumstances are such that the Chair, or in the Chair's absence the Vice Chair, is entitled to do so by reason of the serious or gross misconduct of the senior post holder and in such cases clauses 1-8 above shall not apply.
- 10.2 Where a senior post holder has been dismissed in accordance with clause 10.1 above, the Chair or Vice Chair, as appropriate, shall provide the senior post holder with a written statement of the alleged misconduct which has led to the dismissal, and the reasons why the Chair or Vice Chair considers that that person was guilty of such misconduct. The Chair or Vice Chair, as appropriate, shall also notify the senior post holder of the right to appeal to the Corporation against the dismissal.

11. Appeal against Summary Dismissal

- 11.1 The senior post holder shall have the right to appeal in writing to the Corporation within fourteen days of receiving a written statement under clause 10.2 above.

- 11.2 The Corporation shall, as soon as reasonably practicable, but no longer than 21 days, after receipt of the notice of appeal, invite the senior post holder to attend a meeting of the Corporation, at which the senior post holder may make representations, including oral representations and may be accompanied by a colleague or trade union representative which means a friend, a Trade Union Official, a staff representative, or a work colleague or a legal or other representative.
- 11.3 The senior post holder will be given not less than seven days' notice of the meeting of the Corporation.
- 11.4 The Chair or Vice Chair, as appropriate, shall not attend the meeting of the Corporation called under clause 11.2 above.
- 11.5 The Corporation shall receive a copy of the written statement of the alleged misconduct (clause 10.2 above) and shall invite the senior post holder or his/her colleague or trade union representative, which means a friend, a Trade Union Official, a staff representative, or a work colleague or a legal or other representative, to make representation.
- 11.6 The senior post holder and his/her colleague or trade union representative (as defined in Clause 7.2 above) to leave the meeting.
- 11.7 The Corporation shall determine the appeal, having taken any representations into account, and shall notify in writing the senior post holder of its decision without unreasonable delay, and in any event no later than seven days after the meeting.

END

