

# Corporation Standing Orders

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## Corporation Standing Orders

### Section A: Authority and Responsibility

No.	Standing Order	Additional Info
A1	<p>The Corporation (sometimes referred to as the Board) amended its Instrument and Articles in July 2017, this sets out the framework the Corporation operates within. The Standing Orders set out the Corporation's operational arrangements within the framework of the Instrument and Articles of Government, Financial Memorandum, Audit Code of Practice and other applicable law.</p> <p>The Standing Orders should not replicate the Instrument and Articles of Government which will be adhered to at all times.</p>	<p>The minimum responsibilities of the Corporation, Chief Executive and Clerk are set out in Article 3.</p>
A2	<p>The Board will be responsible for performing an annual review of the Strategic Plan and will be involved in the strategic planning process.</p>	
A3	<p>The Instrument and Articles of Government and the Standing Orders will be reviewed at least every five years by the Board. The next review is due by July 2022. Notwithstanding this, the Clerk will maintain a watching brief on the Board's governance documents and may bring proposals for change to the Board in the interim.</p>	
A4	<p>Corporation members (also referred to as Governors) shall agree to abide by the Code of Conduct for Board members as adopted from time to time by the Corporation, reference to which is contained in Annex A.</p>	<p>Nolan Committee report on Standards in Public Life</p>
A5	<p>Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound to speak or vote by mandates given to him/her by any other body or person.</p>	

A6	There is an approved procedure in the event that a complaint is made against the Corporation, a member of the Corporation or the Clerk to the Corporation by an individual, business or organisation ( <i>Annex B</i> )	
A7	<p>The Clerk shall be responsible for advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business and matters of governance practice and may seek independent legal advice in support of this responsibility.:-</p> <p>The Clerk is responsible for intervening when he/she considers that the Corporation is acting inappropriately or beyond its powers.</p> <p>The Clerk shall also be responsible for custody of the Corporation's seal and reporting annually on its use.</p>	
A8	<p>The Board may delegate authority to Committees or individuals (within the constraints of the Instrument and Articles of Government). Where delegation has been indicated in the Standing Orders, minutes or any policy this does not prevent the Corporation taking the decision if the Chair and Clerk agree it is appropriate to refer the matter to the Corporation.</p> <p>Delegation of authority to take a decision does not remove the accountability for the decision from the Corporation. The Corporation accepts corporate responsibility for decisions taken.</p>	See Article 9 for functions that cannot be delegated.
A9	In all cases where the Standing Orders, minutes or any policy requires the Chair of the Corporation or of a Committee to take action then this can be delegated to the relevant Vice-Chair in their absence.	

## Section B: Membership

No.	Standing Order	Additional Info
B1	The Corporation determined to have a Board of between fifteen and twenty members.	
B2	<p>A. The number of members in each variable category is subject to limits set out in the Instrument of Government.</p> <p>B. Subject to paragraph above the Corporation shall determine the membership numbers as from time to time appropriate.</p>	
B3	Membership arrangements set out in Standing Orders B1 and B2 can be amended by resolution of the Corporation at any time without amending the Standing Orders provided that the requirements of clause 2 of the Instrument of Government are met.	Currently 2 staff governors and 2 governors.

## Section C: Appointment of Board Members

No.	Standing Order	Additional Info
C1	When a vacancy arises, the Board shall take all necessary steps to appoint a new member to fill the vacancy as soon as practicable.	
C2	<p>The Corporation is the appointing authority in relation to the appointment of any member of the Corporation.</p> <p>As such, in that capacity, the Corporation shall determine all matters relating to the appointment, suspension and termination of office.</p>	See clauses 4 and 7 of the Instrument of Government
C3	<p>Terms of office and tenure of Board members shall be determined by the Corporation.</p> <ul style="list-style-type: none"> <li>● The first term of office of an independent Board member should be for a period of up to four years</li> <li>● Before reappointment of a Corporation member is proposed, the Search and Governance Committee shall carry out an evaluation of the contribution made by that member</li> <li>● After the initial term, further appointments will be considered by the Search and Governance Committee and the appointment must be endorsed by the Corporation in the usual way</li> <li>● In agreeing additional terms of office, steps should be taken by the Search and Governance Committee (in consultation with the Clerk) to avoid expiry of the terms of office of several Board members at the same time.</li> </ul>	See clause 8 of the Instrument of Government and Article 23

C4	<p>The Board has determined that external Governors shall not serve for more than eight years unless exceptional circumstances are considered applicable, initially by the Search and Governance Committee, and following approval of their subsequent recommendation to the full Board. Any additional appointment will be for a maximum of 1 year after which time the Search and Governance Committee will review the appointment again. Any subsequent appointments should again only be made in exceptional circumstances and will also be limited to 1 year periods with a maximum term of office of no longer than 12 years. It is the Board's expectation that steps will be taken to address any exceptional circumstances identified by either the Board and/or the Search and Governance Committee, to reduce such appointments to a minimum.</p>	
C5	<p>The staff Corporation members will be elected by the college staff and will be appointed for a period of up to two years, unless the Board decides otherwise.</p> <p>The student governors will be elected by the student body and will be appointed for a period of one year unless the Board decides otherwise.</p> <p>The Chief Executive is automatically appointed as a Board Member by virtue of his or her office unless he or she chooses not to serve as Board Member.</p>	
C6	<p>The following rules will apply to the appointment of a Chair and Vice-Chair of the Board.</p> <ul style="list-style-type: none"> <li>• The appointment of Chair and Vice Chair shall be for a period up to two years. The Search and Governance Committee may recommend to the Corporation that external candidates for the role of Chair should be considered and the process shall be determined by the Search and Governance Committee. The Chief Executive, staff and student members are not eligible to stand but may participate in the process of appointment.</li> </ul>	

	<ul style="list-style-type: none"> <li>● Where external candidates are included in the application process determined all candidates will follow the same application process.</li> <li>● Where external candidates are not included in the application process determined</li> <li>● The Clerk will seek nominations from Board members at least four weeks prior to the appointment date and</li> <li>● Where there is more than one nomination a secret ballot will be arranged by the Clerk</li> <li>● If both the Chair and Vice-Chair are absent from any meetings of the Corporation, the members present shall choose one of their number to act as Chair</li> <li>● The Chair or Vice-Chair may resign his/her office at any time by giving notice in writing to the Clerk</li> <li>● Where the membership of the Chair or Vice-Chair is terminated or suspended in accordance with clause 9 of the Instrument of Government or where for any reason the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge his/her functions, the Corporation may remove him/her from office by notice in writing; in this case, an interim appointment shall be made at the meeting following the removal from office until such time as an application process is determined.</li> </ul>	
C7	<p>A member of the Corporation must be eligible to be appointed under the terms of the Instrument of Government.</p> <p>A member may at any time resign his office by notice in writing to the Clerk to the Corporation.</p>	<p>See clauses 7 and 9 of the Instrument of Government</p>
C8	<p>Members may be suspended and or removed from office as set out in the Instrument of Government.</p> <p>The Corporation may use the power to suspend and or remove a member under clause 9 of the Instrument of Government. .</p> <p>A decision to suspend should not be regarded as a punishment but as a neutral act intended to protect the College’s reputation and/or to ensure it can properly exercise its powers and discharge its legal duties to internal and external stakeholders. The Corporation will undertake such steps to consider the concern as they consider appropriate,</p>	<p>See Instrument of Government clause 9</p>

	The Chair of the Corporation may, where it is in the best interests of the Corporation, grant a member permission to be absent for a period of up to 6 months, this should then be reported at the next Board meeting and monitored by the Search and Governance Committee.	
C9	There is an expectation that Governors will rotate around committees, normally spending no more than four years on any one committee.	See minutes of the Board meeting July 2014
C10	Committee Chairs will normally be appointed in each post for a period up to two years by the Board. Vice Chairs will normally be appointed by Committees at their first meeting of the academic year.	
C11	Governors do not need prior experience on the relevant committee before being appointed as a Chair or Vice-Chair.	See minutes of the Board meeting July 2014
C12	Committee Chairs will be expected to broadly agree the committee work programme, approve draft minutes, ensure that all Governors are able to contribute at meetings and that the meeting is kept to a reasonable length.	See minutes of the Board meeting July 2014
C13	Committee Vice-Chairs will be broadly expected to act as a mentor to newly appointed Governors on their committee and to assume the responsibilities of the Chair in their absence.	See minutes of the Board meeting July 2014

## Section D: Appointment and Management of Senior Postholders

No.	Standing Order	Additional Info
D1	The Chief Executive, Director of Finance, the Clerk to the Corporation, the individual agreed by the Corporation to have responsibility for Human Resource and any individuals formally acknowledged by the Corporation are designated Senior Postholders.	
D2	Where there is a vacancy for a Senior Postholder then the Chief Executive will draw up a draft job description. This will be approved by the relevant Committee Chairs, Resources Committee Chair and Chair of the Corporation.	
D3	The Corporation will determine a relevant procedure and Selection Panel in accordance with Article 10 for the appointment of senior Postholders	See Article 10 for more details
D4	<p>The Selection Panel will be responsible for:</p> <ul style="list-style-type: none"> <li>● agreeing the recruitment process after consultation with the Chair of the Resources Committee</li> <li>● selection of a candidate for recommendation to the Corporation</li> <li>● making a recommendation to the Corporation on any decision to re-advertise or re-interview where a suitable candidate has not been identified.</li> </ul>	
D5	The initial terms and conditions and remuneration of a Senior Postholder will be agreed by the Remuneration Committee.	
D6	Senior Postholders will have an annual development review. The Chief Executive will perform this for Senior Postholders other than themselves and the Clerk where the reviews will be carried out by the Chair of the Corporation.	See College Procedures for Development Review and Objective Setting

D7	The performance grade and remuneration of each Senior Postholder will then be agreed by the Remuneration Committee and communicated to the Senior Postholders.	See terms of reference of the Remuneration Committee
D8	Where there are concerns about the performance of a Senior Postholder in agreement with the Chief Executive the Corporation may convene a Special Committee. Where there are concerns about the performance of the Chief Executive then in agreement with the Chair of the Corporation the Corporation may convene a Special Committee.	
D9	<p>The Special Committee will be authorised to:</p> <ul style="list-style-type: none"> <li>● investigate the concerns</li> <li>● take the decision to dismiss a senior post holder if required</li> <li>● recommend no further action be taken or propose actions to support the senior post holder such as additional training.</li> </ul>	See the employment policies and framework for Senior Postholders.
D10	The Corporation shall appoint a person to serve as Clerk to the Corporation. The Clerk will be entirely independent of the College Executive.	

## Section E: Declaration of Interests

No.	Standing Order	Additional Info
E1	<p>The Clerk to the Corporation shall maintain a register of the interests of members of the Corporation which are disclosed to the Corporation. The register shall be made available during normal office working hours at the College to any person wishing to inspect it.</p> <p>The register will be updated at least annually, members should advise the Clerk of any amendments that arise throughout the year.</p> <p>At the beginning of any Corporation or Committee meeting they attend members have a duty to disclose an interest as set out in the Instrument of Government.</p>	<p>See clause 10 of the Instrument of Government for more details.</p>
E2	<p>The Clerk should alert the Chair and the member involved if a potential conflict of interest is likely to arise.</p>	
E3	<p>A declaration of interest by a Corporation member will be recorded in the minutes.</p>	

## Section F: Meetings

No.	Standing Order	Additional Info
F1	The Corporation shall meet at least once in every term with other meetings as necessary.	
F2	<p>A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members.</p> <p>Where urgent matters need to be considered then with the Chair's approval less than seven days' notice is required for the meeting.</p>	
F3	<p>Members are expected to attend in person, as far as is reasonably practicable, all meetings of the Corporation and those committees of which s/he is a member.</p> <p>It is recognised that there may be occasions when attendance is not possible. On such occasions:</p> <ul style="list-style-type: none"> <li data-bbox="358 1079 1230 1188">i. members shall notify the Clerk and will give as much notice as possible of their absence to enable decisions on quoracy.</li> <li data-bbox="358 1192 1230 1339">ii. members are encouraged in advance of the meeting to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.</li> </ul> <p>In exceptional circumstances a member can use video or telephone conferencing to attend, participate and be counted towards the quorum of a meeting with the agreement of the Clerk and Chair of the Corporation (for Board meetings) or relevant Committee Chair provided all members can see or hear each other where remote communication is used. If a member wishes to do this they should give the Clerk and Chair at least a week's notice of their request and the respective Chair and the Clerk will decide on whether access via visual or tele-conferencing facilities will be permitted and will notify the member of their decision..</p>	

F4	<p>In exceptional circumstances with the agreement of the Chair of the Corporation, Clerk and any relevant Committee Chair business can be conducted by written resolution. This will be emailed to all members of the Corporation or Committee. Members will be asked to reply to the Clerk by email either accepting or rejecting the resolution. Electronic confirmation will be accepted and a 51% response of eligible members' approval will be needed to pass the resolution. Any business conducted by written resolution will be reported at the next meeting.</p>	<p>Clause 14 Instrument of Government</p>
F5	<p>A schedule of meetings for the Corporation and its Committees for the following academic year shall be submitted by the Clerk to the July Board meeting.</p>	
F6	<p>Meetings will be called by the Clerk to the Corporation who shall (at least seven calendar days before the date of the meeting) send a written notice of the meeting and the proposed agenda to members. At the same time the Clerk will, where reasonably practicable, send copies of all relevant papers unless the Chair has agreed that a paper may be tabled at the meeting. If a meeting is to discuss matters relating to the Clerk, the meeting will be called by the Chair.</p>	
F7	<p>Any member may request an item be included on the agenda of a meeting. Such a request should be submitted at least two weeks before the meeting to the Clerk who will clear the item through the Chair prior to finalisation of the agenda. If a paper is requested from College staff then Governors should allow enough time for this to be prepared.</p>	
F8	<p>No resolution made by the Board may be rescinded or varied unless its reconsideration appears as a specific item on the agenda of a subsequent meeting. Such items cannot be changed under matters arising.</p>	

<p>F9</p>	<p>A policy on Public Access to Corporation meetings has been determined by the Board. This statement of policy must be published on the college’s website:</p> <ul style="list-style-type: none"> <li>● meetings of the Corporation and its committees are not open to the public. However, access to information about the work of the Corporation is made available by the Clerk and is generally accessible unless there are sound reasons for maintaining confidentiality</li> <li>● application by any non-member to gain access, exceptionally, to a Corporation meeting as an observer must be made to the Clerk to the Corporation in writing not less than five working days prior to the meeting</li> <li>● a decision on such a request will be made by the Chair (or the Vice-Chair), the Chief Executive and the Clerk in the light of the overall circumstances and after consultation with Corporation members where practicable</li> <li>● the decision will be notified to the applicant in writing by the Clerk</li> </ul> <p>A non-member (such as Senior Postholders, other staff, and professional advisers) may attend meetings of the Corporation and its committees by invitation of the Chair of the Corporation or the Chair of the relevant committee.</p>	
<p>F10</p>	<p>The Corporation has the power to pay to a member such travelling, subsistence or other allowances as the Corporation may determine, other than allowances which remunerate members for their services as members (except by approval of the Secretary of State and/or Charities Commission as appropriate).</p> <p>The Corporation has determined that members of the Corporation may claim legitimate expenses associated with Corporation work and that mileage and subsistence rates are to be the same as accorded to members of staff.</p>	<p>See Annex E Guidance on Corporation expenses for more details</p>

F11	<p>The following rules apply to the withdrawal of Staff Members:</p> <ul style="list-style-type: none"> <li>● where a matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member may take part, vote and be counted in the quorum, as long as he/she acts in the best interests of the Corporation as a whole</li> <li>● if the matter under consideration is under negotiation with staff, and the staff member is representing any of the staff concerned, then the staff member must withdraw</li> <li>● staff Corporation members including the Chief Executive are obliged to withdraw from any part of a Corporation or committee meeting at which staff matters relating solely to that member of the staff, to his/her reappointment or to appointment of his/her successor are to be considered</li> <li>● staff Corporation members must withdraw, if required to do so by resolution of other members present, from a Corporation or committee meeting at which staff matters relating to any member of staff holding a post senior to themselves are being considered</li> </ul>	
F12	<p>The following rules apply to the withdrawal of Student Members:</p> <ul style="list-style-type: none"> <li>● a Student Corporation member shall withdraw from that part of any meeting of the Corporation or any of its committees at which his/her conduct, suspension or expulsion is to be considered</li> <li>● a Student Corporation member must take no part in the consideration or discussion, not vote and also withdraw from any part of a meeting, if requested to do so by a majority of members other than student members, where there is consideration of staff matters relating to a member or prospective member of the staff of the college. Whether or not withdrawal is requested, a student member may not participate in the discussion or vote</li> </ul>	

F13	The Clerk to the Corporation must withdraw from that part of any Corporation or committee meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as clerk are being considered. In such a case, the meeting shall appoint from their number a person to act as Clerk for that part of the meeting.	
F14	The Clerk shall report annually to the Board attendance figures at Board and Committee meetings.	
F15	Other than at special Corporation or Committee meetings the following standard items will be included on all agendas <ul style="list-style-type: none"> <li>● apologies for absence</li> <li>● approval of the minutes of the previous meeting</li> <li>● matters arising from the minutes not covered elsewhere.</li> </ul>	
F16	Minutes of special Corporation or Committee meetings will be reported at the next usual meeting.	

## Section G: Quoracy and Voting Procedures

No.	Standing Order	Additional Info
G1	<p>a. The arrangements in relation to quoracy for meetings of the Corporation are as follows:</p> <ul style="list-style-type: none"> <li>i. for meetings of the Corporation, meetings shall be quorate if the number of members present is at least 40% of the number of members in post with at least half of those present being external members.</li> <li>ii. on occasions when the Principal, staff and/or student members are required to leave the meeting due to the nature of the item under discussion, the quorum will be 40% of the total number of members in post entitled to remain in the meeting</li> </ul> <p>b. The arrangements in relation to meetings are as follows:</p> <ul style="list-style-type: none"> <li>i. a meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of visual or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quoracy of a meeting.</li> <li>ii. if the Clerk judges that a meeting will not be quorate, s/he will immediately inform the Chair.</li> <li>iii. if the number of members present for a meeting of the Corporation or committee does not constitute a quorum within 30 minutes of the advertised starting time, the meeting shall not be held</li> <li>iv. if during a meeting of the Corporation or a committee there ceases to be a quorum, the meeting shall be terminated at once.</li> <li>v. if a meeting cannot be held or cannot continue for lack of quorum, the Chair may call a special meeting as soon as it is</li> </ul>	<p>Clause 12 Instrument of Governme nt</p>

G2	The quorum of each committee will be set by the Corporation, to be specified in the committee terms of reference.	
G3	The withdrawal of the right to vote of a member with a declared personal interest is covered in clause 10 of the Instrument of Government.	See clause 10 of the Instrument of Government.
G4	If there is no clear majority of members in favour of a resolution, the Clerk is advised to record the number of votes for and against the resolution. Where a vote is taken the Chair has the casting vote. Dissenting members have the right to have their disagreement recorded in the minutes.	
G5	Governors have the right to decide whether a secret ballot should be held or whether names of those voting for and against should be taken.	
G6	Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.	
G7	A student Corporation member who is under the age of 18 shall not vote on any question concerning any proposal for the expenditure of money by the Corporation, or under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability.	

## Section H: Corporation & Committees' Minutes and Papers

No.	Standing Order	Additional Info
H1	A copy of the Instruments and Articles of Government shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who requests a copy.	
H2	<p>Unless deemed confidential by the Board, the Corporation shall ensure that a copy of the following shall be made available during normal office hours, to anyone wishing to inspect them:</p> <ul style="list-style-type: none"> <li>● the agenda for each meeting of the Corporation;</li> <li>● the draft minutes, if they have been approved by the Chair;</li> <li>● the approved minutes;</li> <li>● any report, document, or other paper considered at the meeting, including committee minutes</li> <li>● a copy of the Instrument &amp; Articles of Government</li> </ul>	Also see H5
H3	A copy of the draft or approved minutes of every meeting of the Corporation will be placed on the college's website for a minimum period of 12 months.	Also see H5
H4	Minutes and papers will be archived by the Clerk for a period of at least ten years except where statutory requirements deem they must be held for a longer period.	
H5	<p>All minutes and papers determined by the Corporation to be confidential will not be made available for public inspection. This includes material relating to:</p> <ul style="list-style-type: none"> <li>● a named person employed at or proposed to be employed at the college</li> <li>● a named student at, or candidate for admission to, the college</li> <li>● the Clerk to the Corporation, or</li> <li>● any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis, in accordance with the approved policy on openness and confidentiality.</li> </ul>	

H6	Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or staff or student members have withdrawn. In such a case, those who have withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting or any related papers.	
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	<p>addition to those required under I1 above:</p> <ul style="list-style-type: none"> <li>● Resources Committee</li> <li>● Quality, Standards and Achievement Committee</li> <li>● Remuneration Committee</li> </ul> <p>Further, the Corporation may from time to time determine to establish ad hoc working groups to advise on specialist areas.</p>	
13	<p>Delegated authority must be formally recorded, either as part of approved terms of reference, in approved College policies (such as the Financial Regulations) or in the minutes of the Corporation/ Committee</p> <p>The Corporation may not delegate authority to its committees in respect of:</p> <ul style="list-style-type: none"> <li>● the determination of the educational character and mission of the institution;</li> <li>● the modification or revocation of the Articles of Government</li> <li>● the approval of the annual estimates of income and expenditure;</li> <li>● the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;</li> </ul> <p>In addition, the Corporation may not delegate powers it does not possess, such as those specifically assigned by the Articles of Government to the Chief Executive or Clerk.</p> <p>The Corporation may only delegate the case for dismissal and the power to determine an appeal in connection with the dismissal of a Senior Postholder to a Committee of its Governors (referred to as the Special Committee).</p>	Article 9
14	<p>The Corporation should ensure that committees make an effective contribution to the governance of the college and the management of its business. Committees should reduce and not duplicate the business of the full Corporation or other committees.</p> <p>The timing of committee meetings should be such as to ensure that they assist the flow of college business.</p>	

15	<p>The Corporation determines the numbers and terms of office of members on each committee, and the chairship, membership and quoracy of committees.</p> <p>The Corporation reviews and approves the terms of reference of committees and, if appropriate, of Board working groups annually.</p> <p>Terms of reference of committees are attached as Annex C.</p>	
16	<p>Any Committee (other than a Special Committee or Appeal Committee referred to under I1 above) may include persons who are not members of the Corporation.</p>	
17	<p>The policy on Public Access to Corporation meetings determined by the Board and detailed under Standing Order F9 applies to attendance at committee meetings.</p> <p>All Corporation members are entitled to attend committee meetings as observers but should only participate in discussion if invited by the committee Chair to do so.</p>	
18	<p>The minutes of committee meetings (other than those determined to be confidential) will be made available to the Public.</p>	

## **Annex A**

**The Corporation of Bedford College has adopted the 15<sup>th</sup> edition model College Code of Conduct provided by Eversheds**

## Annex B

### Complaints against the Corporation

1. A complaint against the Corporation, a member of the Corporation or the Clerk to Corporation may be made by an individual, business or an organisation.

### **Complaint against the Corporation or a member of the Corporation**

2. A complaint against the Corporation or a member of the Corporation should be made in writing and addressed to:

The Clerk to the Corporation  
Bedford College, Cauldwell Street, Bedford, MK42 9AH.

3. The letter should clearly state the nature of the complaint and, if appropriate, provide copies of any related documentation.
4. The Clerk to the Corporation, in conjunction with the Chair or Vice-Chair will:
  - i. Acknowledge receipt of the complaint where possible within three working days
  - ii. Investigate the complaint and, if relevant, inform the member of the Board against whom the complaint is made
  - iii. Endeavour to provide a response to the complainant within four weeks and, if this is not possible, provide the complainant with an interim statement.
5. When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation, the Clerk to the Corporation, the Chair and the Vice-Chair will have the authority to refer the issue to the Corporation's auditors (external and/or internal) or other appropriate advisers.
6. After receipt of the Clerk's final response, the complainant may wish to take the matter further and may write to:

### The Skills Funding Agency

7. The Clerk to the Corporation will keep the Chair and Vice-Chair informed and will provide the Corporation with a report of the complaint at the following Corporation meeting. If it is felt necessary to inform members without delay, the Clerk will circulate a report prior to a Board meeting.
8. If a complaint is made against three or more members of the Corporation the above procedure will be followed except that an independent external person, such as the chair of another FE Corporation will be asked to investigate the matter.

## **Complaint against the Clerk to the Corporation**

- 9 A complaint against the Clerk to the Corporation should be made in writing and addressed to:

The Chair of the Corporation (marked 'personal and confidential') Bedford College, Cauldwell Street, Bedford, MK42 9AH

10. The letter should clearly state the nature of the complaint and, if appropriate, provide copies of any related documentation.
11. The Chair or Vice-Chair of the Corporation will:
- i. Acknowledge receipt of the complaint where possible within three working days
  - ii. Investigate the complaint and inform the Clerk
  - iii. Endeavour to provide a response to the complainant within four weeks and, if this is not possible, provide the complainant with an interim statement.
12. When carrying out an investigation on a complaint against the Clerk, the Chair or Vice-Chair of the Corporation will have the authority to refer the issue to the Corporation's auditors (external and/or internal) or other appropriate advisers.
13. After receipt of the Chair or Vice Chair's final response, the complainant may wish to take the matter further and may write to:

The Skills Funding Agency

14. The Chair or Vice-Chair will provide the Corporation with a report of the complaint at the following Corporation meeting. If it is felt necessary to inform members without delay, the Chairman or Vice-Chairman will circulate a report prior to a Board meeting.

*[Approved by the Corporation, 06.07.04, Resolution 6; amended in response to internal audit, May 2005; reviewed by the Corporate Governance Committee, 16.09.08 and revised by Corporation November 2014]*

## Terms of Reference of the Audit Committee

### Purpose:

In accordance with the Instruments and Articles of Government and Joint Audit Code of Practice to advise on matters relating to the Corporation's audit arrangements and systems of internal control and to provide reports to the Corporation on the adequacy and effectiveness of the College's systems of Internal Control. The Audit Committee will monitor the College's risk management procedures,

The Audit Committee will not adopt an executive role.

### Membership and Clerking

- The Committee shall have a minimum of 3 and up to six members
- The Audit Committee shall include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee shall have recent, relevant experience in risk management, finance and assurance.
- Membership shall **not** include
  - The Chief Executive, senior post-holders, staff governors or co-opted Board members or staff with; management, financial or budgetary responsibilities;
  - The Corporation Chair or members of the Corporation's Resources Committee;
  - Members with significant financial and personal interests in the College;
  - Employees, partners or those with a significant interest in any of the college's professional advisers (such as internal and external auditors, solicitors, bankers, insurers and property advisers) or suppliers of other significant goods or services;
  - Corporation members must constitute the majority of the membership of the Audit Committee; non-Corporation members with relevant audit and financial experience may be co-opted.
  - The Chair of the Committee shall be a Corporation member.
  - The Committee is clerked by the Clerk to the Corporation or his/her designated substitute.

### Operation

- The Committee meets at least three times a year; at least once in each academic term.
- The Board has determined a quorum of two or 50% of membership whichever is higher, one of whom must be the Chair or Vice-Chair of the Committee.
- Membership and Chairing of the Committee is reviewed at least every two years and approved by the Corporation.

- Minutes of the Committee are submitted to the Corporation, at which time the Chairman of the Committee gives a verbal report if appropriate.
- The Committee has the right, whenever it is satisfied that it is appropriate to do so, to go into confidential session and exclude any, or all, participants and observers, except the Clerk. In so doing, it must remain quorate.
- The internal auditor and the financial statements auditor must be invited to attend all meetings where business relevant to them is being discussed.
- Senior management should be invited to attend meetings where it is deemed appropriate by the Chair of the Committee.
- The Committee must consider all significant audit findings or recommendations. Detailed findings should not normally be discussed unless members agree that the Audit Committee needs to be satisfied of the findings or internal controls in this area.
- The audit committee has the authority to investigate any activity within its terms of reference.
- The audit committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- The Corporation, advised by the Committee, is ultimately responsible for ensuring that management take appropriate action on those reports that call for it, or to recognise and accept the risks of management not taking action.

#### Terms of Reference

1. To advise the Corporation on the adequacy and effectiveness of the College's assurance arrangements, framework of governance and its arrangements for risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of assets
2. To produce an annual report for the Corporation which will summarise the Committee's work relating to the financial year under review which shall;
  - include significant issues arising up to the date of preparation of the report
  - include any significant matters of internal control included in the management letters and reports from auditors or other assurance providers.
  - include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for the effective and efficient use of resources, solvency of the institution and safeguarding of its assets.
  - be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed.
  - be submitted to be relevant funding body with the annual accounts.
3. To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant and other assurance providers (if applicable) and to ensure that the auditors adhere to

- relevant professional standards;
4. To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS;
  5. To advise the Corporation on internal audit assignment reports, 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 management's responses to these;
  6. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, the financial statements auditor's management letter and of any other reports submitted by
  7. To provide the Corporation with a rag rated assurance matrix after each meeting other providers of audit and assurance services to the College;
  8. To consider and advise the Corporation on relevant reports by the National Audit Office and funding bodies and, where appropriate, management's response to these;
  9. To receive the college's annual financial statements to assist the Committee's review of the management letter of the financial statements auditor
  10. to consider the statements on Corporate Governance, Responsibilities of Members of the Corporation and the System of Internal Control and advise the Corporation on these;
  11. Under delegated authority from the Corporation to consider any banking discrepancy in excess of £5,000
  12. To oversee the Corporation's policies relating to fraud, whistleblowing or irregularity and to 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 auditor (an internal auditor if applicable) has been informed and that appropriate follow up action has been planned/actioned
    - that all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body
  13. To inform the Corporation of all additional services undertaken by the reporting accountant, the external auditors and other assurance providers (if applicable) and explain how independence and objectivity were safeguarded;
  14. Following review by the Estates Advisory Group to review any major capital project (as defined in the Financial Regulations) and to assess how well the project met the original aims and delivered value for money to learners and the community.

## Terms of Reference of the Resources Committee

### Purpose:

To monitor the management of the College's financial and human resources and capital expenditure to ensure financial solvency and sustainability. To ensure people management and financial strategies are aligned with the Strategic Plan and to monitor the achievement of the strategic objectives and strategic Plan and report to the Board. To monitor compliance with legislation and regulations relevant to its terms of reference

The Resources Committee will not adopt an executive role

### Membership and Clerking

1. The Committee shall have a membership of at least four members of the Corporation including the Chief Executive.
2. The quorum of the Committee is two members or 50% of membership whichever is the higher.
3. The Committee is clerked by the Clerk to the Corporation or his/her designated substitute.

### Operation

1. The Committee meets at least three times a year, with a meeting each academic term. It is helpful to have two Resources Committee meetings in the summer term in order to provide early oversight of the budgets and get feedback.
2. Membership and-Chairing of the Committee is reviewed at least every two years and approved by the Corporation.
3. Minutes of the Committee are submitted to the Corporation, at which time the Chair of the Committee gives a verbal report if appropriate.

### Terms of Reference

1. Reviewing and making recommendations to the Corporation on;
  - a) People strategy, including review of supply/skills demand, people plan to deliver strategic plan.
  - b) Human Resources KPIs as agreed by the Committee.
  - c) Annual estimates of income and expenditure and recommend their approval by the Corporation
  - d) Capital expenditure, including loans;
  - e) The college's investment and borrowing programme
  - f) Any matters relating to the solvency of the institution or the safeguarding of the Corporation's assets;
  - g) Approval of the Financial Regulations and schemes of delegation

- h) The framework for determining pay and conditions of staff other than senior post-holders
  - i) Appropriate disciplinary and grievance procedures for staff including senior post-holders
  - j) Approval of Pensions statement on the exercise of discretionary function in connection with the LGPS in accordance with Regulation 66 of the LGPS (Administration) Regulations 2008
  - k) Review of performance, impact and policy frameworks of associated undertakings of Bedford College within the scope of the terms of reference of the Committee
  - l) Review of framework and monitoring of Service Level Agreements covering services between Bedford College and its associated undertakings and third parties
  - m) To provide the Corporation with a rag rated report
2. Within the approved estimates and Accommodation Development Plan, to implement such decisions as shall be necessary on behalf of the Corporation, including:
- a. approving capital expenditure within the approved programme, and monitoring projects;
  - b. the approval of building work contracts in excess of £30,000 not in the capital budget or long term maintenance plan;
3. To consider advice from the Estates Advisory Group, through their minutes or formal reports.
4. To advise the Corporation on the development of the College's strategic policies relating to finance, estates, people management and development.
5. Under delegated authority from the Corporation;
- a) to approve debt write-offs in excess of £120,000 per annum to approve grants, contracts and ventures as set out in the financial regulations;
  - b) approving the write off of fixed assets, inventory, store or stock losses in excess of £500,000 per annum
  - c) To bring to the attention of the Corporation any matters within the remit of the Committee which it feels to be necessary or which are outside agreed policy;
  - d) To consider matters referred to it by the Corporation and keep the Corporation informed of its deliberations;
  - e) To ensure that decisions previously agreed by the Corporation are carried through in an appropriate manner;
  - f) To act on the Corporation's behalf on financial estates or people matters requiring urgent decision, subject to a report by the Committee Chair at the next Corporation meeting.

g) To receive and monitor the College Information Report.

**Note:** Where authority is vested in the Corporation Chair by the Corporation Financial Regulations and Procedures, this power can be formally delegated to the Chair of the Resources Committee.

## Terms of Reference of the Quality, Standards and Achievement Committee

### Purpose:

To report to the Board on the adequacy and effectiveness of the College's systems of quality assessment and assurance, and on the effectiveness of the quality (improvement) strategy. The Committee will have oversight of quality processes, monitor the quality of educational provision, including: student success and levels of achievement and the student experience.

The QSA Committee will not adopt an executive role.

### Membership and Clerking

1. The Committee will have a membership of at least four members of the Corporation.
2. The quorum of the Committee is two or 50% of the membership whichever is the higher.
3. The Committee is clerked by the Clerk to the Corporation or his/her designated substitute.

### Operation

1. The Committee will meet at least three times a year, once each academic term.
2. Membership and Chairing of the Committee will be reviewed at least every two years and approved by the Corporation.
3. Membership shall include at least one student governor and at least one staff governor.
4. Minutes of the Committee will be submitted to the Corporation, at which time the Chair of the Committee will give a verbal report if appropriate.
5. The Committee will agree an outline schedule of the matters to be considered.
6. The Committee will receive a "quality dashboard" at each meeting to give an overview of College educational/academic performance.
7. The Vice Principle responsible for Quality, is the lead Executive link for this Committee.

### Terms of Reference

1. To advise the Corporation on any matters relating to quality and the quality framework, specifically including the approval of the Quality Strategy.
2. To consider and advise the Corporation on the quality of teaching and learning, levels of student satisfaction, retention, achievement and success.
3. To participate in the review of the Self-Assessment Report (SAR) recommending alterations and approving its submission to the Board.
4. To monitor the implementation of the strategy for quality improvement and consider (reports on) the effectiveness of quality improvement plans.

5. To monitor and challenge college performance in relation to its strategic objectives in particular regarding the quality of teaching, learning and the appropriateness of the curriculum.
6. To specifically consider any issues requested by the Corporation relating to the remit of the Committee
7. To provide the Corporation with a rag rated Assurance Matrix after each meeting.

## Terms of Reference of the Remuneration Committee

### Purpose

The Committee will ensure that designated senior post-holders are fairly rewarded for their individual contribution to the College's performance and will demonstrate that the pay of designated senior post-holders is set by an impartial committee with due regard to public interest and financial health of the College.

The Remuneration Committee will not adopt an executive role.

### Membership and Clerking:

- The Committee shall have a membership of at least four members of the Corporation.
- The Chair of the Committee shall be the Corporation Vice-Chair.
- Membership of the Committee shall include the Chair and Vice-Chair of the Board, Committee Chairs and one governor who is not a committee chair appointed on an annual basis. .
- The Chief Executive, the staff and student members on the Corporation may not be members of the Remuneration Committee.
- The Committee is clerked by the Clerk to the Corporation or his/her designated substitute; when the remuneration for the Clerk is being considered, the Clerk is asked to withdraw, and other arrangements for minute-taking are put in place.

### Operation:

- Membership and Chairing of the Committee is reviewed at least every two years and approved by the Corporation.
- Minutes of the Committee are submitted to the external members of the Corporation, at which time the Chair of the Committee gives a verbal report if appropriate.
- The Committee shall normally invite the Chief Executive to attend meetings, except where his/her remuneration package is being considered.
- The Committee shall meet at least once a year.
- The Board has determined a quorum of two or at least 50% of the membership whichever is the higher.

### Terms of Reference:

1. Under delegated authority, the Committee shall determine on behalf of the Corporation the specific remuneration and terms and conditions of employment of the Chief Executive and other designated senior post-holders, and in so doing shall consider the following component elements:
  - Basic salary
  - Additional benefits which may include benefits in kind

- Annual bonus/performance related elements
  - Pension provisions
  - The main terms and conditions of employment for each designated senior post-holder
2. Under delegated authority, the Committee shall, after consultation on regulatory and legal requirements, determine on behalf of the Corporation specific severance pay and related arrangements (to include but not be limited to contractual and statutory entitlements on termination of employment) of the Chief Executive and other designated senior post-holders, should circumstances so require.
  3. The Committee shall evaluate annually the specific remuneration packages and terms and conditions of employment of the Chief Executive and other designated senior post-holders against:
    - Pre-established performance goals and objectives, and
    - Appropriate peer groups.

Under delegated authority, the Committee will approve performance target goals and objectives at the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.

4. The Committee shall review on a continuing basis the Corporation's policy in relation to all aspects relating to the remuneration and terms and conditions of employment of the Chief Executive and other designated senior post-holders.

## Terms of Reference of the Search and Governance Committee

### Purpose:

To advise on the appointment of members (other than staff, student or parent members) and on any other matters relating to membership and appointments as the Corporation requires and to advise on corporate governance matters.

The Search & Governance will not adopt an executive role

### Membership and Clerking

- Membership of the Committee shall be drawn from current chairs of committees and the Board and Governors who are not currently a committee Chair.
- The quorum of the Committee is two or 50% of the membership whichever is the higher.
- The Committee is clerked by the Clerk to the Corporation or his/her designated substitute.

### Operation

The Committee shall meet at least once a year.

- Membership and Chairing of the Committee is reviewed at least every two years and approved by the Corporation.
- The Committee shall be chaired by the Vice Chair of the Corporation.
- Minutes of the Committee are submitted to the Corporation, at which time the Chair of the Committee gives a verbal report if appropriate.

### Terms of Reference

The Committee shall consider the appointment and re-appointment of external Board Members and the Committee's advice will be sought before the Corporation makes any appointment, the Committee will also be responsible for:

1. The process of gathering, screening and shortlisting candidates in respect of vacancies on the Corporation other than staff or student members.
2. Evaluating the contribution made by individual Corporation members, before proposing reappointment.
3. The Committee shall also advise the Board on
  - a. The size and structure of the Board
  - b. The adoption of a Code of Conduct
  - c. The assessment of the Board's effectiveness
  - d. Other matters relating to corporate governance and the effective operation of the Board.

4. The Corporation shall not appoint any member of the Corporation, other than a parent, staff or student member, unless it has first considered the advice of the Search and Governance Committee.
5. To consider matters referred to it by the Corporation.

This is a list of documents that either need approval or noting by the Board / Committees. The final column shows the Committee responsible for performing thorough consideration before either approving the document or recommending it to the Board.

<b>Key document</b>	<b>Last reviewed</b>	<b>Review within</b>	<b>Who</b>
Financial Regulations	November – 17	2 years	Audit Comm and FE
Risk Management Policy	Jul – 14	3 years	Audit Comm
Data Protection and Freedom of Information Policies	Mar – 18 June – 18		
Standing Orders	Jul – 18	5 years	Search & Governance Comm
Instrument and Article of Government	Jul – 18	5 years	Search & Governance Comm
Complaints against the Corporation	Nov – 14	5 years	Search & Governance Comm
Governors' Code of Conduct	Jul – 18	5 years	Search & Governance Comm
Board Performance Review procedures	Jul – 16	3 years	Search & Governance Comm
Code of Practice for Student Union	TBC		Search & Governance Comm
Treasury Management Policy	Mar – 17	3 years	Resources Committee

Fees and Charges Policy	Jul – 18	3 years	Resources Committee - (Written Resolution)
Senior Post holder framework	Mar – 14	5 years	Resources Committee
Senior Post holder capability procedure	Mar – 14	5 years	Resources Committee
Senior Post holder disciplinary procedure	Mar – 14	5 years	Resources Committee
Senior Post holder grievance procedure	Mar – 14	5 years	Resources Committee
Staffing Policy	Jun – 14	5 years	Resources Committee
Framework of Pay & Conditions of Staff	Mar – 17		Resources Committee
Staff disciplinary procedure	Jun – 14	5 years	Resources Committee
Staff grievance procedure	Jun – 14	5 years	Resources Committee
Staff capability procedure	Jun – 14	5 years	Resources Committee
Whistleblowing / Raising Concerns Procedure	Nov – 17		Audit Committee
Anti-Corruption & Bribery Policy	Mar – 18		Audit Committee
Slavery & Human Trafficking Statement	Jan – 18		Resources Committee

Pensions statement on the exercise of discretionary function in connection with LGPS	TBC		Resources Committee
Health and Safety Policy Statement	Nov – 18	1 year	Corporation
Equality and Diversity Report	Mar – 18	Annually	Corporation
Safeguarding Policy	July – 18	5 years	Corporation

These guidelines are based on the guidance issued by HMRC and the procedures given to College staff.

Mileage can be claimed at 45p per mile but for long journeys the College will normally cap the claim at the cost of second class rail travel.

Mileage can, and should be claimed for travel in respect of governor meetings, development events, and other events where you are acting in an official capacity e.g. Achievements Evening. They should not be claimed for general invitations to college events to which you chose to attend e.g. art exhibitions, plays etc.

You can claim for car parking charges if you are not able to park in the College's staff car park.

If you travel by public transport you can claim for the full cost of the second class rail or bus journey, you will need to attach a receipt to your claim form.

The College provides light refreshments for governor meetings. Expenses for food and drink can be claimed only if:

1. You attend an event or training course that lasts over 6 hours and refreshments aren't provided at the venue
2. Your expenses are within the following limits and do not include alcoholic drinks:
  - a. Breakfast £5.50
  - b. Lunch £7.50
  - c. Dinner £15.00

Any other items need to be approved in advance by the Clerk and Chief Executive.

March 2013