

STANDING ORDERS OF THE CORPORATION AND ITS COMMITTEES/WORKING GROUP

1 Introduction

- 1.1 These standing orders ("**Orders**") supplement the provisions of the Further and Higher Education Act 1992 ("**Act**") and any subsequent legislation ("**Act**") and the instrument and articles of government of the College ("**the Instrument and Articles**"). In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.
- 1.2 These standing orders will be reviewed by the Corporation annually.
- 1.3 Every member of the Corporation and of its committees/working groups shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan committee's report "Standards in Public Life". In summary, these are:
- (a) selflessness;
 - (b) integrity;
 - (c) objectivity;
 - (d) accountability;
 - (e) openness;
 - (f) honesty; and
 - (g) leadership

2 Responsibilities of the Corporation (Governing Body), the Principal and the Clerk

- 2.1 Section 3 of the Articles of Government set out in sub paragraph 1 the matters for which the Corporation shall be responsible. These are as follows:
- a) the determination and periodic review of the educational character and mission of the institution and oversight of its activities;
 - b) approving the quality strategy of the institution;
 - c) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
 - d) approving annual estimates of income and expenditure;
 - e) the appointment, grading suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation;
 - f) setting a framework for the pay and conditions of service of all other staff.
- 2.2 The corporation delegates to committees, working groups and the College Principal various functions relating to the above responsibilities (see Section 2.3 and 2.6 below), but cannot (in accordance with Sections 9 and 10 of the Articles) delegate the following:

- a) the determination of the educational character and mission of the institution;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- d) the appointment of the Principal or the holder of a senior post or the Clerk to the Corporation;
- e) the modification or revocation of these Articles;
- f) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal, of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

In addition, only the Corporation shall:

- g) approve the College's audited Annual Financial Accounts and Report, but only upon the recommendation of the Finance and Resources Committee.

2.3 Delegation of Responsibilities to Committees/Working Groups

The Corporation delegates authority to its committees and working groups to act on behalf of the Corporation, within the framework of their terms of reference and subject to Sections 9 and 10 of the Articles.

2.4 In the event of the Clerk to the Corporation considering that the Governing Body, its committees or working group, is acting inappropriately or beyond its powers, the procedures set out in Appendix A will be followed.

2.5 In the event of there being:

- a comment on, or objection to, a decision taken by the Governing Body or one of its committees/working groups, or a suggestion about how the Governing Body could improve its performance/procedures; or
- a complaint which alleges that the Governing Body, one of its committees/working groups or one of its members, has not acted in accordance with the Instrument and Articles of Government or its own Standing Orders or Code of Conduct. (This includes allegations of malpractice.)

the Corporation will follow the procedures set out in Appendix B, attached.

2.6 Responsibilities of the Principal

In accordance with Section 3 sub paragraph 2 of the Articles, the Principal shall be the Chief Executive of the institution and, subject to the responsibilities of the Corporation, is responsible for:

- a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- b) the determination of the institution's academic activities and other activities;

- c) the organisation, direction and management of the institution and leadership of the staff;
- d) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than the holders of senior posts, or the Clerk;
- e) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- f) the maintenance of student discipline and, within the rules and procedures provided for within the Articles, the suspension or expulsion of students on disciplinary grounds and the expulsion of students for academic reasons.

2.7 Responsibilities of the Clerk

In accordance with Section 3 sub paragraph 3 of the Articles, the Clerk shall be responsible for:

- a) advising the Corporation with regard to the operation of its powers;
- b) advising the Corporation with regard to procedural matters;
- c) advising the Corporation with regard to the conduct of its business; and
- d) advising the Corporation with regard to matters of governance practice.

2.8 The Committee Structure

The Corporation has nine established committees as set out below:

- Appeals Committee;
- Audit Committee;
- Disciplinary Committee;
- Finance and Resources Committee;
- Learning and Performance Committee;
- Remuneration Committee;
- Search Committee;
- Selection Panel;
- Tenders and Contracts Committee.

Governors are prohibited from being members of both the Finance and Resources Committee and the Audit Committee, but are eligible to be in attendance at both of these committee meetings. Such Governors may contribute to the discussions but are not eligible to vote.

There is also a Risk Management and Disaster Recovery Working Group which reports to the Audit Committee.

The terms of reference of the committees/working group are attached as appendices C1-C10.

The Corporation may also:

- appoint other special working groups of Governors to examine or oversee specific aspects of the Corporation's work/responsibilities;
- establish committees under collaborative arrangements made with other further education institutions or maintained schools (or with both).

3 Terms of Reference and Membership of Committees/Working Groups

- 3.1 All committees/working groups and their members shall comply in all respects with, and observe, their terms of reference, which will be reviewed annually by the Corporation. If a committee/working group is doubtful over the precise scope of its authority or its remit, it should raise the issue with the Clerk to the Corporation in the first instance.
- 3.2 Membership of committees/working groups shall be decided annually at the first meeting of the Corporation in each academic year, and at such other times as vacancies may occur.
- 3.3 In the event of any member(s) of the Appeals Committee, Remuneration Committee, Selection Panel or Tenders and Contracts Committee not being available for an urgent meeting, his, her or their place(s) may be filled by any other member(s) of the Corporation eligible to sit on these committees.

4 Chair and Vice Chair of the Corporation/Committees/Working Groups

- 4.1 The Chairs and/or Vice-Chairs of the Corporation and its committees/working groups shall have delegated authority to act on behalf of the Corporation or committees/working groups as appropriate where an emergency decision is required before a subsequent meeting of the Corporation or committee/working group. Such action will be subject to confirmation at the appropriate subsequent meeting.
- 4.2 The Chair and the Vice-Chair of the Corporation for the ensuing year shall be appointed at the last meeting of the Corporation in each academic year. Neither shall be re-appointed as Chair or Vice-Chair for a continuous period of more than three years.
- 4.3 Each committee or working group shall have a Chair and Vice-Chair (with the exception of the Disciplinary Committee which shall have no Vice-Chair) who shall be appointed annually by the Corporation, with the exception of:
 - the Disaster Recovery Working Group, where the Chair and Vice-Chair will be the Chair and Vice-Chair, respectively, of the Corporation, and the Disciplinary Committee where the Chair will be the Chair of the Corporation.
 - the Audit Committee and the Search Committee where the Chair and Vice-Chair shall be appointed annually by the members of that Committee.
- 4.4 If both the Chair and Vice-Chair of the Corporation or a committee/working group are absent from a meeting, the members who are present shall choose one of their number to act as Chair for that meeting, with the exception of the Disciplinary Committee where the meeting will be adjourned.

- 4.5 The Chairs and Vice-Chairs of the Corporation and its committees/working group may resign their respective positions at any time by giving notice to the Clerk to the Corporation.
- 4.6 If the Corporation is satisfied that a Chair or Vice-Chair is unfit or unable to carry out the functions of office, it may remove him/her from office. A replacement shall then be appointed.
- 4.7 The role description for the Chair of the Corporation is set out in Appendix D.

5 Quorum, Decisions and Voting

- 5.1 The quorum for meetings of the Corporation shall be 40% of its membership. The quorum at Petroc is therefore 8. The quorum requirements for a committee shall be as set out in its terms of reference. A meeting must be quorate throughout. If a quorum is not present within 30 minutes from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned.
- 5.2 Every question to be decided at a meeting of the Corporation or its committees/working groups shall be determined by a majority of the votes of the members present and voting on the question.
- 5.3 All members will comply with the doctrine of collective responsibility and stand by a decision, even if it was not taken unanimously.
- 5.4 In the case of an equality of votes, the Chair of the meeting (or in his/her absence the Vice-Chair) has a second or casting vote.
- 5.5 Members may not vote by proxy or by post.

6 Convening Meetings

- 6.1 The Corporation shall meet at least once every term, and shall hold such other meetings as may be necessary.
- 6.2 Committees/working groups shall comply with any stipulated minimum number of meetings as set out in their terms of reference.
- 6.3 Subject to section 6.4, all meetings of the Corporation and its Committees shall be summoned by the Clerk to the Corporation who shall, at least *seven* calendar days before the date of the meeting, send to the members written notice of the meeting together with a copy of the proposed agenda. The meetings of the Risk Management and Disaster Recovery Working Group shall be summoned by the Director of Resources.
- 6.4 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) shall send to members a copy of the agenda item concerned, together with any relevant papers.
- 6.5 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any 5 members. If there are matters that require urgent consideration, the Chair or, in the Chair's absence, the Vice-

Chair can call a meeting at short notice, where written notice of the meeting and agenda are given less than 7 days notice. It shall also be permissible for the Chair or, in the Chair's absence, the Vice-Chair of a committee/working group, in consultation with the Principal, to convene an emergency meeting of that committee/working group by giving less than seven business days prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

7 Publication of Agendas and Minutes

7.1 Subject to paragraph 7.2, the Corporation shall ensure that a copy of:

- (a) the agenda for every meeting of the Corporation and its committees/working groups;
- (b) the draft minutes of every such meeting, if they have been approved by the Chair (or, in his/her absence, the Vice-Chair) of the meeting;
- (c) the signed minutes of every such meeting; and
- (d) any report, document or other paper considered at any such meeting

shall in each case, as soon as possible, be made available by the Clerk to any person wishing to inspect them. The agreed minutes of meetings will also be published on the College website.

7.2 There may be excluded from any item required to be made available pursuant to section 7.1, any material relating to:

- (a) a named person employed at, or proposed to be employed at, the college;
- (b) a named student at, or candidate for admission to, the college; and
- (c) the Clerk to the Corporation;
- (d) any matter which, by reason of its nature, the members present are satisfied should be dealt with on a confidential basis.

7.3 In exercising its discretion under section 7.2(d) the Corporation will act within the principles and requirements of the Freedom of Information Act 2000. Moreover, at its meeting in June each year, the Corporation will consider whether any papers or minutes which had been deemed to be confidential in the preceding year should now be made publicly available.

7.4 (a) Subject to paragraph (b), at every meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the meeting as a true record.
(b) If a special meeting is convened (see section 6.5) it shall not be a requirement that the minutes of the last meeting be taken as an agenda item. In such circumstances, however, they will be taken as an agenda item at the next meeting which is not convened under section 6.5.

8 Non-attendance at Meetings of the Corporation and its Committees/Working Groups and Lapsing/Termination of Membership

8.1 If at any time the Corporation is satisfied that any member:

- (a) has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or
- (b) is unable or unfit to discharge the functions of a member, the Corporation may, by notice in writing, remove him/her from office.

8.2 If at any time the members of a committee/working group are satisfied that any member of that committee/working group:

- (a) has been absent from meetings of the committee/ working group for a period longer than 6 consecutive months without the permission of the committee/ working group; or
- (b) is unable or unfit to discharge the functions of a member of the committee/working group,

they may ask the Corporation to remove him/her from the committee/working group.

8.3 Any staff member of the Corporation, including the Principal, shall cease to hold office upon ceasing to be a member of the staff of the College.

8.4 A student member of the Corporation shall cease to hold office upon ceasing to be enrolled as a student at the College.

9 Declarations of Public Interest

9.1 Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a 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; or
- any other interest, direct or indirect, which could reasonably be concluded to be such that it might influence his or her judgement, shall -

- (a) disclose to the Corporation the nature and extend of his/her interest; and
- (b) if he/she is present at a 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; and
- (c) where required to do so by a majority of the members present, withdraw from the meeting whilst the item in which (s)he has declared an interest is discussed.

9.2 Notwithstanding section 9.1 above, where the matter under consideration relates to the pay and conditions of all staff, or all staff in a particular class, (an example would be the annual pay award) a staff member –

- (a) need not disclose a financial interest; and
- (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at the meeting, provided that in so doing, the staff member acts in the best

- interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- (c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

- 9.3 The Clerk to the Corporation shall maintain a register of interests (financial or otherwise) of all members, which are disclosed, and such a register shall be made available for inspection by the public.
- 9.4 Members of the Corporation should not allow any conflict of interest to arise, which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 9.5 Members of the Corporation 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 and will notify the Clerk to the Corporation of any gifts, hospitality or benefits which are received or offered.

10 Attendance of Senior Staff at Meetings of the Corporation and its Committees and Working Groups

- 10.1 Those staff deemed as senior post holders by the Corporation will attend meetings of the Corporation and its committees/working groups as required by the items to be discussed at those meetings of the Corporation, committee, or working group.
- 10.2 Other staff will attend meetings of the Corporation or its committees/working groups as requested by the Chair of the Corporation or committee/working group.
- 10.3 Staff attending meetings will do so for the purpose of providing information and advice. They will not be permitted to vote and may be required to leave the meeting.

11 Attendance by members of the public at meetings of the Corporation and its Committees

- 11.1 Members of the public may attend meetings of the Corporation and its Audit Committee. The dates, times and venues of these meetings will be advertised on the College website. The meetings of the other committees will be conducted in private as they consider personal information relating to named individuals.
- 11.2 The number of members of the public attending a meeting will normally be limited to 10 for reasons of space. This restriction may be waived by the Chair of the meeting in exceptional circumstances. In this event the venue will need to be changed and it is therefore important that members of the public give sufficient notice of their wish to attend a meeting. Accordingly, they will be asked to give at least 48 hours notice to the Clerk to the Corporation who, on request, will also provide them with a copy of the agenda for the meeting.
- 11.3 It will be decided at the beginning of any meeting where members of the public are present whether any items on the agenda should be dealt with on

a confidential basis. Any such items will then be deferred to the end of the meeting and members of the public will, by formal resolution of the Governors, be asked to leave before they are dealt with.

- 11.4 Members of the public may not speak at meetings unless invited to do so by the Chair of the meeting.
- 11.5 No photography, filming or any type of audio/visual recording will be permitted at meetings.

**PROCEDURES TO BE FOLLOWED IF THE CLERK TO THE CORPORATION
CONSIDERS THAT THE GOVERNING BODY IS ACTING INAPPROPRIATELY
OR BEYOND ITS POWERS**

1. It is the responsibility of the Clerk to the Corporation to seek to ensure that the Governing Body, its Committees, Working Groups and individual members:
 - operate within their powers;
 - adopt and follow proper procedures.
2. If the Clerk to the Corporation at Petroc considers that the Governing Body or any of its constituent parts (see 1 above) is acting beyond its/his/her powers or not adopting, or following, proper procedures, the Clerk will immediately, or as soon after the incident as is practically possible, make his/her view/advice known.
3. If the Clerk's advice at 2 above is disregarded, he/she will make every effort to resolve the problem by further discussion with the person(s) concerned. If this fails, the Clerk:
 - **may** consult the College's internal and external auditors and/or obtain independent legal advice on the area(s) of his/her concerns;
 - **will** communicate his/her concerns **in writing** to all members of the Governing Body **unless** these concerns are in relation to an individual member, in which case the Clerk's written report will be to the Chair of Governors or, in the event of the concern being about the Chair, to the Vice Chair of Governors and the Chair of the Audit Committee;
 - **will, unless the concern is in relation to an individual member,** include the matter as an agenda item at the next meeting of the Governing Body, Committee or Working Group, as appropriate, and ensure that the record of that meeting's subsequent decision is included in the publicly available part of the minutes of that meeting.

If the area of concern is in relation to an individual member, the Chair (or Vice Chair and Chair of the Audit Committee) will discuss the issues with the individual concerned and notify the Clerk of the conclusion reached and the action taken.

4. If, following the action taken at 3 above, there continues to be disagreement about the **legality of an action or whether the Governing Body or one of its constituent parts is exceeding, or has exceeded, its powers** (but **only** in those circumstances) the Clerk **will** refer the matter to the appropriate funding authority, and inform all members of the Governing Body that this has been done.

COMMENTS, COMPLIMENTS AND COMPLAINTS ABOUT THE OPERATION AND DECISIONS OF THE GOVERNING BODY

1. Petroc acts within the powers conferred on it by the Further and Higher Education Act 1992, its Instrument and Articles of Government, and other relevant legislation. Within that legal framework, the Governing Body has established, or approved, a wide range of policies and procedures which govern aspects of the operations of the College, whilst placing its organisation, direction, management and leadership clearly in the hands of the Principal. Where applicable, these policies and procedures provide for students, staff and parents to comment on, make suggestions about, compliment, complain about, or appeal against how they are implemented, and the service with which they are provided. Examples would be:
 - the Students' Rights and Responsibilities Policy;
 - the Whistle Blowing Policy (for staff and students);
 - the Complaints Policy;
 - Staff Disciplinary and Grievance Procedures.
2. The Governing Body has also established policies and procedures about its operations (e.g. Standing Orders, Code of Conduct for Members, etc.) and welcomes comments (be they complimentary or critical) about its **own** performance from anybody, or any organisation, which has an interest in, or is affected by, its operation and decisions (e.g. students, parents, staff, employers, funding and regulatory bodies, members of the general public). Any such comments should be addressed to:

Clerk to the Corporation
Petroc
Old Sticklepath Hill
Barnstaple
Devon
EX31 2BQ

3. Depending on the nature of the comment received, the following action will be taken.

A comment on, or objection to, a decision taken by the Governing Body or one of its Committees/Working Groups, or a suggestion about how the Governing Body could improve its performance/procedures

The Clerk to the Corporation will:

- acknowledge receipt of the comment, objection or suggestion without delay (and, at least, within 5 working days of its receipt);
- report it to the next meeting of the Governing Body, or Committee/Working Group, as appropriate. The Governing Body (or Committee/Working Group) will decide what action to take in relation to the comment, objection or suggestion and this

decision will be communicated, in writing, to its originator by the Clerk to the Corporation within 5 working days of the meeting taking place.

A complaint which alleges that the Governing Body, one of its Committees/Working Groups or one of its members, has exceeded its/his/her powers or has not acted in accordance with the Instrument and Articles of Government or its own Standing Orders or Code of Conduct. (This includes allegations of malpractice.)

The Clerk to the Corporation will:

- acknowledge receipt of the complaint without delay (and at least within 5 working days of its receipt);
 - investigate the complaint and, depending on the outcome of this investigation, respond in writing to the complainant within 20 working days of the receipt of the complaint, to either:
 - (a) explain why the complaint is unfounded, or
 - (b) confirm that, as a result of the investigation, the complaint, and any consequent remedial action, will be considered by the Governing Body (or Committee /Working Group) at its next meeting. Within 5 working days of that meeting the Clerk will write, again, to the complainant to confirm the action taken by the Governing Body (or Committee/Working Group).
- 4.** When carrying out an investigation on a complaint about the Governing Body, or an individual member of the Governing Body, the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors or other appropriate advisers.
- 5.** Any complainant who is not satisfied with the outcome of his/her complaint may write to the:

Chief Executive
Skills Funding Agency
c/o Senior Account Director
St. Lawrence House
29-31 Broad Street
Bristol BS1 2HF

The Agency is there to ensure that the Governing Body's procedures are working effectively. The Agency will review the processes the Governing Body has followed when dealing with any complaint, and the decision which has been made. The Agency will not investigate a complaint on an individual's behalf or substitute its own judgement for that of the Governing Body, but it will seek to ensure that any complaint has been dealt with properly. The Agency may make recommendations to the Governing Body to prevent the situation happening again. The action taken by the Governing Body on such recommendations will be checked by the Agency.

- 6.** A complaint about the performance or actions (including allegations of malpractice) of the Clerk to the Corporation should be addressed to:

The Chair of Governors
Petroc
Old Sticklepath Hill
Barnstaple
Devon
EX31 2BQ

The Chair will:

- acknowledge receipt of the complaint without delay (and, at least, within 5 working days of its receipt);
- investigate the complaint (unless it alleges malpractice, in which case it will be forwarded to the Chair of the Audit Committee for investigation);
- endeavour to provide a response to the complaint within 20 working days of its receipt and, if this is not possible, provide the complainant with an interim statement. (This timescale also applies to investigations by the Chair of the Audit Committee.)

When carrying out an investigation on a complaint against the Clerk to the Corporation, the Chair of Governors or the Chair of the Audit Committee will have the authority to refer issues to the Corporation's auditors or other appropriate advisers.

- 7.** Malpractice, in the context of this policy, includes fraud, financial irregularities, corruption, bribery, dishonesty, serious maladministration arising from deliberately improper conduct, criminal activities or creating or ignoring a serious risk to health, safety or the environment.

PETROC
APPEALS COMMITTEE

Membership

The Committee shall comprise at least 3 members of the Corporation.

No person may sit on the Appeals Committee who has an interest in its findings or has been involved in any way in the investigation or action leading up to the reference of the appeal to the Committee.

The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings, unless he/she is the subject of the appeal, has an interest in its findings or has been involved in any way in the investigation or action leading up to the reference of the appeal to the Committee.

There shall be a Chair and Vice-Chair of the Committee who will be appointed, annually, by the Corporation.

Quorum

The quorum for a meeting of the Committee shall be three members of the Committee.

Meetings

The Committee shall meet as and when required.

Terms of Reference

- To consider, and make decisions on, appeals from staff in relation to action resulting from:
 - the College's approved disciplinary (capability and conduct) procedures;
 - the College's approved grievance procedures;
 - the College's approved redundancy procedure.

The above will include:

- a decision by the Chair of Governors or, in the Chair's absence, the Vice Chair, to suspend from duty the holder of a senior post or the clerk to the corporation for serious or gross misconduct;
- a decision by the Principal to suspend from duty a member of staff for serious or gross misconduct;
- a decision by the Disciplinary Committee to dismiss, or otherwise discipline, a senior post holder;
- a decision by the Chair or, in the Chair's absence, the Vice Chair, to dismiss the holder of a senior post or the clerk to the corporation with immediate effect for serious or gross misconduct;
- a decision by the Principal to dismiss a member of staff with immediate effect for serious or gross misconduct.

- To consider, and make the final decision on, appeals from Senior Post Holders against the individual performance indicators (targets) set by the Remuneration Committee, the assessment of performance against those indicators (targets) and the annual determination of salary.

PETROC

AUDIT COMMITTEE

Membership

- The Committee shall comprise a minimum of 3 members of the Corporation.
- A person (or persons) who is/are not members of the Corporation may be co-opted onto the Committee by the Corporation.
- At least one member of the Committee must have relevant financial/audit expertise.
- The internal auditor and financial statements auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote), where business relevant to them is being discussed. Senior management shall also be invited to attend meetings of the Committee, particularly where items relating to their area of responsibility are under discussion, and shall be entitled to speak at such meetings, but not to vote.
- The Committee may invite the Corporation's advisers, or other third parties, to attend meetings of the Committee, as appropriate. They shall be entitled to speak, but not to vote, at such meetings.
- In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:
 - The Principal, other senior post holders and staff with executive responsibilities at a senior level;
 - members of the Governors' Finance and Resources Committee;
 - the Chair of the Corporation;
 - governors who have significant interests in the College.
- Staff who do not have significant executive, management, financial or budgetary responsibilities may sit on the Committee.
- There shall be a Chair and Vice-Chair of the Committee who will be elected, annually, by the Committee. An external co-opted member of the Committee will not be eligible for appointment as Chair or Vice-Chair of the Committee.
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.

Quorum

The quorum for a meeting of the Committee shall be 3 members of the Committee.

Meetings

- The Committee will normally meet at least once per term.
- The internal auditor 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.

Rights of Access and Minimum Requirements

- The Committee shall be granted rights of access to obtain all the information it considers necessary from members of the staff and governors of the Corporation, and to consult the internal audit service and financial statements auditor directly.
- The Committee will consider a minimum number of items of business each year, as set out in Annex 1 (attached).

Terms of Reference

- To advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money). The scope of activity of the Committee shall include not only financial systems and functions but also other aspects, e.g. systems relating to the implementation of the College Quality Policy, procedures relating to Health & Safety Policy, Student Records systems, etc.
- To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
- To advise the Corporation on the scope and objectives of the work of the internal audit service and the financial statements auditor.
- To ensure effective co-ordination between the internal audit service and the financial statements auditor.
- To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit service.
- To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity), and management's response to these.
- To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter.
- To consider and advise the Corporation on relevant reports by the National Audit Office, the Skills Funding Agency, other funding bodies and, where appropriate, management's responses to these.

- To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit service 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.
- To produce an annual report for the Corporation and accounting officer, which will include the Committee's advice on the effectiveness of the college's risk management, control and governance processes, and any significant matters arising from the work of the internal audit service and the financial statements auditor.
- To be informed of all additional services undertaken by the internal audit service and the financial statements auditors.
- To consider, and make the final decision on, a complaint from an individual that an issue (s)he has raised through the Whistle Blowing Policy is not being, or has not been, dealt with properly.
- To ensure that any allegations of fraud and irregularity are properly followed up.
- To have the delegated power to investigate any activity within its terms of reference.
- To review the procurement of external services and goods in excess of £50,000.
- To receive and consider the minutes of the meetings of the Risk Management and Disaster Recovery Working Group.
- To annually review the Committee's membership, terms of reference, operation and effectiveness.

CYCLE OF BUSINESS OF THE AUDIT COMMITTEE 2011/2012

STANDING ITEMS at all ordinary meetings

- To receive any apologies for absence.
- To consider whether any of the items to be discussed at the meeting should be dealt with on a confidential basis.
- Members to declare any pecuniary or non-pecuniary interests in the business to be transacted.
- To confirm the minutes of the previous meeting.
- To consider any matters arising from the minutes.
- To consider any business brought forward by direction of the Chair.
- To consider individual audit reports from the Internal Audit Service, European Social Fund, JobCentre Plus, etc.
- To consider a report from the Internal Audit Service on progress against the 2011/2012 Audit Plan.
- To consider the Internal Audit Monitoring Report from the Director of Finance.
- To report on any additional work undertaken by the Internal Audit Service.
- To report on any additional work undertaken by the Financial Statements Auditors.
- To consider progress on the Risk Management Implementation Plan 2011/2012.
- Risk Management – to receive an updated report on the most significant strategic risks.

The following list of other items to be considered at the individual meetings of the Audit Committee in 2011/2012 is neither exclusive, nor exhaustive. Additional items may need to be added throughout the year, as circumstances dictate.

MEETING ON 15th NOVEMBER 2011

- To elect a Chair and Vice-Chair of the Committee for the ensuing year.
- To review the performance of the Financial Statements Auditors for 2010/2011.
- To review the performance of the Internal Auditors for 2010/2011.
- To consider the Audit Findings Report (Management Letter) for 2010/2011 on the audit of the financial statements and reporting on regularity.
- To receive the audited 2010/2011 Financial Accounts.
- To consider the Annual Internal Audit Report for 2010/2011.
- To consider the Annual Report on Risk Management.
- To approve the Annual Report of the Audit Committee for submission to the Governing Body.
- To recommend the completed Financial Management and Control Evaluation Return 2011/2012 to the Governing Body for approval.
- Risk Management – to review the risks in relation to Finance/Audit.

MEETING ON 28th FEBRUARY 2012

- To consider the Procurement Strategy.
- To review the procurement of outside services/goods in excess of £50,000.

MEETING ON 3rd JULY 2012

- To consider a Follow up Report from the Internal Auditors on previous Internal Audit recommendations.
- To consider the Internal Audit Plan 2012/2013, for recommendation to the Governing Body.
- To consider the External Audit Plan 2011/2012 for the audit of the financial statements and reporting on regularity.
- To consider whether the previously agreed performance indicators for the Internal Audit Service and the Financial Statements Auditors will remain appropriate for 2012/2013.
- To review the current financial accounting policies.
- To consider a report from the Director of Resources on the action points resulting from the disaster simulation exercise undertaken in the Spring Term 2012.
- To receive the minutes of the meeting of the Risk Management and Disaster Recovery Working Group.
- To approve the Risk Management Implementation Plan 2012/2013, and note any changes to the Risk Management Policy/Procedures, the Main Strategic Risks and the Disaster Recovery Plan.
- To review the membership, terms of reference, operation and effectiveness of the Committee.

PETROC

DISCIPLINARY COMMITTEE

Membership

- The Committee shall comprise the Chair of the Corporation, the Principal (or another Governor if the Principal is the senior post-holder under consideration) and one other Governor. (The one, or two, other Governor(s) shall be selected by the Chair.)
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings (unless it is his/her conduct or performance which is under consideration, in which case the Corporation shall appoint a person from among themselves to act as Clerk).
- The Chair of the Committee shall be the Chair of the Corporation. There shall be no Vice-Chair.

Quorum

The quorum for a meeting of the Committee shall be the total membership of the Committee, as set out above.

Meetings

The Committee shall meet as and when required.

Terms of Reference

To determine the case for disciplinary action (on grounds of conduct or capability) against a senior post-holder or the clerk to the corporation and take such action as it considers appropriate within the Corporation's policies and procedures (including oral warning, written warning, final written warning and dismissal).

PETROC

FINANCE AND RESOURCES COMMITTEE

Membership

- The Committee shall comprise a minimum of 8 members.
- Members of the Audit Committee shall be ineligible to serve on the Finance and Resources Committee.
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.
- There shall be a Chair and Vice-Chair of the Committee who will be elected, annually, by the Governing Body.

Quorum

The quorum for a meeting of the Committee shall be 4.

Meetings

The Committee will normally meet 6 times a year and at other times as deemed necessary.

Terms of Reference**(a) Financial Matters**

- To consider, and make recommendations to the Corporation about, the draft Income and Expenditure Budget and Forecasts for succeeding years.
- To annually review and, where necessary, amend the College's financial regulations.
- To monitor the Monthly Management Accounts (from Month 2).
- To consider and approve Projects in Excess of £50,000 and monitor the progress of projects and self-financing activity.
- To recommend the annual financial statements to the Governing Body.
- To determine the College's investment and borrowing policies and monitor Cash Flow, Investments and Borrowing.
- To determine the policy for tuition and other fees.
- To approve and monitor capital expenditure within the framework of the College's Development Plan, Strategic Plan and Property Strategy.
- To consider, and have delegated authority to decide, what action should be taken about any bad debts.
- To approve and review the banking and payroll arrangements for the College.
- To review the portfolio of insurance cover.
- To receive and consider the Student Union Accounts.
- To approve the issuing of College credit cards.
- To approve any arrangements for overseas travel by the Chair of the Governing Body.

b) Human Resources Matters

- To review and, where necessary, amend all Human Resources policies, strategies and Procedures.
- To consider, and make recommendations to the Corporation about, the annual pay settlement for all staff (with the exception of Senior Post Holders).
- To consider, and have delegated authority to approve, proposals related to changes in staff pay scales and contracts.
- To review annually and, where necessary, amend the Management Policy Statement.
- To monitor the staff development programme.
- To monitor the College's staffing resources.

(c) Buildings and Grounds

- To consider, and make recommendations to the Corporation about, the College's Property Strategy.
- To consider and make recommendations to the full Governing Body on proposals relating to property leases.
- To consider and make recommendations to the full Governing Body on proposed Capital Building Projects and monitor their progress.
- To monitor the financial progress of estates projects within the budget set by the Governing Body, approve through the change control process any variation in budget, scope or programme, advising the Governing Body of significant variances.
- To ensure that the College complies with all funding conditions and permissions for any building projects.
- To consider and approve post-project reviews on building projects.
- To consider reports on any post-tender negotiations coming within the scope of authority of the Tenders and Contracts Committee.

(d) General

- To review and, where necessary, amend the Whistle Blowing Policy.
- To take decisions, between Governing Body meetings, on any urgent matters which arise, provided they are not the responsibility of another Committee or cannot be delegated under Sections 9 and 10 of the Articles of Government and Section 2.2 of the Standing Orders of the Corporation and its Committees.
- To annually review the Committee's membership, terms of reference, operation and effectiveness.

PETROC

LEARNING AND PERFORMANCE COMMITTEE**Membership**

- The Committee shall comprise a minimum of 8 members.
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.
- There shall be a Chair and Vice-Chair of the Committee who will be elected, annually, by the Governing Body.

Quorum

The quorum for a meeting of the Committee shall be 4.

Meetings

The Committee will normally meet 4 times a year and at other times as deemed necessary.

(a) Curriculum/Quality Issues

- To monitor the Self-Assessment Report and Quality Improvement Plan, including the support to staff in the delivery/implementation.
- To monitor the reasons for student withdrawals.
- To monitor student attendance rates.
- To receive and consider reports and presentations on curriculum issues.
- To monitor progress on meeting the Quality Success Rates.
- To monitor the performance of the College in relation to National averages.
- To monitor the College's examination results.
- To monitor sub-Contracting provision.
- To monitor the College's performance through internal Quality Assurance systems.
- To monitor learner, parental and employer perception of the services provided by the College.
- To monitor employer engagement.
- To review and, where necessary, amend the Equal Opportunities, Diversity and Inclusion Policy.
- To review other Curriculum/Quality policies and strategies, as necessary.
- To review the College's Safeguarding Policy.
- To consider the College's HE Strategy

(b) Student Matters

- To review and, where necessary, amend the Student Union Constitution and Code of Practice.
- To monitor the incidence of permanent exclusions of students.
- To review policies relating to student rights, responsibilities and welfare, as necessary.
- To monitor progress on matters raised by the Student Forums.

(c) General

- To annually review the Committee's membership, terms of reference, operation and effectiveness.

PETROC
REMUNERATION COMMITTEE

Membership

The Committee shall comprise the Chair of the Corporation, the Vice-Chair and 3 other members of the Corporation.

The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.

There shall be a Chair and Vice-Chair of the Committee who will be appointed, annually, by the Corporation.

Quorum

The quorum for a meeting of the Committee shall be three members of the Committee.

Meetings

The Committee will normally meet in the Autumn Term each year, and otherwise as required.

Terms of Reference

- To have delegated authority to review and make decisions on the remuneration and conditions of service of those posts designated by the Corporation as 'senior posts' within the terms of the Articles of Government, and of the post of Clerk to the Corporation.
- To advise the Principal on the remuneration of other members of the Senior Management Team.
- To annually review the Committee's membership, terms of reference, operation and effectiveness.

PETROC

SEARCH COMMITTEE

Membership

- The Committee shall comprise at least 7 persons, including:
 - the Corporation Chair ;
 - the College Principal ;
 - at least 2 persons who shall be Corporation members;
 - persons who are not Corporation members but who have been co-opted by the Corporation to represent the interests of the community.
- The Committee shall have the power to employ the services of such external advisors, as they deem necessary to fulfil their responsibilities.
- There shall be a Chair and Vice-Chair of the Committee who will be elected, annually, by the Committee. An external co-opted member of the Committee will not be eligible for appointment as Chair or Vice-Chair.
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.

Quorum

The quorum for meetings of the Committee shall be 3 members of the Committee.

Meetings

The Committee shall meet at least once each year.

Terms of Reference

- To advise the Corporation on the appointment and re-appointment of members (other than staff or student members). No appointments/re-appointments of other than staff or student members will be made without such advice.
- To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.
- To review the skills and knowledge of the membership of the Governing Body and its Committees to ensure that the membership offers a comprehensive range of skills, is diverse and reflects the community served.
- To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and short-listed.
- To advise on such matters relating to membership and appointments as the Corporation may remit to the Committee, including:
 - a written procedure for the appointment and re-appointment of Corporation members;
 - evaluating the contribution made by individual Corporation members before proposing their re-appointment;
 - role descriptions and person specifications for Corporation members;
 - defined terms of appointment for Corporation members;
 - the encouragement of nominations, including self-nomination;

- the use of advertising and/or consultation with interested bodies when seeking candidates to fill vacancies;
 - procedures for the induction, self-assessment and development of Corporation members.
- To annually review the Committee's membership, terms of reference, operation and effectiveness.

PETROC
SELECTION PANEL

Membership

- Where a vacancy is for the post of Principal, the panel shall comprise at least 5 members of the Corporation, including the Chair or Vice-Chair (or both the Chair and Vice-Chair).
- Where the vacancy is for any other senior post (as defined by the Corporation in relation to the Articles of Government), the panel shall comprise the Principal and at least 3 other members of the Corporation.
- Where the vacancy is for the post of Clerk to the Corporation, the panel shall comprise the Principal and at least two other members of the Corporation.
- The arrangements for clerking the meetings of the Panel shall be as decided by the Panel for each new appointment.
- There shall be a Chair and Vice-Chair of the Panel who will be appointed, annually, by the Corporation.

Quorum

- Where a vacancy is for the post of Principal, the quorum shall be 5 members of the Corporation.
- Where the vacancy is for any other senior post, the quorum shall be the Principal and 3 other members of the Corporation.
- Where the vacancy is for the post of Clerk to the Corporation, the quorum shall be the Principal and two other members of the Corporation.

Meetings

The panel shall meet as and when required.

Terms of Reference

- To determine the arrangements for selecting the applicants for interview.
- To interview the selected applicants.
- Where the Committee considers it appropriate to do so, to recommend to the Corporation for appointment one of the applicants who has been interviewed.

PETROC

TENDERS AND CONTRACTS COMMITTEE

Membership

- The Committee shall comprise a minimum of 3 members of the Corporation, and will normally include the Chair, Vice-Chair and previous Chair of the Governing Body.
- The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of its proceedings.
- There shall be a Chair and Vice-Chair of the Committee who will be appointed, annually, by the Corporation.

Quorum

The quorum for a meeting of the Committee shall be three members of the Committee.

Meetings

The Committee shall meet as and when required.

Terms of Reference

To consider tenders and award contracts in accordance with the College's financial regulations and the regulations of the Skills Funding Agency or those of any other funding agencies. This will include any contract for building work, the cost of which is over £150,000.

PETROC

RISK MANAGEMENT AND DISASTER RECOVERY WORKING GROUP

Membership

The Working Group shall comprise at least 3 members of the Corporation.

The Clerk to the Corporation shall act as Clerk to the Working Group.

The Chair of the Working Group shall be the Chair of the Corporation and the Vice-Chair shall be the Vice-Chair of the Corporation.

Quorum

The quorum for a meeting of the Working Group shall be 3 members of the Working Group.

Meetings

The Working Group will normally meet at least twice per year.

Terms of Reference

- To annually review the list of strategic and other significant risks facing the College.
- To participate in the disaster simulation exercises undertaken each year. (No quorum is required for this.)
- To meet as part of the College's Disaster Recovery Planning Team in the event of some disaster befalling the College
- To report to the Audit Committee.

PETROC

CHAIR OF GOVERNORS – ROLE DESCRIPTION

1. The 'Instrument' and 'Articles' of Government of the College do not specifically state the role of the Chair other than to refer to the following.
 - a) Appointment of Senior Staff (paragraph 12(b) (i) of the Articles)
 - b) Calling of meetings relating to the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation (paragraph 12(3) of the Instrument).
 - c) Calling of special meetings of the Corporation (paragraph 12.4 of the Instrument).
 - d) Casting vote (paragraph 14.2 of the Instrument).
 - e) Signing and approval of Minutes (paragraphs 15(3) & 17(b) of the Instrument).
2. The Governing Body has delegated to the Chair the power to:
 - (a) suspend from duty, on full pay, the holder of a senior post for serious or gross misconduct, or whilst an allegation of serious or gross misconduct is being investigated;
 - (b) following the decision of a committee of members of the Corporation, dismiss the holder of a senior post with immediate effect, without any need for prior notice, where the circumstances are such that an immediate dismissal is warranted by reason of the serious or gross misconduct of the senior post-holder;
 - (c) suspend from duty, on full pay, the Clerk to the Corporation for serious or gross misconduct, or whilst an allegation of serious or gross misconduct is being investigated;
 - (d) following the decision of a committee of members of the Corporation, dismiss the Clerk to the Corporation with immediate effect, without any need for prior notice, where the circumstances are such that an immediate dismissal is warranted by reason of the serious or gross misconduct of the Clerk to the Corporation;
 - (e) in the event of the Disaster Recovery Procedure being invoked, authorise commitments which, under the College's financial procedures, would otherwise be subject to the approval of the Governing Body or its committees.
3. In addition to his/her role in 1 and 2 above, the Chair will be responsible for:
 - a) providing effective leadership of the Governing Body in:

- i) articulating the vision and aims of the College;
 - ii) maintaining and developing the ethos of the College;
 - iii) setting corporate objectives;
 - iv) monitoring the performance of the College;
 - v) ensuring high standards of integrity;
 - vi) monitoring the financial health of the College;
 - vii) ensuring that the seven principles of 'public life' are being observed in all of the business of the Governing Body;
 - viii) acting on behalf of the Corporation between meetings, including taking any emergency decisions (following consultation with the Principal) and reporting any such decisions to the next meeting of the Corporation;
 - ix) acting as an ambassador on behalf of the College and representing it at meetings, presentations and conferences, as appropriate;
 - x) providing personal support to Governing Body members and, if and when necessary, discussing with them matters relating to attendance, performance or conduct;
- b) chairing the meetings of the Governing Body,
 - c) the Disciplinary Committee and the Risk Management and Disaster Recovery Working Group (and any other Committee/Working Group to which he/she is elected or appointed as Chair);
 - d) jointly with the Principal, establishing, maintaining and developing a constructive working relationship between the two which is based on mutual trust and a shared understanding of their respective roles, guided by the aim of securing the well being of the College;
 - e) the annual appraisal of the Principal;
 - f) the annual appraisal, and development, of the Clerk to the Corporation;
 - g) investigating any complaints about the Clerk to the Corporation;
 - h) considering, investigating and responding to, as the final arbiter, any complaint received through the College's Complaints procedure. (If the complaint is, in the view of the Chair, complex and/or significant, he/she may refer it to a Chair's Panel, comprising the Chair, Vice Chair and 2 other Governors.);
 - i) liaising with appropriate agencies in the event of allegations of child abuse being made against the Principal;
 - j) approving the attendance of other members of the Governing Body on externally organised training courses/events;
 - k) approving arrangements for overseas travel by the Principal and other members of the Governing Body.
4. As Chair of the meetings of the Corporation, he/she will promote the College's well-being and efficient operation by:

- a) ensuring, in conjunction with the Clerk to the Corporation, the efficient conduct of the business of meetings by following established procedures for the conduct of business and ensuring decisions are made where appropriate;
- b) ensuring that the business of the Committees is reported appropriately;
- c) ensuring that the views of all members are sought at meetings and that members work effectively as a corporate body.