

## 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 amending 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
- 1.4 The Governing Body recognises that, as a body entrusted with both public and private funds, it has a particular duty to observe the highest standards of corporate governance at all times. In carrying out its responsibilities, it takes full account of Code of Good Governance for English Colleges, which it formally adopted on 13<sup>th</sup> July 2015.
- 1.5 FE Corporations are charities and the governors are the charity trustees, responsible for the control and management of the administration of their charity. The general duties and responsibilities of FE corporations, as charity trustees are to:
- act reasonably and responsibly in all matters relating to the charity;
  - always act in the best interests of the charity and manage any conflict of interest;
  - apply the income and property of the charity only for the purposes set out in the governing document;
  - protect all the property of the charity;
  - invest the funds of the charity only in accordance with their powers of investment; and
  - regularly review the effectiveness of the charity.

## **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;
- aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- 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 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 and the College's audited Annual Financial Accounts and Report;
- 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.

### 2.3 Delegation of Responsibilities to Committees

The Corporation delegates authority to its committees 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, 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 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.

As the accounting officer, the Principal is responsible for advising the Governing Body, in writing, if at any time, in his or her opinion, any action or policy under consideration by the Governing Body is incompatible with the Financial Memorandum, as set out by the funding body, or any other terms and conditions of funding.

## 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 established committees as set out below:

- Appeals Committee;
- Audit Committee;
- Disciplinary Committee;
- Remuneration Committee;
- Search and Governance Committee;
- Selection Panel;
- Tenders and Contracts Committee.

Governors annually agree membership of these Committees. Governors, who are not members on a Committee, can attend such committees and may contribute to the discussions but, in the event of a vote being taken, are not eligible to vote.

The terms of reference of the committees are attached as appendices C1-C7.

The Corporation may also:

- appoint co-opted governors to the Board of the Governing Body, outside of their determined number, to assist the Board with specific pieces of work and contribute their expertise to all matters of governance.
- Appoint co-opted governors to its committees, within their terms of reference, to contribute their expertise to all matters of governance.
- 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 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 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 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 Chairs of the Corporation/Committees**

- 4.1 The Chairs and/or Vice-Chairs of the Corporation and its committees shall have delegated authority to act on behalf of the Corporation or committees as appropriate where an emergency decision is required before a subsequent meeting of the Corporation or committee. Such action will be subject to confirmation at the appropriate subsequent meeting.

- 4.2 The Chair and the Vice-Chairs of the Corporation for the ensuing year shall be appointed at the last meeting of the Corporation in each academic year. The Chair and Vice Chairs can be re-appointed, with the normal tenure being for a period of three years in the role. However, in specific circumstances, as agreed by the Board, the tenure for the Chair could be extended on a year by year basis up to a maximum term of six years. The Vice-Chairs can be re-appointed for a maximum period of office of six years.
- 4.3 Each committee, or working group if one is established, shall have a Chair and, if appropriate, 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 Audit Committee and the Search and Governance 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(s) of the Corporation or a committee 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 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 a minimum of 8 governors. 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 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 appointed 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 three times each term, and shall hold such other meetings as may be necessary.

- 6.2 Committees 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.
- 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, a 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, in consultation with the Principal, to convene an emergency meeting of that committee by giving less than seven business day's 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;
  - (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, annually 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 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 are satisfied that any member of that committee:

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

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

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.

8.5 Should the following occur:

- a) a staff member is suspended as a member of staff  
b) a student member is suspended from the College as a student

the Principal should immediately advise the Chair and the Clerk. In this eventuality, the Corporation may suspend a Corporation member for the duration of the suspension.

## **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 any 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, any 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 a 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 or Committee, 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 a 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, any subsequent amendments, 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, Scheme of Delegation) 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, 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, as appropriate. The Governing Body (or Committee) 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 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) 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).
- 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 appointed 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 appointed 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 auditors, or other assurance providers, appointed by the Corporation 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;
  - 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 auditors, or other assurance providers, 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 with the auditors, or other assurance providers, directly.
- The Committee will consider a minimum number of items of business each year, as set out in the cycle of business agreed annually.

## **Terms of Reference**

- To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework for governance, risk management and control and processes, for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets to enable the Corporation to agree the level of assurance to be given in its Statement of Corporate Governance and Internal Control in the Annual Report and Accounts.
- To agree a Board Assurance Framework which complements the College's existing risk management procedures, to enable the Committee to assess what controls are in place, how these controls are monitored and whether they are sufficient to support the Board's and Accounting Officer's roles and responsibilities in providing the assurances required to be given in the Statement of Corporate Governance and Internal Control in the Account Report and Accounts.
- To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
- To advise the Corporation on the scope and objectives of the work of the financial statements and regularity auditors and other assurance providers.
- To ensure effective co-ordination between the financial statements and regularity auditors and other assurance providers.
- To consider and advise the Corporation on the audit strategy and annual internal audit plans.
- To advise the Corporation on any audit or assurance 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 audits undertaken, any audit annual reports and the financial statements auditor's management letter.
- To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the financial statements and regularity auditors, and other assurance providers, including internal auditors if appointed, 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, which will be a summary of the Committee's activities during the year, any significant issues up to date of the preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It should include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must 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 securing economy, efficiency and effectiveness, the solvency of the institution and the safeguarding of its assets, to enable the Corporation to agree the level of assurance to be given in its Statement of Corporate Governance and Internal Control in the Annual Report and Accounts..
- To inform the Corporation of any additional services undertaken by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.
- To oversee the College's policy on Whistleblowing and consider, and make the final decision on, a complaint from an individual that an issue s/he has raised through the Whistleblowing Policy is not being, or has not been, dealt with properly.
- To oversee the College's policy on fraud and irregularity and ensure the proper, proportionate and independent investigation of all allegations and instances; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned/actioned. To ensure all significant cases of fraud (as defined in paragraph 51 of the Joint Audit Code of Practice) or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- To have the delegated power to investigate any activity within its terms of reference.
- To annually review the Committee's membership, terms of reference, operation and effectiveness.

**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**  
**REMUNERATION COMMITTEE**

**Membership**

The Committee shall comprise at least 5 members of the Corporation and include the Chair of the Corporation and a Vice-Chair.

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 AND GOVERNANCE 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 as members 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, 2 of which should be External Governors.

**Meetings**

The Committee shall meet twice each year and on other occasions, if deemed necessary.

**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.
- monitoring and review of the requirements of the Code of Good Governance for English Colleges.
- 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 a Vice-Chair (or both the Chair and a 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 6 members of the Corporation, and will normally include the Chair of the Governing Body and the Principal as Chief Accounting Officer. The College's Procurement Co-ordinator will also attend.
- Persons who are not Corporation members but who have been co-opted as members by the Corporation may be appointed for their expertise and to represent the interests of the community.
- 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 and the Principal. However, for the award of tenders in excess of £1M, the quorum for a meeting of the Committee shall be 5 members of the Corporation.

Meetings

The Committee shall meet as and when required.

Terms of Reference

To consider tenders, in excess of £150,000, 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.

However, for the award of tenders in excess of £3M the Committee shall consider the tenders and make a recommendation to the Corporation on the award of the contract.

**PETROC****Role Description of the Chair (and Vice-Chairs)**

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**The role of the Chair of the Corporation**

The Chair of the Corporation shall be appointed annually. A person appointed Chair (or Vice-Chair) can be re-appointed, with the normal tenure being for a period of three years in the role. However, in specific circumstances, as agreed by the Board, the tenure for the Chair (and Vice-Chairs) could be extended on a year by year basis up to a maximum term of six years. The Chair shall be appointed from amongst the Membership of the Corporation. Neither the Staff and Student Members, or the Principal, may be appointed as Chair or Vice Chair or act in these roles in their absence.

**Strategy and leadership**

The Chair is responsible for providing effective leadership of the Corporation and, in association with the Clerk, its efficient operation in accordance with the *Instrument and Articles of Government*, its Standing Orders, the Foundation Code of Governance and other external regulatory requirements by:

- ensuring the efficient conduct of the business of board meetings, following established procedures, and ensuring decisions are made, where appropriate.
- ensuring that the Corporation exercises control over the strategic direction of the College and that the performance of the College is assessed against the agreed objectives.
- ensuring that the Corporation receives appropriate, timely and high-quality information in a form that allows it to monitor and scrutinise the College's activities effectively, and to challenge performance where required.
- ensuring the business of the Corporation and Committees is reported appropriately.
- ensuring that the views of all governors are sought at meetings of the board and that the Corporation exercises collective responsibility and governors' work together effectively as a team.
- being satisfied that the *Nolan Seven Principles of Public Life* (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) are observed in all board business.

The Chair shall ensure that the Corporation fulfils its duties in:

- articulating the vision of the board
- maintaining and developing the ethos of the College
- setting corporate objectives
- assessing the performance of the Principal
- ensuring high standards of integrity
- monitoring the performance of the college

- monitoring the financial health of the College
- supporting and challenging the College Management, where required.

The Chair shall seek to promote the best interests of the College wherever possible and be its ambassador. The Chair is expected to attend and represent the College at meetings, presentations and conferences.

### **Operation of the Board**

The Chair of the Corporation:

- will be expected to establish a constructive, supportive but challenging working relationship with the Principal, which is based on mutual trust and a shared understanding of their respective roles, in order to promote and enhance the good governance of the College;
- will be expected to develop effective working relationships with the Clerk to the Corporation, working closely with him/her on Corporation business;
- shall call, agree the agenda for, and preside at meetings of the Corporation;
- may call a special meeting of the Corporation (if necessary with less than seven days' notice) where urgent and significant matters need to be considered before the next ordinary board meeting;
- shall have a second or casting vote at meetings of the board where there is an equal division of votes on an issue; and
- may act 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.

### **Performance of the Corporation and individual Members**

The Chair:

- should ensure the Corporation self-assesses its own performance/ processes and makes an active contribution to the annual self-assessment of the governance of the College;
- should ensure that the Corporation has established performance indicators against which to measure its performance;
- should ensure that the Corporation operates a procedure for the regular appraisal/review of the performance of its individual Members;
- should provide support to Governing Body members and, if and when necessary, discuss with them matters relating to attendance, performance or conduct;
- should encourage members to participate in appropriate training and development; and
- should participate in recruitment of new Corporation members and ensure effective board succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise.

### **Responsibilities in respect of Senior Post holders and the Clerk**

The Chair:

- should conduct the annual performance appraisal/review of the Principal and the Clerk to the Corporation, and make any recommendations to the Remuneration Committee accordingly;
- is responsible for instigating any disciplinary action against the holders of posts designated as senior posts or the Clerk, should the need arise;
- can suspend from duty, on full pay, the holder of a senior post or the Clerk for serious or gross misconduct, or whilst an allegation of serious or gross misconduct is being investigated; and
- can, following the decision of a committee of members of the Corporation, dismiss the holder of a senior post or the Clerk with immediate effect, without any need for prior notice, where the circumstances are such that an immediate dismissal is warranted by reason of serious or gross misconduct.

### **Other responsibilities**

In addition the Governing Body has delegated to the Chair responsibility for:

- Considering and responding to any complaint received through the college's complaints procedure.
- Investigating any complaints about the Clerk to the Corporation.
- Liaising with appropriate agencies in the event of safeguarding allegations being made against the Principal.
- Approving the attendance of other members of the Governing Body on externally organised training courses/events.
- Approving arrangements for overseas travel by the Principal and other members of the Governing Body.
- Authorising commitments, in the event of the Business Continuity procedure being invoked, which, under the College's financial regulations, would otherwise be subject to the approval of the Governing Body.

### **Personal Qualities**

The Chair will:

- Show ability to provide leadership.
- Demonstrate a strong personal commitment to further education and college values, aims and objectives.
- Act fairly and impartially in the Corporation and College's interests, using independent judgement and maintaining confidentiality as appropriate.
- Commit to the overall time commitment required of the chair to effectively carry out the role (including time to read and digest papers) – estimated at averaging one day per week.
- Participate in training and development in order to enhance their contribution to the Corporation.

### **The role of the Vice chair**

The Vice-Chair shall deputise and take on similar responsibilities in the absence of the Chair or at his/her request. In particular, the Vice-chairs are required to:

- Review the performance of individual members and the Chair on a regular basis;
- Meet with senior post holders, on a regular basis, to keep in touch with current trends in the sector.

The above two tasks will enhance both succession planning and professional development.