

# **SOUTH HAMPSHIRE GROUP INSTRUMENT & ARTICLES**

<b>Audience:</b>	Governors
<b>Requirement:</b>	Essential
<b>Policy Owner:</b>	Director of Governance
<b>Review Delegation:</b>	Corporation
<b>Review Cycle:</b>	Every 3 years
<b>Last Review:</b>	Dec 2025
<b>Due for Review:</b>	Dec 2028

# **SCHEDULE 1**

## **INSTRUMENT OF GOVERNMENT**

### **CONTENTS**

1. Interpretation of the terms used
2. Composition of the Corporation
3. Determination of membership numbers
4. Transitional Arrangements
5. Appointment of the members of the Corporation
6. Appointment of the Chair and Vice-Chair
7. Appointment of the Governance Professional to the Corporation
8. Persons who are ineligible to be members
9. The term of office of a member
10. Termination of membership
11. Members not to hold interests in matters relating to the institution
12. Meetings
13. Quorum
14. Proceedings of meetings
15. Written Resolutions
16. Minutes
17. Public access to meetings
18. Publication of minutes and papers
19. Copies of the Instrument of Government
20. Change of name of the Corporation
21. Application of the seal

## **1.0 Interpretation of the terms used**

In this Instrument of Government

- (a) any reference to “the Principal” shall include a person acting as the Chief Executive Officer (CEO);
- (b) removed
- (c) removed
- (d) “the Governance Professional” means the role of the individual providing governance and clerking support to the Corporation;
- (e) “the Corporation” means any further education corporation to which this Instrument applies;
- (f) “the institution” means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;
- (g) “this Instrument” means this Instrument of Government;
- (h) “meeting” includes a meeting at which the members attending are present in more than one room, provided that using conferencing facilities it is possible for every person present at the meeting to communicate with each other.
- (i) “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (j) “staff member” and “student member” have the meanings given to them in Clause 2;
- (k) “independent member” means a Governor that is not staff, or student, or co-opted
- (l) “the previous Instrument of Government” means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
- (m) “the Secretary of State” means the Secretary of State for Education
- (n) “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of staff;
- (o) “the Students’ Union” means any association of students formed to further the educational purposes of the institution and the interests of students, as students;
- (p) a “variable category” means any category of members whose numbers may vary according to clauses 2 and 3.

## **2.0 Composition of the Corporation**

- 1.0 Subject to the transitional arrangements set out in Clause 4, the Corporation shall consist of:
  - (a) A minimum of 12 independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government;

- (b) removed
  - (c) removed
  - (d) the Principal of the institution, unless the Principal chooses not to be a member;
  - (e) at least one and no more than three members who are members of the institution's staff and has a contract of employment with the institution
  - (f) at least one and no more than three members who are enrolled as students at the institution
- 2 A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study or travel.
- 3 Where the Corporation has decided or decides that there is to be one or more staff member; the division of academic and non-academic staff shall be decided by the appointing authority (on recommendation by the Governance Committee) and in line with the Governors Appointment and Training policy.
- 4 The appointing authority, as set out in Clause 3, will decide whether a person is eligible for nomination, election, and appointment as a member of the Corporation under paragraph (1).

### **3.0 Determination of Membership**

- 1 Subject to Clause (2) and the transitional arrangements in Clause 4, the number of members of the Corporation, and the number of members of each variable category shall be decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- 2 The Corporation may at any time vary the determination referred to in paragraph (3.1) and any subsequent determination under this paragraph provided that:
  - (a) the number of members of the Corporation shall be determined by the Corporation; and
  - (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2.
- 3 No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

### **4.0 Transitional Arrangements**

- 1 Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination:
  - 1 nothing in Clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
  - 2 the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible

## **5.0 Appointment of the members of the Corporation**

- 1 Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.
- 2 removed
- 3 The appointing authority may decline to appoint a person as a staff or student member if:
  - (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
  - (b) the appointment of the person would contravene any rule or bye-law made under Annex 1 'Rules and Procedures for appointment to the Corporation' within the Standing Orders concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
  - (c) the person is ineligible to be a member of the corporation because of Clause 8.
- 4 Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

## **6.0 Appointment of the Chair and Vice-Chair**

- 1 The members of the Corporation shall appoint a Chair and a Vice-Chair for a term of office of up to 3 years or for a specified period such as the Corporation decides. Appointments will be made in line with the Governor Appointment & Training policy.
- 2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 3 If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- 4 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Governance Professional.

- 5 If the Corporation is satisfied that the Chair /Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- 6 removed
- 7 At the last meeting before the end of the term of office of the Chair/Vice Chair, or at the first meeting following the Chair's/Vice Chair's resignation or removal from office, the members shall appoint a replacement.
- 8 removed
- 9 At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment **(subject to the restrictions of maximum terms/time served)**.
- 10 Paragraph (10) is subject to any rule or bye-law made by the Corporation under Annex 1 'Rules and Procedures for appointment to the Corporation within the Standing Orders concerning the number of terms of office which a person may serve.

## **7.0 Appointment of the Governance Professional**

- 1 The Corporation shall appoint a person to serve as its Governance Professional, but the Principal may not be appointed to this role.
- 2 In the temporary absence of the Governance Professional, the Corporation shall appoint a person to serve as a temporary Governance Professional, but the Principal may not be appointed to this role
- 3 Any reference in this Instrument to the Governance Professional shall include a temporary Governance Professional appointed under paragraph (2)
- 4 Subject to Clause 14, the Governance Professional shall be entitled to attend all meetings of the Corporation and any of its committees.
- 5 The Governance Professional may also be a member of staff at the institution.

## **8.0 Persons who are ineligible to be members**

- 1 No one under the age of 18 years may be a member, except as a student member.
- 2 The Governance Professional may not be a member.
- 3 A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- 4 Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a student union.
- 5 Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- 6 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking, that disqualification shall cease:
  - (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - (b) if the bankruptcy order is annulled, at the date of that annulment; or
  - (c) if the bankruptcy restrictions order is rescinded because of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - (d) if the interim bankruptcy restrictions order is discharged by the court, on the day of that discharge; or
  - (e) if the bankruptcy restrictions undertaking is annulled, at that date of that annulment.
- 7 Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- 8 Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if:
  - (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - (b) within the previous twenty years that person has been convicted as set out in subparagraph (a) and has received a sentence of imprisonment, whether suspended or

- not, for a period of more than two and a half years; or

(c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.

9 For this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.

10 Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Governance Professional

## 8a Automatic Disqualification

- 1 A Governor will be automatically disqualified from acting in their role if they meet any of the criteria for automatic disqualification rules for charity trustees and charity senior positions.
  - 2 These rules are based around unspent criminal convictions or restrictions related to certain crimes or sanctions. Full details on automatic disqualification criteria are available here; [Automatic disqualification rules for charity trustees and charity senior positions - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/publications/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions)

## 9.0 The term of office of a member

- 1 A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of **each individual** term of office shall not exceed four years.
  - 2 Members retiring at the end of their term of office shall be eligible for reappointment, and Clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.
  - 3 Paragraph (2) is subject to any rule or bye-law made by the Corporation concerning the number of terms of office which a person may serve.

## **10. Termination of Membership**

- 1 A member may resign from office at any time by giving notice in writing to the Governance Professional.
- 2 If at any time the Corporation is satisfied that any member:
  - (a) is unfit or unable to discharge the functions of a member; or
  - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, or
  - (c) has breached the Code of Conduct of the Corporation,the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- 3 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- 4 A student member shall cease to hold office:
  - (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
  - (b) if expelled from the institution, and the office shall then be vacant.

## **11.0 Members not to hold interests in matters relating to the institution**

- 1 A member to whom paragraph (2) applies shall:
  - (a) disclose to the Corporation the nature and extent of the interest; and
  - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matters as is mentioned in paragraph (2) is to be considered, not take part in the consideration, or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
  - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract, or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- 2 This paragraph applies to a member who:
  - (a) has any financial interest in:
    - (i) the supply of work to the institution, or the supply of good for the purposes of the institution;
    - (ii) any contract or proposed contract concerning the institution; or
    - (iii) any other matter relating to the institution; or
  - (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

- 3 This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium
- 4 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:
  - (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 that 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.

- 5 The Governance Professional shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

## **12 Meetings**

- 1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 2 Subject to paragraphs (4) and (5) and to Clause 13(4), all meetings shall be called by the Governance Professional, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- 3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Governance Professional, the Chair shall at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- 4 A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.
- 5 Where the Chair, or in the Chair’s absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- 6 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

## **13 Quorum**

- 1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total numbers of members, **(of which independent members must be the**

**majority)** determined according to Clause 3.

- 2 If the number of members present for a meeting of the Corporation does not constitute a quorum the meeting shall not be held. Members attending a meeting via conferencing facilities shall count as 'present' and thus qualify towards a quorum.
- 3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

#### **14 Proceedings of meetings**

- 1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- 2 Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 3 A member may not vote by proxy or by way of postal vote.
- 4 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 5 Except as provided by procedures made pursuant to Article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:
  - (a) from that part of the meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
  - (b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
  - (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
  - (d) if so, required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters

relating

- (e) to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

6 removed

7 removed

8 Except as provided by rules made under Article 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

9 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:

- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- (b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

10 The Governance Professional :

- (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Governance Professional's remuneration, conditions of service, conduct, suspension, dismissal, or retirement in the capacity of Governance Professional are to be considered; and
- (b) where the Governance Professional is a member of staff at the institution, the Governance Professional shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).

11 If the Governance Professional withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Governance Professional during this absence.

12 If the Governance Professional withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Governance Professional to the committee during this absence.

## **14a Written Resolutions**

- 1 A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible member;
  - (b) a simple majority of the Members have signified agreement to the resolution; and
  - (c) a record of the decision(s) is authenticated and retained by the Governance Professional within the period of 28 days beginning with the circulation date.
  - (d) A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
  - (e) For the purposes of clause 14a(c) “circulation date” is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, to the first of those days.
  - (f) Any decision made via written resolution is ratified and minuted at the next available full meeting of the Corporation or Committee

## **15 Minutes**

- 1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
- 2 Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- 3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be approved as a true record by the members of the meeting.
- 4 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Governance Professional have withdrawn from a meeting in accordance with Clause 14(5), (6), (8), (9), or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

## **16 Public Access to meetings**

The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Governance Professional, or the Principal and in making its decision, it shall consider Clause 17(2.)

## **17 Publication of minutes and papers**

- 1 Subject to paragraph (2), the Corporation shall ensure that a copy of:
  - (a) the agenda for every meeting of the Corporation;

- (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- (c) the approved minutes of every such meeting, and
- (d) any report, document or other paper considered at any such meeting,

shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

2 There shall be excluded from any item made available for inspection any material relating to:

- (a) a named person employed at or proposed to be employed at the institution;
- (b) a named student at, or candidate for admission to, the institution;
- (c) the Governance Professional; or
- (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

3 The Corporation shall ensure that a copy of the draft or approved minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

4 The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason

## **18 Copies of the Instrument of Government**

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy and shall be available for inspection at the institution upon request, during normal office hours to every member of staff and every student.

## **19 Change of name of the Corporation**

The Corporation may change its name with the approval of the Secretary of State.

## **20 Application of the Seal**

The application of the seal of the Corporation shall be authenticated by:

- (a) The signature of any independent member of the Corporation
- (b) The signature of either the CEO or a member of the Executive Leadership Team

## **SCHEDULE 2 ARTICLES OF GOVERNMENT**

### **CONTENTS**

1. Interpretation of the terms used
2. Conduct of the institution
3. Responsibilities of the Corporation, the Principal, and the Governance Professional
4. The establishment of committees and delegation of functions generally
5. The Governance Committee
6. The Audit Committee
7. Composition of committees
8. Access to committees by non-members and publication of minutes
9. }
10. } Delegable and non-delegable functions
11. }
12. } Appointment and
13. } promotion of staff
14. Rules relating to the conduct of staff
15. Academic freedom
16. Grievance, suspension, and disciplinary procedures
17. Suspension and dismissal of the Governance Professional
18. Students
19. Financial matters
20. Co-operation with the Department for Education (DfE)
21. Internal Audit
22. Accounts and audit of Accounts
23. Rules and bye-laws
24. Copies of Articles of Government and rules and bye-laws
25. Modification or replacement of the Instrument and Articles of Government
26. Dissolution of the Corporation

## **1 Interpretation of the terms used**

In these Articles of Government:

- (a) Any reference to “the Principal” shall include a person acting as Chief Executive Officer (CEO);
- (b) “the Articles” means these Articles of Government;
- (c) removed
- (d) “Chair” and “Vice-Chair” mean respectively the Chair and Vice-Chair of the Corporation appointed under Clause 6 of the Instrument of Government;
- (e) “the Governance Professional” has the same meaning as in the Instrument of Government;
- (f) “the Corporation” has the same meaning as in the Instrument of Government;
- (g) “staff member”, “student member” and “independent member” have the same meanings as in the Instrument of Government;
- (h) “the Secretary of State” means the Secretary of State for Education;
- (i) “senior post” means the post of CEO and such other senior posts as the Corporation may decide for the purposes of these Articles;
- (j) “the staff” means all the staff who have a contract of employment with the institution;
- (k) “the students’ union” has the same meaning as in the Instrument of Government.

## **2 Conduct of the institution**

The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

## **3 Responsibilities of the Corporation, the Principal, and the Governance Professional**

- 1 The Corporation shall be responsible for the following functions
  - (a) the determination and periodic review of the educational character and mission of the institution and the 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 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 Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional’s appointment, grading, suspension, dismissal, and determination of pay in the capacity of a member of staff; and
  - (f) Setting a framework for the pay and conditions of service of all other staff.

- 2 Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions
- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
  - (b) the determination of the institution's academic and other activities;
  - (c) 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;
  - (d) the organisation, direction and management of the institution and leadership of the staff;
  - (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions or service of staff, other than the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff; and
  - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

- 3 The Governance Professional shall be responsible for the following functions:

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

**4 The establishment of committees and delegation of functions generally**

- 1 The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Governance Professional and may delegate powers to:
  - (a) such committees;
  - (b) the Chair, or in the Chair's absence, the Vice-Chair, or
  - (c) the Principal/CEO
- 2 The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- 3 The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

**5 The Governance Committee**

- 1 The Corporation shall establish a committee, to be known as the "Governance committee", to advise on
  - a) the appointment of members (other than as a staff or student member);

- b) such other matters relating to membership and appointments as the Corporation may ask it to.
- 2 The Corporation shall not appoint any person as a member (other than as a staff or student member) without first consulting and considering the advice of the Governance Committee.
- 3 The Corporation may make rules specifying the way in which the Governance committee is to be conducted. A copy of these rules, together with the Governance committees terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institutions website and shall be made available for inspection at the institution by any person during normal office hours.
- 4 The Corporation shall review regularly all material excluded from the inspection under paragraph 3 and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considered that the public interest in disclosure outweighs that reason.

## **6 The Audit Committee**

- 1 The Corporation shall establish a committee, to be known as the “Audit & Risk Committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.
- 2 The Audit & Risk Committee shall consist of at least three persons and shall operate in accordance with any requirements of the DfE and in line with the [Framework for auditors & reporting accountants of colleges.](#)

## **7 Composition of Committees**

Any committee established by the Corporation, other than the ‘special’ committee referred to in Article 10, may include persons who are not members of the Corporation.

## **8 Access to committees by non-members and publication of minutes**

The Corporation shall ensure that

- a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
- b) the minutes of committee meetings, if they have been approved by the Chair of the meeting

are published on the institution’s website and made available for inspection at the institution by any person, during normal office hours.

## **9 Delegable and non-delegable functions**

The Corporation shall not delegate the following functions:

- 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 for safeguarding their assets;
- d) the appointment of the Principal or holder of a senior post;
- e) the appointment of the Governance Professional (including, where the Governance Professional is, or is to be, appointed as a member of staff the Governance Professional's appointment in the capacity of a member of staff); and
- f) the modification or revocation of these Articles.

## **10 Delegable and non-delegable functions**

1 The Corporation may not delegate:

- a) the consideration of the case for dismissal, and
  - b) the power to determine an appeal in connection with the dismissal of the Principal, the Governance Professional, or the holder of a senior post, other than to a committee of members of the Corporation (Special Committee).
- 2 The Corporation shall make rules specifying the way in which a committee (Special Committee) having functions under paragraph (1) shall be established and conducted.

## **11 Delegable and non-delegable functions**

1 The Principal may delegate functions to the holder of any other senior post other than:

- (a) the management of budget and resources; and
- (b) any functions that have been delegated to the Principal by the Corporation.

## **12 Appointment and promotion of staff**

1 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:

- a) Advertise the vacancy appropriately; and
  - b) Appoint a Selection Panel consisting of:
    - i. At least three members of the Corporation including the Chair **or** the Vice-Chair or both, where the vacancy is for the post of Principal; or
    - ii. The Principal and at least two other members of the Corporation, where the vacancy is for any other senior post.
- 2 The members of the Selection Panel shall:
- c) decide on the arrangements for selecting the applicants for interview;
  - d) interview the applicants; and
  - e) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- 3 If the Corporation approves the recommendation of the Selection Panel, that person shall be appointed.

- 4 If the members of the selection Panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, it may require the Panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.
- 5 Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:
  - a) may be required to act as Principal or in the place of any other senior post holder; and
  - b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

### **13 Appointment and promotion of staff**

The Principal shall have responsibility for selecting for appointment all member of staff other than:

- a) senior post holders; and
- b) where the Governance Professional is also to be appointed as a member of staff, the Governance Professional in the role of a member of staff.

### **14 Rules relating to the conduct of staff**

After consultation with the staff, the Corporation shall make rules relating to their conduct.

### **15 Academic Freedom**

In making rules under Article 14, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk or losing their jobs or any privileges which they may enjoy at the institution

### **16 Grievance, suspension, and disciplinary procedures**

- 1 After consultation with staff, the Corporation shall make rules setting out:
  - a) grievance procedures for all staff;
  - b) procedures for the suspension of all staff; and
  - c) disciplinary and dismissal procedures for:
    - i. senior post-holders, and
    - ii. staff other than senior post-holders and such procedures shall be subject to the provisions of Articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.
- 2 Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.
- 3 Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be

conducted to examine and determine the case for dismissal.

## **17 Suspension and dismissal of the Governance Professional**

- 1 Where the Governance Professional is also a member of staff at the institution, the Governance Professional is to be treated as a senior post holder for the purposes of Article 16(c).
- 2 Where the Governance Professional is suspended or dismissed under Article 16, that suspension or dismissal shall not affect the position of the Governance Professional in the separate role of Governance Professional to the Corporation.

## **18 Students**

- 1 Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.
- 2 The students' union shall present audited accounts annually to the Corporation.
- 3 After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

## **19 Financial Matters**

The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the DfE.

## **20 Co-operation with the Department for Education (DfE)**

The Corporation shall co-operate with any person who has been authorised by the DfE to audit any returns or numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

## **21 Internal Audit**

- 1 The Corporation shall, at such times as it considers appropriate, examine, and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient, and effective use of the Corporation's resources.
- 2 The Corporation may arrange for the examination and evaluation mentioned in paragraph to be carried out on its behalf by internal auditors
- 3 The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under Article 21.

## **22 Accounts and audit of accounts**

1 The Corporation shall:

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Corporation.

2 The statement shall:

- (a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- (b) comply with any directions given by the DfE as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

4 The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under Article 20.

5 Auditors shall be appointed, and audit work conducted in accordance with any requirements of the DfE.

6 The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

7 The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the DfE's approval.

8 If the Corporation is dissolved:

- a) the last financial year shall end on the date of dissolution; and
- b) the Corporation may decide, with the DfE's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this Article.

## **23 Rules and Bye-laws**

The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

## **24 Copies of Articles of Government and rule and bye-laws**

A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

## **25 Modification or replacement of the Instrument and Articles of Government**

- 1 Subject to paragraph (2) the Corporation may by resolution of the members modify or replace its Instrument and Articles of Government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- 2 The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.

## **26 Dissolution of the Corporation**

- 1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights, and liabilities.
- 2 The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.



# **SOUTH HAMPSHIRE COLLEGE**

## **GROUP STANDING ORDERS**

**Audience:** GOVERNORS

**Requirement:** ESSENTIAL

**Policy Owner:** Director of Governance

**Review Delegation:** Corporation

**Review Cycle:** Every 3 years

**Last Review:** Dec 2025

**Due for Review:** Dec 2028

# SOUTH HAMPSHIRE COLLEGE GROUP STANDING ORDERS

## TABLE OF CONTENTS

1. Interpretation .....	1
2. Composition of the Corporation.....	1
3. Appointment of Members of the Corporation .....	2
4. Appointment of Chairman and Vice-Chairman.....	2
5. The Role of the Governance Professional.....	3
6. Attendance by Members at Meetings of the Corporation.....	3
7. Proceedings for Meetings .....	4
8. Action taken by the Chair and Vice-Chair of the Corporation.....	7
9. Attendance and Public Access to Meetings .....	10
10. Committees, Terms of Reference and Quoracy.....	11
11. Arrangements for Senior Staff .....	12
12. Governors' Interests.....	12
13. Independent Professional Advice for Members.....	13
14. Statements made on behalf of the Corporation.....	14
15. Membership of the Corporation – Availability of Information to Public.....	14
16. Use of Corporation Seal .....	14
17. Amendments to the Standing Orders for the conduct of meetings.....	14

### ANNEX 1: RULES AND PROCEDURES FOR APPOINTMENT TO CORPORATION

Rules and Procedures for the appointment.....	16
Appendix A: GOVERNANCE COMMITTEE TERMS OF REFERENCE.....	18
Appendix B : MEMBERSHIP OF THE CORPORATION.....	21
Appendix C-G : GOVERNOR ROLE DESCRIPTIONS.....	23

### ANNEX 2 : JOB DESCRIPTION FOR GOVERNANCE PROFESSIONAL

Job Description for the Governance Professional to the Corporation .....	32
--	----

### ANNEX 3: ARRANGEMENTS FOR GOVERNANCE PROFESSIONAL

Arrangement for clerking meetings at which the Governance Professional is not allowed to be present.....	35
--	----

### ANNEX 4: TERMS OF REFERENCE

Audit & Risk Committee Terms of Reference .....	36
Resources Committee Terms of Reference.....	34
C&Q Committee Terms of Reference .....	36
SPH Remuneration Committee Terms of Reference.....	

### ANNEX 5 : ARRANGEMENTS FOR SENIOR POSTHOLDERS

Appendix A : APPOINTMENT AND DISMISSAL OF A SENIOR POSTHOLDER .....	37
Appendix B : DISCIPLINARY PROCEDURE FOR HOLDERS OF SENIOR POSTS .....	
Appendix C: GRIEVANCE PROCEDURE FOR HOLDERS OF SENIOR POSTS.....	45
Appendix D: PAY FRAMEWORK FOR SENIOR POSTHOLDERS.....	48
Appendix E: LEVELS OF AUTHORITY, MONITORING AND REVIEW PROCEDURES.....	50

### ANNEX 6 : GOVERNORS' INTERESTS AND ELIGIBILITY

Governors' eligibility and register of interest.....	52
--	----

**APPROVED AT THE CORPORATION MEETING HELD ON 10 DECEMBER 2025**

## **STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED MATTERS**

### **1. INTRODUCTION**

#### **1.1 General**

These Standing Orders have been devised to draw together the range of rules and procedures for the conduct of Corporation business. They are framed from the requirements placed on the College within the Instrument and Articles of Government which were approved by the Fareham College Corporation on the 18 July 2023 for the South Hampshire College Group Corporation for adoption on 1 August 2023.

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its Committees conduct meetings, and all processes of the Corporation are enacted.

#### **1.2 Interpretation**

In these Standing Orders:

‘College’ means South Hampshire College Group;  
‘Corporation’ means the Corporation of South Hampshire College Group  
‘Committee’ means a Committee of the Corporation;  
‘Chair’ means the Chair of the Corporation or of a Committee of the Corporation  
‘Governor’ means a member of the Corporation;  
‘Independent’ means a member of the Corporation who is neither staff or student;  
‘Member’ means a member of the Corporation;  
‘Principal’ means Chief Executive of the South Hampshire College Group ;  
‘Governance Professional’ means the governance role supporting the Corporation currently known as the Director of Governance

- 1.3** The ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Corporation be open to discussion.
- 1.4** These Standing Orders shall take effect, subject to any statutory provision, for the time being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Education (Government of Further Education Corporations) (former further Education Colleges) Regulations 1992 and subsequent modification orders.

### **2 Composition of the Corporation**

- 2.1** The composition of the Corporation is determined by the framework laid down in the Instrument of Government (Clause 2 applies). The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government (Clauses 3 & 4) and the recommendations of the Governance Committee.
- 2.2** The Corporation has established a Governance Committee to assist it in the appointment of members in an open and structured way in accordance with the Articles of Government and the Terms of Reference, Rules for Procedures of the Committee. The Rules and Procedures of the Governance Committee, including the Terms of Reference of the Governance Committee as approved by the Corporation, are included in **Annex 1**. The final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a Body.

2.3 The Corporation has established a Governance Committee to assist it in the appointment of members in an open and structured way in accordance with the Articles of Government and the Terms of Reference, Rules for Procedures of the Committee. The Rules and Procedures of the Governance Committee, including the Terms of Reference of the Governance Committee as approved by the Corporation, are included in **Annex 1**. The final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a Body.

### **3. Appointment of Members of the Corporation**

3.1 The Corporation will use its Governance Committee to make recommendations to it on the selection of members in accordance with the Rules and Procedures for the Governance Committee, specified in **Annex 1** of these Standing Orders.

3.2 All appointments to the Corporation will be scrutinized to determine eligibility (Clause 8 of the Instrument) and any member subsequently becoming disqualified from holding office shall notify the Governance Professional in accordance with Clause 8(9) of the Instrument.

### **4. Appointment of Chair and Vice-Chair**

4.1 The appointment of the Chair and Vice Chair of the Corporation will be the first item of business at the first scheduled meeting before the expiry of the term of office (or resignation) in any year.

4.2 The appointment of the Chair and Vice Chair will be made in line with the procedures set out in the Governors Appointment & Training policy.

4.3 A member of the Corporation who is not standing as the Chair will take the Chair for this item, normally in accordance with the following:

- If the current Chair is not standing for re-election, he/she will take the chair for this item;
- If the current Chair is standing for re-election, then the Governance Professional will take the Chair

4.4 If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their numbers to act as Chair for that meeting, provided that the members chosen shall not be the Principal or any staff or student members.

4.5 The Chair or Vice-Chair may resign at any time by giving notice in writing to the Governance Professional;

4.6 Whilst there is usually an intention, there is no automatic succession from the role of Vice Chair to Chair. Both roles will be appointed to in line with the procedures set out in the Governors Appointment & Training policy.

### **5. The Role of the Governance Professional**

5.1 Under Clause 7 of the Instrument, the Corporation is required to appoint a Governance

Professional who may not be the Principal or a member of the Corporation. Specific provisions relate to the role of the Governance Professional. That person will serve as Governance Professional until they resign the appointment, or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description which is **Annex 2**.

- 5.2 Under Clause 14(10) of the Instrument, the Governance Professional is required to withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered and in other circumstances if they are also a member of staff of the College. Neither will they be entitled to see the minutes (Instrument of Government, Clause 16(4)). On such occasions the members will appoint from their number a person to act as Governance Professional for the duration of the meeting or part of a meeting. The arrangements for this are outlined in **Annex 3**.
- 5.3 If the occasion arises whereby the Governance Professional is absent at short notice, alternative Governance Professional support will be sought. In an absolute emergency, administrative support arrangements can be made to record the minutes of the meeting only.

## **6. Attendance by Members at Meetings of the Corporation**

- 6.1 Members have been appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Governor's Code of Conduct. If, however, a member is prevented from attending a Corporation meeting or a development event, that member should notify the Governance Professional and give as much notice as possible. The purpose of this is to enable the Governance Professional to:
  - Give apologies at the meeting and record these in the minutes;
  - Ascertain whether or not the meeting will be quorate.
- 6.2 The Instrument of Government, (Clause 10(2)) provides for the Corporation to consider removing a member from office if that member has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation.
- 6.3 In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a member from his/her duties as a member of the Corporation. The criteria for deciding whether to remove a member from the Corporation or whether special leave will be granted will be based on the following:
  - Previous attendance record at Corporation and Committee meetings and development events, prior to the 6 months' continuous absence;
  - Validity of reasons given for absence, for example ill health, bereavement, pressure of work;
  - Consideration on whether or not the reasons, however valid, are likely to prevent a speedy return to full involvement in the business of the Corporation.

- 6.4 The Instrument of Government, (Clause 10(2)) also provides for the Corporation to give notice in writing to a member to remove them from office if the Corporation is satisfied that they have breached the Governors Code of Conduct.
- 6.5 In accordance with the Terms of Reference of the Governance Committee and its responsibility for membership issues, the Corporation will be advised on the position for individual members by that Committee before making a decision.
- 6.6 Staff (including the Principal) and student members will cease to hold office when they cease to be members of staff or students at the College.
- 6.7 Every Governor appointed as a member of a Committee will cease to be a member of that Committee when he ceases to be a Governor unless he has been appointed for a further term of office as a Governor, or specifically becomes a co-opted member of Committee.

## **7. Proceedings for Meetings – Order of Business, Voting, Re-consideration of Resolutions**

- 7.4 Ordinary meetings of the Corporation and its Committees shall be held at least once in each Academic Term as the business of the Corporation requires. The Governance Professional will prepare an annual calendar of Corporation meetings and the meetings of the Committees. These will conform to an overall cycle which will enable, as far as possible, the meetings of the Committees of the Corporation to feed into the termly scheduled meetings of the full Corporation.
- 7.5 All meetings will be summoned by the Governance Professional who shall send to members written notice of the meeting and a copy of the agenda thereof, at least 7 clear days in advance of the meeting.
- 7.6 If there are good reasons for doing so, the Chair of a Committee has authority to re-arrange the date of a meeting in consultation with the Governance Professional. The Chair may also cancel a Committee meeting if the Governance Professional advises that there is insufficient business requiring a Committee's attention to justify a meeting before the next scheduled meeting of the Committee.
- 7.7 Once the major agenda items have been established, the Governance Professional will be responsible for ensuring that agendas are developed appropriately and will draw the Chair's attention to any departures from the agreed agenda in advance of the meeting, should that be necessary.
- 7.8 A Special Meeting of the Corporation may be called at any time by the Chair of the Corporation or by any 5 members by written request. When the matter to be considered demands urgent consideration, the Chair of the Corporation, or in the Chair's absence, the Vice-Chair of the Corporation can decide to give written notice of less than 7days.
- 7.9 However, such Special Meetings will normally be called where the delaying of business until the next scheduled meeting of the Corporation would have a detrimental effect upon the College and will normally involve only one or two items of key business.

- 7.10 Where there is a special meeting of the Corporation as specified in Clause 12(4), the minutes of the last scheduled meeting will not normally be available but will appear on the agenda of the next scheduled meeting of the Corporation to be followed by the minutes of the special meeting in chronological order.
- 7.11 Preparation of Agenda and Papers
- a. The Governance Professional will be responsible for the maintenance of all documentation relating to Corporation business and such documents are available from the Governance Professional or are published on the College website where appropriate (see paragraph 10 of these Standing Orders).
  - b. In accordance with the requirements of Clauses 14 & 16 of the Instrument of Government, any matters which are confidential are outlined in the Governor's Code of Conduct.
  - c. In accordance with the arrangements made for the annual planning of meetings, members who wish to place items on the agenda of normal scheduled meetings should inform the Governance Professional at least fourteen days before the date of the meeting.
  - d. If a Governor wishes to raise any business which has arisen since the agenda for a meeting was circulated, they should notify the Governance Professional twenty-four hours before the meeting for the item to be included as an item of "correspondence" on the agenda.
  - e. In accordance with the specific arrangements which relate to the Governance Professional to the Corporation, **Annex 3** applies to any papers which need to be sent to the Corporation in relation to the conditions of service, conduct, suspension, dismissal, or retirement of the Governance Professional (Clause 12(3) of the Instrument applies).
- 7.12 Quoracy
- The Corporation has agreed a membership of not less than 12. The number of members necessary to constitute a quorum at either the Corporation, or a Committee of the Corporation will be 40% of the total appointed membership. Any quorum should ensure a majority of 'independent' members.
- 7.13 Proceedings of Meetings
- Agenda and Papers for the Meeting
- a. The Governance Professional will be responsible for drawing up the agenda, preparing papers and inviting members to attend in accordance with Clause 12 of the Instrument and taking due note of any regulations relating to confidentiality under the Governor's Code of Conduct;
  - b. Papers will be dispatched to arrive seven days in advance of the meeting;
  - c. Members of the Corporation will receive reports from the Committees of the Corporation at each meeting although the papers and minutes of each Committee will be available from the Governance Professional for inspection by any member;
  - d. All documents of the Corporation except those deemed to be confidential by the Corporation or which name current/future students/staff, are available for inspection during normal office hours.
  - e. In accordance with Clause 18.3 the Corporation shall ensure that a copy of the draft or

approved minutes of every meeting of the Corporation shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

#### 7.10 Physical Meetings

At their discretion, the Corporation may hold a meeting or any Committee appointed by the Corporation, using conferencing facilities providing every person present can communicate with each other.

#### The Order of Business at Meetings

- a. In accordance with normal practice, the minutes of the last meeting will normally be taken as the first agenda item after apologies for absence and any election of Chair;
- b. The order of business of the meeting may be altered in accordance with the Corporation's wishes;
- c. Separate minutes will be taken of those parts of meetings from which staff and student members or the Governance Professional has withdrawn and, in accordance with paragraphs Clause 14(5), (6) (8) (9), & (10) of the Instrument, any such member or the Governance Professional will not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.

#### 7.11 Decisions taken at Meetings

- a. Any matter to be decided by the Corporation will be drawn to the attention of the Corporation and will normally be supported by appropriate papers;
- b. The view of the Corporation shall be determined by the voices of those present. If a member indicates dissent, then a vote shall take place in accordance with Clause 14(1) and (2) of the Instrument;
- c. Voting may not take place by proxy or by postal vote (Clause 14(3) of the Instrument);
- d. Any amendment to a recommendation or resolution brought before the Corporation may be proposed and seconded so long as it is relevant and does not have the effect of introducing materially new issues. Where such proper amendment has been proposed and seconded, it shall be dealt with before any further amendment is moved;
- e. The Chair shall rule on the admissibility of a point of order and explanation.

## **8. Action taken by the Chair of the Corporation**

8.1 Article 3 of The Articles of Government distinguishes between the roles of the Corporation, the Principal, and the Governance Professional.

Article 9 allows for the delegation of functions to the Committees, the Chair of the Corporation, or the Principal with the exception of the following responsibilities which cannot be delegated:

- The determination of the educational character and mission of the institution;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of the institution and the Corporation and for safe-guarding their assets;
- The appointment of the Principal or designated senior postholders;
- The appointment of the Governance Professional;
- The modification or revocation of the Articles of Government.

There may be occasions when issues are raised which should be placed before the Corporation and its Committees, but the next scheduled meeting is too long to wait, and it is not thought sufficiently significant to call a Special Meeting. In such circumstances 'written resolutions' will be utilised. Should the matter be deemed too urgent for written resolutions, the Chairman of the Corporation may act on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations, and any other relevant regulations.

The Chair's Action falls into two categories:

(i) Routine matters which would not normally have merited discussion by the Corporation. These will include:

- the signing of routine documents on behalf of Governors;
- responding to approaches made to the Corporation by external organisations;
- overseeing/agreeing to the more detailed aspects of the implementation of matters which the Corporation has already agreed.

(ii) Matters which are judged to be too urgent to await a meeting of the Corporation or decision via 'written resolutions'; in accordance with article (14a) of the provisions of the Instrument of Government.

## **9. Attendance and Public Access to Meetings**

9.1 The Corporation believes that its business is open to public scrutiny and, with the exception of those items of business which are deemed to be confidential as defined within the Instrument of Government, for example the pay and remuneration of an individual, or its policy is that the Corporation meetings are open meetings. Members of staff who are not Corporation members or senior postholders will be regularly in attendance at all meetings and other members of staff will be invited, particularly where they may be presenting particular reports to the Corporation.

9.2 Entitlement to Attend Corporation and Corporation Committee Meetings

Entitlement to attend meetings of the full Corporation will be restricted to members of the Corporation, the Governance Professional, and a Minute Secretary (if required). Entitlement to attend the Committees set up by the Corporation will be restricted to the membership written into the terms of reference for that Committee, the Governance Professional, and other members of the Corporation subject to eligibility and with the approval of the appropriate Chair.

Whilst Clause 11.2(a) of the Instrument which refers to members with a financial interest in the College does not require a member to withdraw from that part of the meeting considering a proposal in relation to that interest, the Corporation may determine that it would be appropriate for a member to withdraw where that member has a financial interest.

9.3 Attendance of Staff other than Corporation Members and the Governance Professional

The Corporation has determined that members of the Executive and Senior Leadership Team and other staff may attend meetings of the Corporation and its Committees for the purpose of providing information and giving advice. Such staff will be asked to withdraw from the meeting when the Chairman deems this to be appropriate, usually in respect of confidential items.

9.4 Attendance by the Inspectors and other External Agencies

From time to time, the relevant Inspectors or other external agencies may be invited to attend meetings of the Corporation for items specifically agreed by the Corporation.

9.5 Attendance by Auditors

In accordance with the arrangements for the College Auditors, they will attend the relevant meetings of the Corporation, the Audit & Risk Committee and, where necessary, other Committees of the Corporation.

9.6 Attendance by members of the public

Requests to attend Corporation and Committee meetings by members of the public will be considered on a case by case basis.

**10. Publication of Minutes and Papers**

10.1 Agenda, papers, and minutes of the meetings of the Corporation and its Committees are held by the Governance Professional. In addition, ~~agenda and~~ minutes of meetings are published on the College website where appropriate. Anyone wishing to read them can do so by asking the Governance Professional or by visiting the College website. Certain items of a financial or personal nature are excluded such as the following:

- An issue relating to a named individual employed at, or proposed to be employed at the College;
- An issue relating to a named student at/or applicant for admission to the College;
- Any matter which the Corporation decides that by virtue of the nature of the item should be dealt with on a confidential basis, e.g. commercial sensitivity

- 10.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its Committees are empowered to identify other items that they wish to be minuted under the confidential section.
- 10.3 All Governors and co-opted members of Committees must respect the confidentiality of any papers made available to them whether for purposes of the Corporation or Committee meetings or otherwise for so long as those papers remain confidential.
- 10.4 In order to ensure that the Corporation operates in keeping with a spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be confidential, will be regularly reviewed to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny.

## **11. Committees, Terms of Reference and Quoracy**

- 11.1 The Corporation has established 5 Committees and has agreed terms of reference for each of them these Committees are:

Curriculum & Quality Committee  
Finance & Resources Committee  
Audit & Risk Committee  
Governance Committee  
Senior Postholders (SPH) Remuneration Committee

The terms of reference of these Committees are **Annex 4(i)-(v)**.

- 11.2 The Governance Professional will periodically request the Corporation to review the terms of reference of Committees, including details of quoracy, to ensure that they are in line with current requirements of the Corporation, the DfE and regulatory and sector best practice.
- 11.3 Members will be responsible for adhering to the Instruments and Articles of Government, Terms of Reference, these Standing Orders, and the Governors' Code of Conduct whilst conducting their Corporation business within Committees.

## **12. Arrangements for Senior Staff**

The Corporation has formally designated senior postholders in accordance with the Articles of Government and has established a framework for senior postholders which is **Annex 5** to these Standing Orders.

## **13. Governors' Interests**

- 13.1 No Governor shall take or hold any interests in any property held or used for the purpose of the College or usually receive any remuneration (unless given specific permission by the Charity Commission) for their services as a Governor, provided that a Governor who is a member of the staff of the College (including the Principal) may receive remuneration in that capacity.

- 13.2 A Governor who has any financial interest in:
- (a) the supply of work or goods to or for the purposes of the College;
  - (b) any contract or proposed contract concerning the College or;
  - (c) any other matter relating to the College.
- and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at the meeting disclose the fact including the nature and extent of that interest and 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 is not entitled to vote.
- 13.3 Standing Order 13.2 shall not prevent the member of the Corporation considering and voting upon proposals for the Corporation to ensure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.
- 13.4 The Governance Professional shall maintain a Register of Interests of Governors and Senior Managers in a form prescribed by the Corporation. Governors and Senior Managers will be required to declare their own interests and those of their 'close' family. Close family is intended to mean a spouse, dependent child or any other person living in the same home.
- 13.5 Governors may be reimbursed for expenses properly incurred in attendance of meetings and in the performance of their duties. Governors may not, however, without express permission of the Charity Commission and in accordance with their stipulations, be paid remuneration for their services as Governors.
- 13.6 Expenses will be paid in accordance with the College's staff expense policy. All expenses must be authorised in advance by the Chair (whose claims will be authorised by the Vice-Chair) and must be passed to the Governance Professional, who will check the claims to ensure that they are in accordance with these provisions and organise reimbursement ~~make payment~~ to the Governor in question.

#### **14. Independent Professional Advice for Members**

- 14.1 This procedure is based on the premise that Corporation Members shall have the right to take advice from: The Corporation's advisers; or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting, and regulatory duties,
- **exclude** advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

- 14.2 A Member who wishes to seek advice under this procedure shall give prior written notice to the Governance Professional to the Corporation and provide:
- a summary of issues on which advice is sought; and
  - if independent advice is sought (i.e., not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.
- 14.3 On behalf of the Corporation, the Chair will consider the merits of the case and pay or contribute towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Principal. The decision should be made as soon as practicable, and in any event within ten working days.
- 14.4 The Governance Professional will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.
- 14.5 Any advice which is obtained under this procedure shall, on request, be made available to all Corporation Members.
- 14.6 References in this procedure to the Chair shall include, in his or her absence, references to the Vice-Chair.

## **15. Statements made on behalf of the Corporation**

- 15.1 Statements made on behalf of the Corporation will normally only be made by:
- The Chair, or Vice-Chair in his absence;
  - The Principal/CEO;
  - The Group's Publicity & Marketing Team
- 15.2 Individual members of the Corporation must abide by the provision of the Governors' Code of Conduct. Members of the Corporation are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest group or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.

## **16. Membership of the Corporation – Availability of Information to the Public**

A list of the names of members of the Corporation is published and available in the Governance Professional's office and on the College's website. Addresses and telephone numbers of individual members of the Corporation will not be made available to third parties without the permission of that member. Persons wishing to contact members of the Corporation may do so by writing to:

F.A.O Director of Governance SHCG, Bishopsfield Road Fareham PO14 1NH

**17. Use of Corporation Seal**

- 17.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a Deed should be under Seal. Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its Seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.
- 17.2 In accordance with Clause 21 of the Instrument of Government, the application of the Seal of the Corporation shall be authenticated by the signature of any independent member of the Corporation and or another member of the Executive Leadership Team. The Corporation will receive an annual report detailing the occasions on which the Seal of the Corporation has been used for formal ratification.
- 17.3 The arrangements for the use of the Corporation Seal are outlined in the College's Financial Regulations.

**18. Amendments to the Standing Orders for the conduct of meetings and related matters**

Standing Orders will be reviewed at least every two years to coincide with the review cycle of the Corporation or earlier by the Corporation to meet changing circumstances.

Amendments to this document require the agreement of the Corporation unless covered directly by statute in which case change will be implemented on the introduction of the new legislation and notified to the Corporation.

**These Standing Orders were approved at the Corporation meeting held on 10 December 2025.**

## **RULES AND PROCEDURES FOR APPOINTMENT TO THE CORPORATION OF FAREHAM COLLEGE**

### **1. THE WORK OF THE GOVERNANCE COMMITTEE**

#### **1.1 Terms of Reference**

In accordance with the Articles of Government (Article 5), the Corporation has established a Governance Committee with terms of reference and membership as outlined in **Appendix A**. The Governance Committee has responsibility for advising the Corporation on the full range of issues associated with membership.

#### **1.2 Membership of the Governance Committee**

Membership of the Governance Committee is up to five full Corporation members and will usually comprise of the Corporation Chair and the Chairs of the Corporation Committees. The Vice-Chairman of the Corporation is the designated Governor with special responsibility for the membership of the Corporation and normally chairs the Committee unless it is his/her membership under consideration. In this case the Committee is required to agree an alternative Chairman for the purposes of that discussion and the Vice-Chairman is required to withdraw from the meeting.

#### **1.3 General Conduct of the Governance Committee**

The Governance Committee will conduct its business in accordance with normal rules of procedure for the Corporation and its committees outlined in the Rules of Conduct of the Corporation and the Corporation's Standing Orders, subject to any more detailed advice contained in these Rules. These Rules are held by the Governance Professional to the Corporation and, together with all documentation relating to the work and advice of the Governance Committee, are available for public inspection in the Governance Professional's Office during normal office opening hours. The Governance Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference.

### **2. MEMBERSHIP OF THE CORPORATION**

#### **2.1 Composition of the Corporation**

The Corporation has determined that the overall membership of the Corporation will number not less than 12 members in accordance with the Instrument of Government, as outlined in **Appendix B**.

#### **2.2 Terms of Office**

Governors will normally be appointed to a term of office of up to 3 years, and will not normally be eligible to serve more than three consecutive terms of office, in any category of Governorship. All terms office regardless of duration will be included towards a Governor's total term of not more than 9 years.

Given that there is also a balance to be maintained between seeking refreshed membership for the Corporation and making use of experienced members, particularly at times when a number of terms of office come to an end, the Governance Committee will seek to adopt the 9 year limit, but may unusually make a recommendation that an extension beyond 9 years be served. This would only be in exceptional circumstances, and the Committee will clearly outline the reasons for this recommendation.

### **2.3 Eligibility to be a Governor (any category)**

The eligibility for Governorship is laid down in Clause 8 of the Instrument of Government. It is the duty of the Governance Committee to ensure that any individuals recommended for membership of the Corporation comply with the eligibility criteria both generally and for specific categories of Governorship. Particularly, the following must be applied:

- Governors must be 18 years of age or older unless they are appointed as Student Governors;
- Staff may not serve as Governors unless in the capacity of staff member or Principal;
- Students may not serve except in the capacity as student member. Any existing member may enroll on a part-time course at the College during his/her term of office, but will cease to be a member of the Corporation if they enroll on a full-time course;
- The Governance Professional may not be a member.

In addition, the provisions of Instrument Clauses 8(5) to (9) make ineligible those who have certain convictions or have been adjudged bankrupt. Those making application to the Corporation are required to make declarations in this respect so that the Governance Committee can make a judgement as to eligibility within the provisions of the Instrument of Government before making appointments.

### **2.4 Appointment to the Corporation**

Subject to the procedures outlined below, appointments to the Corporation will be in accordance with Clause 5 of the Instrument of Government. Generally, the full Corporation is the appointing authority unless the appointment is in a category where other provisions governed by Clause 2 apply.

## **3. PROCESSES OF THE GOVERNANCE COMMITTEE**

### **3.1 General**

The Corporation is committed to fair, representative and diverse means to make appointments to the Corporation and its Committees. All appointments will be made in line with the Governor's Training and Appointment Policy.

### **3.2 Categories of Governor**

Various categories of Governors have been developed by the Governance Committee in order for the Corporation and its Committees to have maximum flexibility to meet their respective needs at any given time.

Terms of office in each Governor category can vary (up to three years) depending on the rationale for appointment. Time served in any Governor role will be considered part of a Governor's total term of office. Members are eligible to be appointed and re-appointed in any category subject to any relevant exclusions already stated.

All categories of Governor will be appointed in line with the Governor's training and appointment policy.

#### **4. PROCESSES FOR REMOVING GOVERNORS**

The issues relating to removal of a Governor who may be unfit to hold office are laid down in Clause 10(2) of the Instrument. All issues of this nature fall within the remit of the Governance Committee, including the position of Governors who have been absent. The Committee will consider each issue on its merits, seeking advice from the Governance Professional and other advisors if necessary, and will advise the Corporation accordingly.

#### **5. OTHER WORK UNDERTAKEN BY THE GOVERNANCE COMMITTEE**

In accordance with its terms of reference, the Governance Committee will undertake work in respect of the Corporation's self-assessment framework and other related work. This may feature as part of its regular cycle of business or may be *ad-hoc*, depending on the nature of the issue.

**TERMS OF REFERENCE FOR GOVERNANCE COMMITTEE OF THE CORPORATION****PURPOSE**

To lead the Corporation on all issues related to membership of the Corporation in accordance with the Articles of Government (Article 5(3) and the requirements of Article 12 on the appointment of Senior Post Holders and the Governance Professional. Through its membership of Committee Chairs, to act as a forum to provide feedback, coherence, and consistency in the operations of the Corporation. To share information and best practice to ensure continuous improvement of Governance.

**MEMBERSHIP & QUORUM**

The Committee shall comprise up to 5 members elected as follows:

- The Chair's of the Corporation Committees
- The Corporation Vice Chair (who will act as Chair)
- The Corporation Chair;

The Committee shall meet at least 3 times per year. The quorum of the Committee shall be 3 Governors (of which at least 2 should be Committee Chairs). The Chair of this committee will normally be the Vice Chair of the Corporation. In the event this is not possible, Members will elect a Chair from amongst themselves. Staff or student governors shall not be members of the Governance Committee.

**REMIT****GOVERNANCE**

- To keep under review the functioning of the Corporation and the contribution of its members including the role of committees of the Corporation and their terms of reference.
- To ensure the establishment of appropriate mechanisms for the review/monitoring the effectiveness of the Corporation and its Committees in line with the DfE requirements for annual self-assessment, regular external Board review, local skills review and annual strategic conversations;
- To identify and recommend to the Corporation, the engagement of an independent 3<sup>rd</sup> party to undertake the 3-yearly external governance review. To recommend scope, objectives, delivery and timetable of the same.
- To advise the Corporation on matters relating to the matrix of self-assessment activities of the Board which review and drive improvement on Board performance.
- To monitor and ensure Group compliance with the Code of Good Governance (or other adopted code)
- To maintain oversight of the Governance Quality Improvement plan (derived from the annual and regular external assessment processes) to ensure ongoing reflection and continuous improvement in governance.
- To periodically review the Corporation's policies and procedures for the process of governance (Standing Orders) in accordance with the Instrument and Articles of Governance and other external direction as may be required.

**SEARCH**

- To frame recommendations for appointment to the Corporation, and or Committees of the Corporation in accordance with the Instrument of Government, the agreed composition of the Corporation/Committees, in line with the skills and requirements of the Corporation at that time;
- To establish appropriate succession planning mechanisms to ensure the Board is regularly refreshed with the skills mix it requires and any existing vacancies are filled in a timely fashion;
- As directed and in conjunction with the Corporation to initiate searches for potential candidates

through consultation with local authorities, local bodies and employers and or to appoint external recruitment support should this be required,

- To appoint a selection panel and agree a method of application and assessment for the recruitment of Governors in line with the Governors Training & Development policy including the oversight of appropriate mechanisms for the appointment, induction and training of new Governors
- To undertake an annual skills audit of members to inform the membership of Corporation committees and identify personal, or Corporation training needs; ensuring annual declarations of eligibility, interest and DBS status are maintained.
- To oversee appropriate mechanisms for annual review/evaluation of individual membership, attendance and contribution to the Corporation and or its Committees, in accordance with the Corporation's approved arrangements for such review;

#### **FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) to a limit of £5,000.

**MEMBERSHIP OF FAREHAM COLLEGE CORPORATION**

**Composition of the Corporation**

- 1.0 The Corporation has determined that the overall membership of the Corporation will number no less than 12. Subject to the transitional arrangements set out in Clause (4) of the Instrument of Government, the Corporation shall consist of:
- (a) independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government;
  - (b) the Principal of the institution,
  - (c) at least one and no more than three members who are a member of the institution's staff and has a contract of employment with the institution and who has been nominated and elected as set out in section (3.3) and (3.4) of Annex 1 of this document;
  - (d) at least one and no more than three-members who are enrolled as students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members").
- 1.1 A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study or travel.
- 1.2 Where the Corporation has decided or decides that there is to be one or more staff member; the division of academic and non-academic staff shall be decided by the appointing authority (on recommendation by the Governance Committee) and in line with the Governors Appointment and Training policy.
- 1.3 The appointing authority, as set out in Clause (5), will decide whether a person is eligible for nomination, election, and appointment as a member of the Corporation under paragraph (1).

**Determination of Membership**

- 1.4 Subject to Clause (2) and the transitional arrangements in Clause (4) of the Instrument of Government, the number of members of the Corporation, and the number of members of each variable category shall be decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- 1.5 The Corporation may at any time vary the determination referred to in section 1.0 of this document, and any subsequent determination under this paragraph provided that:
- (a) the number of members of the Corporation shall be determined by the Corporation; and
  - (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause (2) of the Instrument of Government.
- 1.6 No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

## Role Profile for the Chair of the Corporation

### Purpose of the Role

The role of the governing body Chair is fundamental to its success. The Chair is responsible for providing effective leadership of the Corporation in the discharge of its duties (as set out in the Instrument & Articles). The role of the Chair is to set and maintain the Corporation's focus on the strategic issues bearing on the College, keeping at the heart of its decision making the College's responsiveness to the students, employers and communities it serves.

### Term of Office

The role of Chair will be subject to a term of office (of up to three years) as agreed by the Corporation in line with the Standing Order. The agreed term of office will be ratified by the Corporation on an annual basis.

### Accountability

The Chair is accountable to;

- The College's learners, customers and communities for quality of experience and outcomes
- The Secretary of State for Education as appointed regulator
- Funding agencies for the use of public funds
- College staff as their legal employer
- The Corporation

### Responsibilities

The specific duties of the Chair are specified in the Instrument and Articles of Government.

Principal duties include;

- The Chair ensures that the Corporation sets the strategic direction of the College and monitors College performance by setting targets and agreeing key performance indicators.
- The Chair ensures that the Corporation provides checks and balances to the operational executive team led by the CEO.
- The Chair ensures that the Corporation is accountable for its stewardship of public funds to deliver a quality service and for the performance of its legal and statutory duties.
- The Chair will seek to promote the best interests of the College within the communities it serves wherever possible, be its ambassador, and represent it at meetings, presentations and conferences

### Duties in respect of the Corporation

- Ensuring the efficient conduct of the business of Corporation meetings, following established procedures, taking care that the business of Corporation committees is reported appropriately
- Exercising a second or casting vote where there is an equality of votes on any issue referred to a vote at a Corporation meeting, unless there is a conflict of interest
- Ensure the Corporation remain focussed on the strategic oversight and issues of the College including the way it integrates with the wider community
- Ensure that the Corporation has established performance indicators, targets and or metric against which to measure College performance
- Act on behalf of the Corporation between meetings on matters delegated to him/her or on routine matters such as the signing of documents.

- Is expected to promote critical self-assessment of Corporation performance and processes and make an active contribution to the annual self-assessment of the governance of the College and shall support the Director of Governance in the development and delivery of associated self-assessment action plans and governor development programmes
- The Chair takes a strong role in leading and coordinating Corporation strategy days once or twice a year, working closely with the CEO and Director of Governance.
- Being satisfied that the Nolan Seven Principles of Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership) are observed in all Corporation business

#### **Duties in respect of Governors**

- Ensuring that the views of all governors are sought at meetings of the Corporation and that governors work together effectively as a team
- Ensure that each governor has the opportunity to discuss his or her contribution and development needs at least annually through the annual assessment programme
- Provide personal support to governors and discuss matters relating to attendance, performance or conduct
- Ensure that the Corporation addresses issues of diversity and that there is balance of membership with respect to gender, age, ethnicity and stakeholder representation is appropriate to the needs and profile of the community served by the College.

#### **Responsibilities in respect of Senior Postholder (SPH)**

- The Chair is responsible for promoting a constructive and supportive working relationship with the CEO and Director of Governance, to assist in achieving agreed objectives whilst maintaining professional relationships at all times.
- The Chair shall meet both the CEO and Director of Governance regularly for consultation and communication, and in particular for the purposes of;
  - Briefing of the Chair by the CEO on matters of interest and importance
  - Informal exploration of differences of opinion/working practice/early warning of problems as they arise for the College
  - Agenda setting and business planning, 121's with SPH
- The Chair will offer both general and specific support to the CEO and other SPH where strategic, major or contentious issues are involved
- Undertake the annual appraisal of the CEO and the Director of Governance and ensure that there is access to appropriate opportunities for development and training. The Chair shall report the outcomes of the appraisal process to the Committee responsible for remuneration
- Responsible for instigating any disciplinary action against the holders of posts designated as senior posts (including the Director of Governance), should the need arise

#### **Personal Qualities**

The qualities required of the Chair of the Corporation are:

- a strong personal commitment to Further and Higher Education and the values, aims and objectives of the College
- a commitment to lifelong learning and the role of the College as a major provider of education and training (including in a commercial capacity)

- a willingness to devote the necessary time and effort to their duties as Vice- Chair and member of the Corporation
- a willingness to promote the College (alongside or in lieu of the Chair) within the communities it serves in an ambassadorial role using skills of networking, influencing and advocacy
- Political awareness and an understanding of the economic, social and political dynamics of the region
- Strategic awareness and vision with good independent judgement
- Ability to share and work to common values within a framework of collective decision-making in the best interests of the Corporation and the College
- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability and a determination to abide by them
- An understanding of the importance of and a commitment to equality and diversity and sustainability.

## **Role Profile for the Vice-Chair of the Corporation**

### **Purpose of the Role**

The role of the Vice Chair is to support the Chair and act in the Chair's absence. This means more than stepping in to Chair occasional meetings, but to maintain a strategic overview and be prepared to lead with authority on key issues when the Chair is not present or on agreed topics.

The same personal qualities that make an effective Chair make a good Vice Chair.

### **Term of Office**

The role of Vice -Chair will be subject to a term of office (of up to three years) as agreed by the Corporation in line with the Standing Orders. The agreed term of office will be ratified by the Corporation on an annual basis.

### **Accountability**

The Vice-Chair is accountable to the Chair and the Corporation.

### **Responsibilities**

The Vice-Chair of Corporation will support the Chair to ensure that Corporation observes the principles of public life and operates effectively. In doing so, the principal duties of the Vice-Chair of the Corporation are:

- To know and understand the role and responsibilities of the Chair, assist the Corporation Chair in performing his/her duties & responsibilities (see Chair's role description for reference)
- Provide deputy leadership for the Corporation and aid the Chair in building the Corporation as a team
- Act on behalf of the Corporation (in the Chair's absence or under their request) between meetings on matters delegated to him/her or on routine matters such as the signing of documents
- Attend training and induction as required to carry out the role of Vice-Chair and member of the Corporation
- To be available to members of the Corporation, whether individually or collectively, should they have concerns which contact through the normal channels of the Chair and/or Governance Professional, has failed to resolve or where such contact is inappropriate.
- To act as confidant to the Chair in matters the Chair wishes to discuss
- To undertake the annual appraisal of the Chair and ensure that there is access to appropriate opportunities for development and training. The Vice Chair shall report the outcomes of the appraisal process to the Governance Committee.
- To act as Chair of the Governance Committee
- Support the Chair in leading and coordinating Corporation strategy days once or twice a year, working closely with the CEO and Director of Governance.
- Support the Chair to ensure that the Corporation addresses issues of diversity and that there is balance of membership with respect to gender, age, ethnicity and stakeholder representation is appropriate to the needs and profile of the community served by the College.

### **Personal Qualities**

The qualities required of the (Vice) Chair of the Corporation are:

- a strong personal commitment to Further and Higher Education and the values, aims and objectives of the College Group
- a commitment to lifelong learning and the role of the College Group as a major provider of education and training (including in a commercial capacity)
- a willingness to devote the necessary time and effort to their duties as Vice- Chair and member of the Corporation
- a willingness to promote the College Group (alongside or in lieu of the Chair) within the communities it serves in an ambassadorial role using skills of networking, influencing and advocacy
- Political awareness and an understanding of the economic, social and political dynamics of the region
- Strategic awareness and vision with good independent judgement
- Ability to share and work to common values within a framework of collective decision-making in the best interests of the Corporation and the College Group
- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability and a determination to abide by them
- An understanding of the importance of and a commitment to equality and diversity and sustainability

**Role of the CommitteeChair****Purpose of the Role**

A Committee Chair leads a committee and gives it direction, sets its agenda (in collaboration with the CEO & Governance Professional) and ensures it is an effective part of the college governance structure. Its likely (but not necessary) that the Chair will have particular expertise or experience in the Committee area of remit. A Committee Chair should also be a full member of the Corporation.

**Term of Office**

The role of Committee Chair is in addition to the role of Governor and to this end, does not have its own term of office. Committee Chairs are elected to the role at the first meeting of the Corporation in each academic year. Should there be more than one expression of interest in the role of a Committee Chair, a ballot would take place determined by a majority of votes cast.

**Accountability**

The Committee Chair is accountable to the Chair of Corporation and the Corporation Board.

**Responsibilities**

A Committee Chair is also a full Corporation Governor and as such maintains the same responsibilities.

Additional specific responsibilities in relation to their role as Chair are;

- Ensuring meetings are called and held in accordance with the college group's terms of reference for committees.
- In consultation with the CEO/ELT member, Director of Governance and/or other Corporation or committee members, establish and confirm an agenda for each meeting.
- To pre-meet the relevant ELT member in advance of each Committee meeting to discuss agenda flow, agree areas of focus and discuss any questions arising from circulated papers
- To share their professional expertise and guidance to support and challenge the relevant ELT member as the need arises
- To chair the committee meetings
- Provide leadership & ensure committee members are aware of their obligations and that the committee complies with its responsibilities
- Ensure there is sufficient time during the meeting to fully discuss agenda items
- Ensure that discussion on agenda items is relevant, productive and professional
- Ensure minutes are complete and accurate, retained, and actions are followed up at the next meeting
- Ensure a clear flow of two-way information between the committee and the Corporation presenting structured feedback from each meeting and escalating any issues to the Corporation Chair directly (should this be required)
- To take ownership of the remit of the Committee at Corporation level, ensuring that the required focus and attention is given to matters under the responsibility of Committee as required
- To be a member of the Governance Committee (which will also act as a Chairs' forum) to work with other Committee Chairs to share best practice, give direction to the Corporation, maintain strategic focus and 'horizon scan'.
- To attend training and induction as required to carry out the role of Committee Chair seeking appropriate CPD as required.
- Where possible to join AOC Committee Chair networks to facilitate sharing of best practice and stay abreast of committee specific developments

**Specific responsibilities (Audit & Risk Committee)**

The audit committee is a regulatory requirement, it plays an essential role in good governance and risk management. A detailed list of the responsibilities of the Audit Committee can be found here; [Framework for auditors and reporting accountants of colleges - GOV.UK](#)

In summary, the additional responsibilities for an Audit Committee Chair are;

- To ensure the Committee meet the requirements of the [Framework for auditors and reporting accountants of colleges - GOV.UK](#) and stays abreast of any changes

**Role of Staff and Student Governor****Purpose of the Role**

The role of Staff and Student Governor are both regulatory requirements of the Corporation. Staff and Student governors are not on the Board to represent the staff or students, and do not deal with specific staffing or student issues. Performing the role of a 'critical friend,' staff and student governors use their skills and valuable stakeholder experiences to effectively discharge the responsibilities of the Corporation which are (in broad terms)

- To set the educational mission/vision of the College Group
- To hold the Executive to account (in delivery of this)
- The safe stewardship of funds and assets, including maintaining solvency and legal compliance

An appointment as a Staff/Student Governor of the South Hampshire College Group is a public appointment. All governors are required to abide by the Governors Code of Conduct, which is based on the seven principles of public life (the 'Nolan' principles): selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. All governors, including staff and student governors, work on a voluntary basis.

**Term of Office**

The role of Staff/Student Governor will be subject to a term of office (of up to three years) as agreed by the Corporation in line with the Standing Orders. Staff Governors must always be a current member of staff of the College group whilst serving as a Governor. Staff governors are expected to step down when they cease to be an employee of the group or move into either an executive or senior leadership position. Similarly, Student Governors must be a current student of the College group at the time they are serving as a Governor. Student Governors are expected to step down when they either cease to be a student or are expelled from the College Group.

**Accountability**

The Staff & Student Governor is accountable to the Chair of Corporation and the Corporation Board.

**Responsibilities**

Staff & Student Governors are expected to play a full part in College governance including the following key responsibilities:

- To know and understand the role and responsibilities of a Staff Governor by complying with the I&AG, the AOC (Association of Colleges) Code of Good Governance, Governors Code of Conduct and any other related governance policies and procedures;
- Attend Board meetings and contribute to discussions from an individual perspective, informed by experience as either an employee, or student but always with regard to the interests of the College as a whole
- Ensure that other governors understand the likely impact of Board decisions on staff/students or on other stakeholders (such as employers) of whom the staff/student governor has direct knowledge.
- Support the Principal and Governance Professional in improving staff /students understanding of the role and activities of the governing body
- Work with members of any Staff/Student Council or such body, including the governor representatives, to promote effective communication between staff/students and the Board

- To attend training and induction as required to carry out the role of Staff /Student Governor seeking appropriate CPD (Continuing Professional Development) as required.

### **Personal Qualities**

- An effective communicator, able to support, encourage, challenge, and persuade colleagues and stakeholders
- A willingness to devote the necessary time and effort to their duties as a Staff/Student Governor
- Passionate about education and the difference that it can make to individuals and communities
- Committed to the college's core purpose and vision
- An understanding of the importance of and a commitment to health and safety, equality and diversity, and sustainability

### **Notes**

Staff and Student Governors share in the collective responsibility of the Board on an equal footing with all other governors, and participate in all the Board's discussions, except where these relate to an individual member or prospective member of staff or the conduct of an individual student\*.

As the role of staff governor requires the governor to possibly hold their seniors to account, it is essential that objectivity is always maintained.

\*even when the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, staff governors need not declare a financial interest and may take part in the considerations and vote. Circumstances where this would not be the case include;

- if the staff governor is representing a member of staff in active negotiations, or is a trade union or other representative
- if it concerns the staff governor themselves (solely rather than as part of a group)
- if it concerns the staff governor's re-appointment
- if it concerns staff matters relating to any member of staff holding a post senior to that member (except those relating to the pay and conditions of all staff or all staff in a particular class)

## Role of Governor (including Co-opted Governors)

### Purpose of the Role

Governors contribute their professional, specialist skills and expertise to the Corporation and or its Committees in a non-executive role. Performing the role of a 'critical friend,' governors use their skills and valuable experiences in various professional backgrounds or sectors, to effectively discharge the responsibilities of the Corporation which are (in broad terms)

- To set the educational mission/vision of the College Group
- To hold the Executive to account (in delivery of this)
- The safe stewardship of funds and assets, including maintaining solvency and legal compliance

An appointment as a governor of the South Hampshire College Group is a public appointment. All governors are required to abide by the Governors Code of Conduct, which is based on the seven principles of public life (the 'Nolan' principles): selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. All governors, including staff and student governors, work on a voluntary basis.

### Term of Office

The role of Governor will be subject to a term of office (of up to three years) as agreed by the Corporation in line with the Standing Orders. Governors may serve multiple terms of office but cannot exceed a collective term of more than 9 years.

### Accountability

The Governor is accountable to the Chair of Corporation and the Corporation Board.

### Responsibilities

Governors are expected to act in an impartial and responsible manner to ensure the College delivers its educational mission/ vision, by setting and delivering a strategic plan, that is accountable to the communities it serves and the public money that supports it.

The specific duties of a Governor of a FE (Further Education) Governing Body are specified in the Further and Higher Education Instruments and Articles, Articles clause 3 (1) a-f. Other responsibilities include;

- To know and understand the role and responsibilities of a Governor by complying with the I&AG, the AOC (Association of Colleges) Code of Good Governance, Governors Code of Conduct and any other related governance policies and procedures;
- To contribute to the business of the Corporation in an effective, efficient, and transparent manner, by acting objectively, taking decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias
- To ensure that the College and its staff meet the expectations of those to whom it is accountable – its learners, employers, and the communities they are there to serve.
- To undertake an annual review of their own performance as a Governor as well as their contribution to the Corporation and any Committees

- To attend training and induction as required to carry out the role of Governor seeking appropriate CPD (Continuing Professional Development) as required.
- Governors are required to make an annual declaration of eligibility and of interests. This is held by the Governance Professional and is made available to members of the public.

### **Personal Qualities**

The qualities required of Governor are:

- a strong personal commitment to Further and Higher Education and the values, aims and objectives of the College Group
- a commitment to lifelong learning and the role of the College Group as a major provider of education and training (including in a commercial capacity)
- a willingness to devote the necessary time and effort to their duties as a Governor
- Ability to share and work to common values within a framework of collective decision-making in the best interests of the Corporation and the College Group
- Critical listening skills with the confidence to challenge and engage others in debate
- Awareness of standards in public life, public accountability, and a determination to abide by them
- An understanding of the importance of and a commitment to health and safety, equality and diversity, and sustainability

**JOB DESCRIPTION AND PERSON SPECIFICATION****Title:** Director of Governance**Reports to:** Chair on behalf of the Corporation / Board of Governors**Appointed by:** The Board of Governors

The postholder will be treated as a senior post holder

The role is a statutory requirement

**FTE** 0.8FTE**Location:** The postholder will be expected to work flexibly and travel between college campuses depending on the needs of the Board. The postholder permanent place of work will be at a college campus to be agreed. (Campus to be determined with the successful postholder)**Purpose:**

- Responsible for ensuring corporate governance arrangements contribute meaningfully to the strategic development of the College, and that the College becomes an exemplar of best practice in its corporate governance arrangements.
- Ability to manage senior relationships at Board of Governors (Board), Committees and executive level, adding more value to the wider corporate picture, and experience of working closely with a range of stakeholders.
- Responsible for providing independent, high-quality guidance on statutory, constitutional, operational procedural and ethical issues as they affect the Board, its committees and its subsidiaries
- Responsible for ensuring the Board is accountable to its internal and external stakeholders
- Accountable to the Board, through the Chair, on all matters relating to their duties as an officer of the Corporation
- Provide leadership, advice and support in all governance activities, statutory and regulatory compliance and external governance relations
- Oversee internal audit arrangements for the Board and its committees from a governance perspective
- Support the Board and its members in evaluating their effectiveness and training and development Inform and advise the Board on developments within the sector and relevant news from outside the sector
- Be proactive in keeping abreast of current and emerging guidance and legislation and advising governors accordingly
- Take appropriate action if and when the Board, its Chair or one of its Committees appears to be at risk of acting (or to have acted) outside their powers or to be proposing (or have taken) actions that may be unlawful.

**Responsibilities**

- Manage the governance arrangements in line with best sector and external practice.
- Give a strategic focus to the work of the Board, the Senior Leadership Team and the associated committee structures.
- Ensure the Board and its committees are capable of executing on its remit as outlined in the constitutional documents.
- Promote sound standards of governance and act as a guardian of integrity
- Review legislative and regulatory developments and advise the Board and Committees accordingly

- Independently brief the Chair and Governors on current issues and support liaison between the Chair, the Principal and Governor
- Giving advice and support to the Chair, Vice Chair, Committee Chairs and Senior Leadership Team in their respective roles
- Work closely with the Chair, the Principal, the Senior Leadership Team and other members of staff to support the Board in fulfilling its remit and to ensure support for and implementation of the Board's decisions.
- Facilitate Governors engagement with the business of the College so as to maximise their contribution to the work of the Board.
- Manage and support authors to produce good quality, timely papers which meet the requirements of the Board and Senior Leadership Team.
- Manage the administrative aspects of Board meetings (including preparation of agendas and minutes and circulation of papers), and ensure meetings proceed in accordance with the requirements of the relevant constitutional documents.
- Leading on and facilitating the recruitment of Governors to ensure the membership of the Board comprises the appropriate balance of skills, knowledge and experience
- Facilitate the Board's decision-making processes and public sharing of its decisions.
- Provide support for Governors in their role.
- Leading on the training and development of the Board
- Serve as a liaison to and a representative of the Board to internal and external stakeholders.
- Draft all governance statutory documentation on behalf of the Board
- Support the production of key corporate publications, including the Annual Report and Accounts

#### **PERSON SPECIFICATION**

- Relevant degree and/or professional qualification, e.g. The Chartered Governance Institute (formerly ICSA), law, accountancy, audit, business management or QBE together with experience in a relevant governance role
- Post qualification experience.
- Undertake FE Governance professional qualification level 5-7 (once developed)

#### **Required Competencies**

- A strong understanding and significant experience of governance.
- Chartered Secretary status or holder of a similar, relevant qualification.

#### **Essential Qualifications**

- Ability to contribute strategically to the development of the College in its intention to become 'outstanding'.
- Strong written and oral communication skills and the confidence to challenge others, at whatever level, when sound corporate governance would be undermined.
- Excellent people skills to support engagement with staff at all levels across the College and beyond.
- Proven ability in planning and organisation, with good attention to detail.
- The ability to act with detachment and impartiality in order to serve the best interests of the Board and the Senior Leadership Team.
- Confidence in interpreting and applying legislation.
- Integrity and a respect for confidentiality.
- Analytical and problem-solving experience
- Communications experience, particularly in the areas of consensus-building and public presentation
- High-calibre, confident individual with proven ability to manage complicated projects, high levels of autonomy and a proactive approach
- Good interpersonal skills

- A methodical and meticulous approach
- Ability to prioritise and to keep to deadlines within a challenging environment
- Ability to rapidly develop confidence and trust with people throughout the organisation
- Ability to grasp complex issues and to show sound judgement
- Strong organisational skills and personal resilience
- A team player who is self-motivated and able to work autonomously
- Ability to develop strong working relationships and partnerships.

### **Values and Personal Competencies**

- Committed to the values and vision of the organisation
- Committed to Equality and Inclusion
- Achieving goals through influence
- Committed to the Nolan principles
- Committed to excellent governance

In addition to the role described the Board may allocate other responsibilities suitable for the independent advisor to the board such as:

- Risk Management
- Public Interest /whistleblowing Freedom of Information
- Data protection
- Legal services

**ARRANGEMENTS FOR GOVERNANCE PROFESSIONALING MEETINGS AT WHICH THE  
GOVERNANCE PROFESSIONAL IS NOT ALLOWED TO BE PRESENT**

The Instrument and Articles of Government specify that the Governance Professional must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. In order to meet this requirement, the following protocol has been established:

1. Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda. Such papers will be sent at least 7 days before the meeting;
2. The Governance Professional will withdraw from the meeting at the appropriate time and the Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Governance Professional will have no entitlement to see;
3. The Corporation/Committee will decide at the end of its discussions whether members are prepared for the Governance Professional to have sight of the minute. If they are prepared to allow this, then the confidential minute will be written by the member appointed as Governance Professional and appended to the main minutes of the meeting by the Governance Professional in accordance with the usual processes for the production of minutes. If the Governance Professional is not allowed to see the minute, then the Chairman will send it separately to Governors and the Governance Professional will be required to withdraw from that part of the next meeting when the minute is approved. The Chairman will be responsible for maintaining the records related to all such minutes.

## **AUDIT & RISK COMMITTEE OF THE CORPORATION TERMS OF REFERENCE**

### **PURPOSE**

To lead the Corporation on all issues relating to audit, review and evaluation, providing independent and authoritative advice to the Corporation on the effectiveness and efficiency of internal and external control and governance and management systems in accordance with the Articles of Government.

### **MEMBERSHIP & QUORUM**

The Committee shall comprise of up to 5 members elected as follows:

- Up to five members with appropriate skills and or experience
- All members shall be able to demonstrate recent, relevant experience in risk management, finance, and assurance. Where possible, at least one member of the Committee will be a qualified accountant.
- Staff and Student Governors are not eligible to join the Audit & Risk Committee
- Members may not serve concurrently on both the Audit Committee and the Resources Committee

The quorum of the Committee shall be 40% of the total appointed membership (or a minimum of 3 members) of which independent members must be in the majority.

### **REMIT**

#### **Audit:**

To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, and processes for the efficient and effective use of resources, the solvency of the institution and the safeguarding of its assets;

To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditor (at least every 5 years) and other assurance providers, including internal auditors (at least every 7 years), and establish that all such assurance providers adhere to relevant professional standards;

To establish, in conjunction with College management, relevant annual performance measures to monitor the effectiveness of the internal audit service and financial statements and regularity auditor and decide, based on this review their annual re-appointment. A tender exercise should be completed on a minimum 7 year (internal) or 5 year (external) basis;

To advise the Corporation on the scope and objectives of the work of the financial statement's auditor, and the internal audit service; as well as ensure effective co-ordination between the internal audit service, and the financial statements and regularity auditor;

To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit services; to provide advise to the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements and regularity auditor and the funding auditor, and management's responses to these;

To monitor, within an agreed timescale, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.

**Risk:**

To advise the Corporation on the College's overall risk appetite, tolerance and strategy, and the principal and emerging risks the College is willing to take in order to achieve its long-term strategic objectives;

To advise the Corporation on the risk aspects of proposed changes to strategy and strategic transactions including acquisitions or disposals, in particular on implications for the risk appetite, tolerance and strategy of the College.

**Internal Controls:**

The committee shall oversee and seek suitable assurance regarding the adequacy and effectiveness of the College's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems;

To oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;

That fraud investigation outcomes are reported to the Audit & Risk Committee, that the external auditors and internal audit service provider have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body;

To inform the Corporation of all additional services provided by the financial statements, regularity and other audit assurance providers, and explain how independence and objectivity were safeguarded;

To oversee the Group's responsibilities around data protection and information security including robust and effective monitoring of the requirements of the General Data Protection Act (GDPR), Privacy Regulations, The Freedom of Information Act (FOIA) and its registration with the Information Commissioners Office (ICO). That suspected (or actual) information security breaches are reported to the Committee.

To oversee and monitor the Group's arrangements for Health & Safety to ensure that they are robust and effective including the monitoring of performance in respect of health, safety and wellbeing to ensure compliance with legislation as a minimum requirement.

**Value for Money:**

To seek assurance on behalf of the Corporation that VFM is being delivered and effective arrangements are in place. In seeking assurance, the audit committee should review VFM in its three elements:

- economy: minimising the cost of resources used or required (inputs) – spending less
- efficiency: the relationship between the output from goods or services and the resources to produce them – spending well
- effectiveness: the relationship between the intended and actual results of public spending (outcomes) – spending wisely

**Reporting:**

To produce an annual report for the Corporation which shall include:

- A summary of the Committee's activities relating to the financial year under review, including any significant matters of internal control included in the management letters and reports from auditors or other assurance providers
- the Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference

- the Audit 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.

#### **FINANCIAL LIMITS & DECISION MAKING**

As the independent Committee of the Corporation, the Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit and investigate any activity within its terms of reference;

The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation;

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £10,000.

## RESOURCES COMMITTEE TERMS OF REFERENCE

### PURPOSE

To lead and oversee on behalf of the Corporation, all aspects of SHCG resources. To ensure a clear link between the College strategic plan and the resources required to deliver it; including Finance, Estates and People and Culture.

### MEMBERSHIP & QUORUM

The Committee shall comprise of up to 5 members elected as follows;

- Up to five members with appropriate expertise, skills and/or experience
- At least one member will have an appropriate financial background and /or qualifications e.g. a qualified accountant

The quorum of the Committee shall be 40% of the total appointed membership (or a minimum of 3) of which independent members must be in the majority.

### REMIT

#### Finance:

To consider and advise the Corporation on the solvency of the Group and the safeguarding of its assets (including insurances) . This includes advising the Corporation generally on investments and borrowings and seeking appropriate advice from external sources as required

To ensure the fulfillment of the requirements of the ESFA funding agreement, the requirements of managing public money (MPM) and the Group's responsibilities in respect of its status as a public sector body

To recommend to the Corporation a three-year financial plan, an annual budget, revenue budget and capital programme. To review revised forecasts for the above as required.

To consider, review and to recommend the Annual Financial Statements to the Corporation for approval.

To monitor developments and the financial position of the Group with regard to the Strategic Plan using regular budgetary reports on all aspects of the Group's finances including but not limited to monthly management accounts of the Corporation.

To approve a Treasury Management Policy, ensuring its implementation, monitoring and review including receiving regular reports on treasury management activities.

To review periodically, as may be required, the banking, insurance, payroll and other financial and legal services to the Corporation. Specifically, the appointment of the Group's bankers (subject to tendering and other procedures where appropriate).

To ensure ongoing adherence to, and annual review of the College's Financial Regulations.

#### Value for Money:

To seek assurance on behalf of the Corporation that VFM is being delivered and effective arrangements are in place. In seeking assurance, the resources committee should review VFM in its three elements:

- economy: minimising the cost of resources used or required (inputs) – spending less
- efficiency: the relationship between the output from goods or services and the resources to produce them – spending well
- effectiveness: the relationship between the intended and actual results of public spending (outcomes) – spending wisely

**Skills and Employers:**

To monitor and oversee engagement with the local community, businesses, and other stakeholders (including the local Council, Local Education Partnership (LEP), Chambers of Commerce, college employers and others) via a Stakeholder Engagement Strategy.

To monitor the Group's delivery under the Skills and Post 16 Education Act 2022 to have regard to the LSIP in ensuring that our links with Employers and local business contributes towards meeting local, regional and national skills need, and what action we might need to take to meet that need better.

To monitor and review the targets set within the annual accountability statement and or local needs duty.

To link with, and receive feedback from the Skills Link Governor (who may or may not be a member of this Committee)

**Estates:**

To ensure appropriate governance and management of estates issues across the entire SHCG Group estate, including asset management, capital projects, maintenance and repair, IT, facilities management and energy and environmental issues relating to the estate;

To consider and advise the Corporation on proposals and plans for expenditure on minor and major works programmes, major capital projects, the appointment of consultants including the financial implications of the submission of any appropriate applications for capital support to grant awarding bodies including oversight of the execution and delivery of major capital projects

To provide oversight and strategic support to the development and ongoing review of SHCG Environmental Sustainability and Carbon Reduction Strategy and to monitor and set relevant sustainability targets for the Group; To monitor progress of Carbon Reduction against agreed targets;

**People & Culture:**

To oversee the delivery of the People strategy to include leadership and management, culture, knowledge and skills development, performance management and reward;

To monitor and report to the Board on College people and culture key performance indicators (e.g. recruitment, wellbeing, motivation and retention of staff) and staff responses to questionnaires/surveys, to ensure that appropriate action is being taken to address issues as identified, reporting to Corporation where necessary.

To ensure that the Corporation fulfils its legal obligations under relevant employment legislation and keeps up- to-date with changes and developments including negotiation and consultation procedures with the recognised Trade Unions as may be necessary.

To advise on the budgetary and legal implications of all personnel/ people and culture/employment strategy issues including recommending a framework for the pay and conditions of all staff;

To monitor culture and culture change (and ensuring linkage with the associated levers such as staff satisfaction, remuneration and other matters within the scope of the Committee)

To monitor and report to the Board, the College's approach towards equality, diversity and inclusion (in respect of Staff), its embedding across the group, and to set and review progress against EDI targets and action plan.

#### **FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve policies relevant to their remit as delegated by the Corporation.

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £5,000.

The Committee may approve (without Corporation approval) expenditure for individual capital or recurrent items, sign a contract, or lease contract arrangements (based on the full value over its life) above £250,001 up to £500,000.\*

The Committee may approve (without Corporation approval) expenditure for assets, debts, write off and indemnities above £50,001 up to £250,000.\*

\*for most up to date limits, please check the Financial Regulations

## **CURRICULUM AND QUALITY COMMITTEE TERMS OF REFERENCE**

### **PURPOSE**

To lead the Corporation on all aspects of strategic and policy matters including higher education (HE) directly relating to teaching and learning, students, curriculum quality and standards of the College.

### **MEMBERSHIP & QUORUM**

The Committee shall comprise of up to 8 members selected as follows;

- Up to 3 members with appropriate expertise, skills and/or experience
- the Governor with responsibility for Safeguarding
- the Governor with responsibility for Special Education Needs & Disability (SEND)
- At least one and no more than 3 Student Governors

The quorum of the Committee shall be 40% of the total appointed membership of which independent members must be in the majority.

### **REMIT**

#### **Curriculum:**

To review and recommend the Group's curriculum strategy and where relevant annual curriculum programmes including relevant targets, new programmes and teaching and learning;

To ensure that there is a clear link between all matters of curriculum, quality and standards and student policy within the College's Strategic Plan and that procedures exist to ensure that the College's curriculum is delivered in accordance with the Strategic Plan;

To review and recommend the College's Curriculum Strategy, Quality Strategy, Teaching and Learning Strategy, Learner Involvement Strategy, Maths and English Strategy and HE Strategy;

#### **Quality:**

To advise the Corporation on arrangements for assuring the quality and standards of educational activities in the College;

To monitor the College's performance at a strategic level in relation to teaching & learning activity, student retention, achievement, attendance, and destination and recommend to the Corporation annual targets and key performance indicators in these areas, and monitor the College's progress towards achieving them;

To receive and review the College's Annual Self-Assessment report and Quality Improvement Plan and to recommend its approval to Corporation including reviewing the effectiveness of the College's Self-Assessment procedures and the effectiveness of the actions taken to improve standards;

#### **Students & Safeguarding:**

To advise the Corporation on all matters related to the students' experience in the College that impact on strategic objectives, ensuring appropriate links with student bodies and groups within the College

To monitor the Group's delivery of its Safeguarding role and responsibilities in its widest sense. This may include review of staff training and resources, provisions in place to support student mental health and wellbeing and engagement with 3<sup>rd</sup> party agencies

To champion and implement best practice in all aspects of equity, diversity and inclusion (EDI) across the Group, proactively ensuring that EDI is embedded into curriculum, the student experience and staff training. To set and review progress against EDI targets and action plan.

To ensure that all individuals are supported to fulfil their academic potential through the mitigation, wherever possible, of any barriers to success through the review and monitoring of the Group's SEND policies, procedures and aims.

**Skills & Careers:**

To monitor the Group's delivery under the Skills and Post 16 Education Act 2022 to have regard to the LSIP in ensuring that our curriculum contributes towards meeting local, regional and national skills need, to keep under review how well we meet local needs and what action we might need to take to meet that need better.

In doing so to consider careers and employability provision, and the delivery of information, advice and guidance (IAG) linked to progression, including Gatsby data, and its priority within the Group and extent to which it is embedded within the overall student experience.

To link with, and receive feedback from the Skills Link Governor (who may or may not be a member of this Committee)

**FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve strategies and policies relevant to their remit as delegated by the Corporation.

The Committee may authorise spending in the pursuit of their remit (without Corporation approval) including obtaining professional advice to a limit of £5,000.

## **SENIOR POSTHOLDER (SPH) REMUNERATION COMMITTEE TERMS OF REFERENCE**

### **PURPOSE**

To lead the Corporation on all issues related to the requirements of Article 12 on the appointment of Senior Post Holders including the Governance Professional. To monitor on behalf of the Corporation of the systems and practices in place to appoint, assess, develop, suspend and dismiss (where appropriate) and succession plan the roles of Senior Post Holders including the Governance Professional as key stakeholders to the Board. To review and monitor the performance of the Chair of the Corporation

### **MEMBERSHIP & QUORUM**

The Committee shall comprise up to 6 full members elected as follows:

- The Chairs of the Corporation Committees
- The Corporation Vice Chair
- The Corporation Chair;
- A governor with Human Resources/People and Culture expertise

The Committee shall meet at least once per year, or as many times as required in order to complete the business within its remit. The quorum of the Committee shall be 3 Governors. Members will elect a Chair from amongst themselves, but the Chair of this committee shall not be the Chair of the Corporation. Staff or Student governors shall not be members of the SPH Remuneration Committee.

### **REMIT**

#### **Senior Postholders (SPH)**

- To ensure the establishment of appropriate mechanisms for the appointment, performance management, appraisal, development and remuneration (including pay, pension and any other terms and conditions of employment) of Senior Postholders
- To advise the Corporation on and deal with all matters related to the employment of senior postholders in keeping with the SPH framework approved and established by the Corporation
- To adhere as far as possible to the 2025 FEC Guidance [Effective SPH Appraisal and Chair Performance Review guidance.](#)
- Following appraisal, to consider and recommend to the Corporation a report on the achievement of the objectives for the CEO, Senior Post Holders including the Director of Governance (including the consequences where individuals do not deliver the expected contribution) and to agree and recommend to Corporation future objectives for same
- Having regard to the AOC SPH Remuneration Code, and Managing Public Money to recommend to the Corporation Board the remuneration and other terms and conditions of employment of the CEO, Senior Post Holders including the Director of Governance.
- Subject to the provisions of the Articles of Government, to consider the continuing professional development, training and adequate succession planning for SPH roles including the Governance professional. • Subject to the provisions of the Articles of Government, to recommend to the Corporation redundancy, premature retirement proposals and any other severance proposals for Senior Post Holders. To ensure that severance terms on exit comply with best practice and any payments made are fair and reasonable to the individual and the Group are justifiable and do not expose the Group to significant liability
- To ensure that any income obtained by staff representation on external bodies and boards is disclosed and explained and that SPHs adhere to the College's expenses policy. To periodically review the Corporation's policies and procedures for the remuneration and oversight of Senior Postholders including the SPH Pay Framework, Grievance and Disciplinary procedure

- To present an annual report to Corporation providing assurance that the Committee has effectively discharged its duties and responsibilities. This should include justification for the total remuneration package of SPHs with reference to external comparison data, individual performance and value for money.

#### **Chair of the Corporation**

- Working closely with the Governance Cttee (which has the remit for Governor review and appraisal) to ensure the Chair of the Corporation is subject to regular review and appraisal in line with wider governors, and the [Effective SPH Appraisal and Chair Performance Review guidance](#).
- In the event of remuneration of the Chair of the Corporation, to ensure appropriate approval via the Charity Commission is sought and that measures are in place to regularly review the rationale for payment.
- In the event of remuneration, to ensure appropriate measures are in place for the Corporation to monitor performance. This may include the setting of formal objectives. Objectives should be reviewed and set by the Cttee in the same manner as a SPH.

#### **FINANCIAL LIMITS & DECISION MAKING**

The Committee may approve strategies and policies relevant to its remit as delegated by the Corporation

The Committee may authorise spending in the pursuit of its remit (without Corporation approval) to a limit of £5,000

**APPOINTMENT AND DISMISSAL OF SENIOR POSTHOLDERS**

**1. Appointments**

- 1.1 In accordance with the Articles of Government, the appointment of Senior Postholders (SPH) and the Governance Professional to the Corporation is a matter exclusively for the Corporation, drawing on whatever independent advice it deems to be appropriate.
- 1.2 All SPH and Governance Professional posts will be acquired through individual merit and in line with the College's recruitment and selection policies.
- 1.3 The Governance Committee, in accordance with its terms of reference, will be responsible for advising the Corporation on the appropriate salary and conditions of service for the post, in accordance with the SPH pay framework approved by the Corporation. In doing so it should take account of the rules set out in [Managing Public Money](#) and [Senior Pay Controls](#).
- 1.4 Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:
  - Advertise the vacancy appropriately; and
  - Appoint a Selection Panel consisting of:
    - a) At least three members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
    - b) The Principal and at least two other members of the Corporation, where the vacancy is for any other senior post.
    - c) Where deemed appropriate, panels may also include an independent/3<sup>rd</sup> party that brings particular experience or expertise
- 1.5 The Panel shall;
  - agree the job description, person specification, and relevant means to advertise the vacancy (as appropriate)
  - approve a short-listing criteria and selection method based on the use of psychometric and skills tests/interview(s) as appropriate
  - interview the applicants and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- 1.6 The appointment process will be conducted through the College administrative processes managed by the People and Culture team and supported by the Director of Governance unless the Director of Governance post is being appointed. In this case, a member of the People & Culture team will be nominated to undertake this work.
- 1.7 If the members of the Selection Panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, it may require the Panel to repeat the steps specified in section 1.5 with or without first re-advertising the vacancy.
- 1.8 In agreement with, or on recommendation of the Governance Committee, the Corporation may engage independent recruitment consultants or similar agencies to perform the recruitment and or appointment process on their behalf.

**2. Dismissals**

The parameters for action taken in respect of the dismissal of a SPH (inc the Governance Professional) are laid down in the Articles of Government and the Disciplinary Procedure for Senior Postholders at **APPENDIX B**.

### **3. Redundancy**

- 3.1 The Senior Postholder Remuneration Committee, in accordance with its terms of reference, will be responsible for advising the Corporation on the potential redundancy of any SPH, in accordance with the SPH pay framework approved by the Corporation.
- 3.2 Should any SPH role (including that of the Governance Professional) be considered for redundancy, they will be subject to proceedings as per SHCG's Redundancy policy.

### **4. Issues of Performance, Disciplinary or Grievance**

SPH will be treated as all other College staff in respect of dealing with performance concerns, grievance and disciplinary and will be subject to specific SPH policies available within these Standing Orders. Line managers will be initially responsible, i.e. the Chair of the Corporation for the CEO and Governance Professional and the CEO for all other SPH's. Where deemed necessary or appropriate, external bodies and or agencies can be used to provide the Corporation with advice and support.

**ANNEX 5 Appendix B**  
**DISCIPLINARY PROCEDURES FOR SENIOR POST-HOLDERS (SPH)**

**1. SCOPE AND PURPOSE**

- 1.1 This procedure applies to the CEO and all senior post-holders as defined in the Corporation's Articles of Government. References to section numbers are to the numbered sections of this document.
- 1.2 Where the Governance Professional to the Corporation is also a member of staff at the institution, the Governance Professional should be treated as a senior post-holder and will be subject to this procedure. In such circumstances, the Corporation shall appoint an appropriate person to fulfil the tasks of the Governance Professional to the Corporation under these sections.
- 1.3 Unless the Corporation's Articles of Governance set out specific directions and procedures for dealing with the discipline of senior post holders, these rules are for guidance only and are intended as a statement of the Corporation's policy and do not form part of any contract of employment or otherwise have contractual effect. The Corporation will review these rules from time to time and may make changes.

**2. GENERAL PRINCIPLES**

- 2.1 At all stages the Corporation will make decisions in line with the recommendations of the SPH Remuneration Committee (SPH Rem Co) as the Committee with the remit of SPH within its terms of reference. The CEO and People & Culture team should ensure SPH Rem Co are included in communications at all (including informal) stages of this policy.
- 2.2 Every effort will usually be made to avoid the use of disciplinary action where alternatives are appropriate. Where the matter is not resolved informally or is of a serious nature, the formal procedure will be used.
- 2.3 In the interest of ensuring that disciplinary matters are resolved as speedily as possible, time limits are given for appropriate stages in this procedure. These are for guidance only. If it is not practicable to adhere to these time limits, they may be amended. Due regard will be given to the personal circumstances of all parties involved in the procedure.
- 2.4 Where appropriate, the Corporation will consider alternative means of resolving problems, for example with training, counselling or use of other more suitable Corporation procedures, before implementing disciplinary action.
- 2.5 Normally, the formal disciplinary procedure will be followed in the order of the stages set out in Section 11, but the Corporation reserves the right to impose sanctions at any level, or to skip levels, depending on the circumstances of the case.
- 2.6 No senior post-holder will normally be dismissed for a first breach of discipline except in the case of gross misconduct. Before imposing any disciplinary penalty, all relevant factors will be considered including the extent to which standards have been breached; the senior post-holder's general record, position and length of service and any special circumstances which might make it appropriate to adjust the severity of the penalty.

- 2.7 A senior post-holder will have the right to appeal against any formal disciplinary action. Accurate and timely records will be kept of all meetings and correspondence.
- 2.8 All reasonable steps will be taken to maintain confidentiality and written records of any disciplinary proceedings will be kept and maintained by the Corporation in accordance with the Data Protection Act 2018 and General Data Protection Regulation.

### **3. INVESTIGATIONS**

- 3.1 No disciplinary action will be taken against a SPH until the matter has been fully investigated by an individual nominated by the Corporation. The Corporation (under the guidance of the SPH Remuneration Committee), will, at its sole discretion, determine who is an appropriate person to carry out the role of investigating officer (the “Investigating Officer”). The investigator may be a member, or members of the Corporation, or an external 3<sup>rd</sup> party. This SPH must cooperate fully and promptly in any investigation.
- 3.2 On completion of the investigation, the Investigating Officer will recommend whether a disciplinary hearing should be convened, or some other steps taken in relation to the situation.
- 3.3 SPH do not have a statutory right to be accompanied at any investigatory meeting (but may request to be accompanied by a work colleague or trade union representative). Whether or not such a companion is allowed and, if they are, what their role is will be, is a matter for the Corporation’s (under the guidance of the SPH Remuneration Committee) absolute discretion.
- 3.4 An investigatory meeting is not a formal disciplinary hearing. If, following an investigation, the Corporation believes that there may be a case to answer, a formal disciplinary hearing will be arranged in accordance with this procedure.
- 3.5 An investigation carried out following a student complaint, staff complaint or grievance, or under any of the College’s other procedures may form all or part of an investigation under this procedure, as appropriate

### **4. SUSPENSION**

- 4.1 The Corporation may (at its absolute discretion) suspend a SPH. This will only happen if it has reasonable grounds to believe a SPH may be guilty of gross misconduct, where relationships have broken down, or where it believes that College property or its responsibilities to other parties are at risk, or where a SPH continued presence may hinder an investigation.
- 4.2 The decision to suspend is ultimately the responsibility of the Corporation (on recommendation of the SPH Remuneration Committee) but may be exercised by the Chair or Vice-Chair, or by the CEO when the responsibility has been delegated.
- 4.3 Any such period of suspension is not a punishment, nor considered as disciplinary action against a SPH, nor does it imply that any decision has been taken about the case. If the Corporation (or CEO where the power is delegated) decides to suspend a SPH from duty, they will be informed of the reasons for suspension in writing, without unreasonable delay.
- 4.4 Any suspension will normally last only as long as required to enable an investigation into the circumstances giving rise to such belief of serious misconduct to be carried out and any disciplinary hearing to be convened.
- 4.5 SPH’s will be entitled to continue to receive full pay during the period of suspension, unless there is a provision in their contract to the contrary.

## 5. INFORMAL PROCEDURE

- 5.1 If appropriate, before taking formal disciplinary action, reasonable effort will be made to resolve matters by informal discussions with a SPH. This will be dealt with either by the CEO or, if the CEO is the senior post-holder concerned, by the Chair of the Corporation, or in his or her absence the Vice-Chair of the Corporation.
- 5.2 **The CEO, Chair or Vice Chair, must ensure even at informal stage, they seek advice from the People & Culture department as required, and ensure the SPH Rem Co are informed.**
- 5.3 The College recognises that cases of minor misconduct or performance issues are often best dealt with informally. Therefore, minor lapses from acceptable standards of conduct or performance may result in an informal, oral warning or reprimands. If, despite informal discussions (or if informal discussions are not appropriate), a SPH conduct or performance does not meet acceptable standards, the formal procedure, described below, will be used.

## 6. FORMAL PROCEDURE FOR DISCIPLINARY MEETINGS

If, upon completion of an investigation, there are reasonable grounds to believe that a SPH committed an act of misconduct, or are not meeting acceptable performance standards, the Corporation (on recommendation from the SPH remuneration committee) will invite them to attend a disciplinary meeting by advance written notice. The letter or notice will:

- set out the nature of the allegations against the SPH and what is to be discussed at the hearing in sufficient detail to enable them to prepare their case;
- advise them of the possible consequences of the allegations against you;
- set out the date, time, and place of the hearing;
- advise of the SPH's right to be accompanied at the hearing;
- advise who the Corporation's witnesses will be (if any);
- provide copies of the Corporation's witness statements, or where this is not possible, summaries;
- provide copies of any other supporting evidence on which the Corporation intends to rely.

## 7. ATTENDANCE AT DISCIPLINARY AND APPEAL HEARINGS

SPH's should make every effort to attend any disciplinary hearing (including any appeal hearing). If either the SPH or the person accompanying them cannot attend on the proposed date for the hearing, the SPH may suggest a reasonable alternative date, which must be within five working days of the date first proposed. This five-day time limit may be extended by mutual agreement between the SPH and the Corporation. If the SPH fails to attend any re-arranged hearing without good cause, the Corporation will be entitled to make a decision on the evidence available at the re-arranged hearing in their absence.

## 8. RIGHT TO BE ACCOMPANIED AT DISCIPLINARY AND APPEAL HEARINGS

SPH's have a right be represented at the formal or appeal stages of this Policy by a support person who is a recognised trade union representative or a work colleague of their choice. The representative is allowed to address the hearing to put and sum up the employee's case, respond on behalf of the employee to any views expressed at the meeting and confer with the employee during the hearing. The representative does not however, have the right to answer questions on the employee's behalf, address the hearing if the employee does not wish it or prevent the College from explaining its case. Any work colleague who a SPH has requested to accompany them will be given a reasonable amount of paid time off to prepare for and attend the hearing.

## **9. DISCIPLINARY HEARING**

- 9.1 A disciplinary hearing will be convened as soon as reasonably practicable after the conclusion of the investigation and once the SPH has had a reasonable opportunity to consider the information provided with the notice of the hearing. No decision will be made as to whether disciplinary action is to be taken or the nature of any disciplinary action to be taken before the hearing takes place.
- 9.2 If a SPH wishes to call relevant witnesses, or to be accompanied, they should advise the Governance Professional to the Corporation of this in advance of the meeting.
- 9.3 Where possible, the hearing will usually be chaired as follows:
  - where disciplinary action short of dismissal is being considered: the meeting will be chaired by a disciplinary panel of the Corporation consisting of at least two members of the Corporation.
  - Where dismissal is a possible outcome: the meeting will be comprised of a special committee of the Corporation consisting of three members of the Corporation (including the Chair or the Vice Chair of the Corporation)
- 9.4 Neither the disciplinary panel nor the special committee shall include the Investigating Officer or staff or student Governors. However, the Investigating Officer may attend to present the findings of the investigation and any supporting material.
- 9.5 At the hearing, SPH's will be told about the complaint against them and taken through the evidence. They will be given an opportunity to state their case and challenge any evidence produced in support of the allegations by the Corporation. A SPH will be permitted to ask questions, present evidence, and call witnesses (provided they have complied with advising the Governance Professional to the Corporation of their wish to call relevant witnesses in advance of the meeting). SPHs will also be given an opportunity to raise points about any information provided by witnesses. Any witness SPH's have requested to attend a hearing with them who is a fellow work colleague will be given a reasonable amount of time off work to prepare for and attend the hearing.

## **10. DECISION**

At the end of the disciplinary hearing, the panel will normally adjourn the meeting before making a decision. Following the adjournment, the panel may issue an oral decision. If the panel are unable to reach an immediate decision following the hearing, they will write to the SPG with the outcome. This will usually be sent to them within five working days of the hearing, or as soon as reasonably practicable, together with an explanation of any disciplinary action to be taken and notification of their right to appeal.

## **11. DISCIPLINARY ACTION**

There are four stages of disciplinary sanction. Other than in cases of gross misconduct, SPH's will not normally be dismissed for a first offence. The Corporation reserves the right to impose sanctions at any level, or to skip levels depending on the circumstances of the case.

## **STAGE 1: VERBAL WARNING**

- 11.1 If SPH's conduct or work performance does not meet acceptable standards, they will normally be given a formal verbal warning.
- 11.2 In misconduct cases: this formal verbal warning will give details of the misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will clarify that, if you commit a further offence of misconduct during the period specified in the warning, action under Stage 2 will be considered.
- 11.3 However, SPH will also be advised that if any further act of misconduct is sufficiently serious, the Corporation reserves the right to go to a further stage in the procedure. They will be advised of the right of appeal in accordance with Section 12.
- 11.4 In performance cases: this formal verbal warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps they should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 2 will be considered. SPH's will be advised of the right of appeal in accordance with Section 12.
- 11.5 A brief note of the verbal warning will be placed on SPH's Personnel file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months, subject to their conduct or work performance having been satisfactory throughout that period.

## **STAGE 2: FIRST WRITTEN WARNING**

- 11.6 SPH will usually be given a first written warning if:
  - they commit a serious act of misconduct or the standard of your performance is seriously inadequate;
  - they fail to comply with a formal verbal warning given under Stage 1;
  - or despite having been given, under Stage 1, a formal verbal warning,
  - they commit a further offence of misconduct, or their work performance continues to be unsatisfactory.
- 11.7 In misconduct cases: this written warning will give details of a SPH's misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that, if they commit a further offence of misconduct during the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise them of the right of appeal in accordance with Section 12.
- 11.8 In performance cases: this written warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will set out what steps they should take to improve and will state that, unless such improvement is achieved within the period specified in the warning, action under Stage 3 will be considered. The written warning will also advise them of the right of appeal in accordance with Section 12.
- 11.9 A copy of the written warning will be placed on a SPH's HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months subject to their conduct or work performance having been satisfactory throughout that period.

### **STAGE 3: FINAL WRITTEN WARNING**

- 11.10 SPH will normally be given a final written warning if:
- they fail to comply with a first written warning given under Stage 2;
  - despite having been given, under Stage 2, a first written warning as the result of misconduct or unsatisfactory work performance, they commit a further offence of misconduct, or their work performance continues to be unsatisfactory; or
  - performance continues to be unsatisfactory; or
  - the SPH's misconduct or unsatisfactory work performance, although not considered to be serious enough to justify summary dismissal, is sufficiently serious to warrant a final written warning.
- 11.11 In misconduct cases: the final written warning will give details of the SPH's misconduct, the improvement required and the time limit within which such improvement must be achieved. The warning will state that if they commit a further offence of misconduct, during the time limit specified in the warning, their employment may be terminated. The final written warning will also advise them of the right of appeal in accordance with Section 12.
- 11.12 In performance cases: the final written warning will give details of the SPH's unsatisfactory work performance, the improvement required and the time limit within which such improvement must be achieved. The warning will advise them as to what steps you should take to improve and state that, if such improvement is not achieved within the period specified in the warning, their employment may be terminated. The final written warning will also advise them of the right of appeal in accordance with Section 12.
- 11.13 A copy of the written warning will be placed on the SPH's HR file. The warning will usually expire and will be disregarded for disciplinary purposes after 12 months (although, in exceptional cases, the period may be longer), subject to their conduct and work performance having been satisfactory throughout that period

### **STAGE 4: DISMISSAL WITH NOTICE**

- 11.14 The special committee may, following a disciplinary meeting, give a SPH notice of dismissal if:
- They fail to comply with a final written warning given under Stage3;
  - despite having been given, under Stage 3, a final written warning as the result of either misconduct or unsatisfactory work performance,
  - the SPH commits a further offence of misconduct or their work performance continues to be unsatisfactory.
- 11.15 The letter of dismissal will specify the reasons for dismissal, the date on which the SPH's employment will terminate and their right to appeal against the dismissal. They will also be told that SPH's have a right to appeal in accordance with Section 12.

### **GROSS MISCONDUCT / SUMMARY DISMISSAL**

- 11.16 SPH's may be dismissed without notice or pay in lieu of notice if they are guilty of gross misconduct or some other fundamental breach of the Corporation's rules or your contract of employment. This means that there is no obligation on the Corporation to allow SPH's to work your notice period or make a payment in lieu of notice.

- 11.17 If a SPH's behaviour justifies it, the Corporation may summarily dismiss a SPH without any previous warning(s) having been given.
- 11.18 The Corporation shall, without unreasonable delay, provide a SPH with written confirmation of their dismissal setting out the reasons for dismissal, the date on which your employment will terminate and their right to appeal against the dismissal in accordance with Section 12.
- 11.19 Any steps which the Corporation can take under this section can also be taken by a special committee of the Corporation to whom the responsibility has been delegated by the Corporation, and the provisions of this section shall be read accordingly.
- 11.20 The following offences are examples of offences which are normally regarded as gross misconduct.
- Theft or unauthorised possession of any property or facilities belonging to the College, or to any employee or student.
  - Serious damage deliberately sustained to College property.
  - Deliberate falsification of College registers, reports, accounts, expense claims, self-certification forms or other documents.
  - Attempted or actual bribery or corruption.
  - Deliberate refusal to carry out duties or reasonable instructions or to comply with College rules.
  - Serious acts of insubordination.
  - Serious negligence/incompetence which causes unacceptable loss, damage, or injury.
  - Serious incapability and/or misconduct as a result of being intoxicated by reason of alcohol or illegal drugs.
  - Violent, dangerous or intimidatory conduct.
  - Bullying or harassment of any student, member of staff or third party associated with the College or Corporation.
  - Violation of the Corporation's rules and procedures concerning health and safety at work.
  - Unlawful discrimination.
  - A criminal offence, which may (whether it is committed during or outside your hours of work for the Corporation) adversely affect the Corporation's reputation, your suitability for the type of work you are employed by the Corporation to perform or your acceptability to other employees or to students.
  - Deliberately accessing internet sites containing pornographic, offensive, or obscene material
  - Seriously breaching any of the College's policies and procedures
- 11.21 The above examples are not exhaustive or exclusive and offences of a similar nature will be dealt with under this procedure.

## **12. APPEAL**

- 12.1 If a SPH wishes to appeal against a disciplinary decision, they must within 10 working days of the date of the decision inform the Governance Professional to the Corporation in writing, stating the grounds for appeal.

- 12.2 The appeal will be heard by an appeal committee of up to three members of the Corporation . In so far as is reasonably practicable, the committee will not include any member of the Corporation who has been involved in the disciplinary process in question so far and where possible include either the Chair or Vice Chair of the Corporation. The committee shall not include the CEO, staff or student members of the Corporation.
- 12.3 The appeal meeting will be held as soon as reasonably practicable after the notice to appeal has been received. A SPH will usually be given at least five days' notice of the meeting date to allow them to prepare for the meeting.
- 12.4 At the appeal meeting, the SPH will be given the opportunity to state their case, and be accompanied by a representative of a trade union or fellow worker.
- 12.5 At the appeal, the disciplinary penalty imposed will be reviewed, but it cannot be increased. SPH's will be notified of the appeal decision without unreasonable delay following the appeal meeting. The appeal decision is final.

## GRIEVANCE POLICY FOR SENIOR POST HOLDERS

### 1.0 Statement of Principles

- 1.1 South Hampshire College Group (SHCG) recognises the importance of maintaining good working relationships and by encouraging open and honest communication seeks to achieve a working environment in which problems can be discussed and easily resolved at an early stage. All Senior Postholders have the right to seek individual redress for any grievance that relates to their employment in a fair, open and timely manner.

### 2.0 Scope

- 2.1. This procedure applies to holders of senior posts (SPH) as defined in the Group's Articles of Government.
- 2.2. The use of this policy is intended to be two-fold - a means for SPH's to **raise** a grievance relating to their own employment, and also to cover grievances made by employees **against** a SPH. For ease, references in this policy to 'grievances involving SPHs' are intended to cover either eventuality. The policy aims to help to resolve individual grievances in a manner which is as fair and expeditious as possible.

### 3.0 General Principles

- 3.1. Grievances involving SPH's will be asked to consider how the matter might reasonably be resolved at the earliest possible stage. All employees are expected to hear the concerns and issues raised by colleagues with an open mind and an intention to resolve the concerns. If appropriate and agreed, formal mediation between colleagues will be considered.
- 3.2. Where a matter relating to a SPH is being dealt with under a policy which has an appeal process included, such as the Disciplinary policy, a SPH may raise a grievance under the grievance policy and a decision will then be taken as to whether to run both processes concurrently or else to pause the policy that is currently running whilst the grievance is investigated.
- 3.3. If a grievance involving an SPH includes issues arising from their sex, race, religion, sexual orientation, disability, age or any other matter of an alleged discriminatory nature, they should, in the first instance refer to the Group's EDI Policy. The EDI policy invites staff to raise matters with the People & Culture team who will work with them to identify the best option for a resolution.
- 3.4. There may be occasions where the nature of the concerns raised by the individual warrant the Group to take action under another policy such as the Disciplinary policy. In such cases the individual raising the concerns will be provided with appropriate support but will not (necessarily) be notified of the outcome for other individuals.
- 3.5. Any issues relating to grievance which falls within the remit of the Whistleblowing Policy must be dealt with by the Director of Governance and or the Deputy Chief Executive, People & Resources.

### 4.0 Informal procedure

- 4.1. **Where an employee has a grievance that relates to a SPH, or is being made by a SPH, the matter should be raised with the CEO. If the grievance relates to the CEO or is being made by the CEO, it should be raised with the Director of Governance who (under the direction of the SPH Remuneration Committee) will refer the matter to a nominated member of the Corporation**

- 4.2. The employee/SPH raising the matter should consider what reasonable outcome they are seeking as part of this process, and make it clear if they are considering escalation to a formal grievance if their concerns are not resolved.
- 4.3. An employee/SPH considering an informal grievance may seek advice from the People & Culture team at any point in the process.
- 4.4. The CEO or nominated Corporation member should be given a reasonable opportunity to resolve the issue raised informally and should provide a verbal update to the employee regarding resolution or actions taken. The employee should be reminded of the formal grievance procedure available to them should they not be satisfied with the proposed informal resolution.

#### **5.0 Right to be represented or accompanied**

Employees who have a grievance or those against whom a grievance is raised have a right be represented at the formal or appeal stages of this Policy by a support person who is a recognised trade union representative or a work colleague of their choice. The representative is allowed to address the hearing to put and sum up the employee's case, respond on behalf of the employee to any views expressed at the meeting and confer with the employee during the hearing. The representative does not however, have the right to answer questions on the employee's behalf, address the hearing if the employee does not wish it or prevent the College from explaining its case.

#### **6.0 Formal procedure**

- 6.1. Employees/SPH are encouraged to raise any grievances through the informal process mentioned above but can choose to immediately raise a formal grievance should they believe the issue necessitates this.
- 6.2. Where the employee or SPH has engaged with but is not satisfied with the outcome of the informal procedure, they may submit a formal grievance in writing to the Director of Governance. They should state the details of the grievance and what resolution(s) they are seeking, giving as much information as possible to help facilitate a thorough investigation and resolution. The Director of Governance must notify the People and Culture team and SPH Remuneration Committee as soon as is practicable.
- 6.3. The Director of Governance will work with the People and Culture team and SPH Remuneration Committee to identify an investigator who can review the concerns raised.
- 6.4. For matters involving SPH's, the investigator may be a member or members of the Corporation, or an external 3<sup>rd</sup> party , such as the SPH Remuneration Committee decide. The investigator must be entirely impartial and have no involvement with the grievance issue. The individual who has raised the grievance will be notified who is completing this work.
- 6.5. The individual carrying out the investigation at the formal stage will attempt to resolve the complaint. They will carry out a reasonable enquiry into the grievance and discuss it with the complainant at an investigatory meeting. The complainant will outline any key witnesses that should be spoken to as part of any investigation.
- 6.6. The individual carrying out the investigation will, if necessary, meet with other employees

identified in the grievance, or seek written statements from those individuals regarding the issues under consideration. Non-verbatim notes will be taken for all meetings held as part of the investigation process.

- 6.7. The individual carrying out the investigation will provide their findings and any recommended actions to the SPH Remuneration Committee for review. Subject to their approval, this can then be communicated with the complainant.
- 6.8. The decision of the individual carrying out the investigation will be communicated to the complainant in writing, normally within 10 working days depending upon the complexity of the grievance. This outcome will provide information about the process undertaken and how the individual reached their decision. Should there be a delay in this process, the complainant will be notified and given a revised outcome date.
- 6.9. The outcome letter will confirm who an appeal should be addressed to.

## **7.0 Appeals**

- 7.1. Where the employee or SPH is not satisfied with the outcome of the formal procedure, they should submit an appeal within ten working days of receipt of the written decision.
- 7.2. The appeal letter must clearly state the grounds on which they are appealing.
- 7.3. The employee/SPH will be invited to attend a meeting normally within 10 working days of receipt of the appeal letter. This meeting will be with a committee of up to three members of the Corporation (not previously involved in the process, including if possible, the Chair of the Corporation) to discuss the grievance and any further evidence that the employee has found to support their claim and/or the reasons they believe the original decision was incorrect. The employee will be reminded of their right to be accompanied by work colleague or trade union representative of their choice.
- 7.4. The records of previous meetings and correspondence related to the grievance will be examined as part of the appeal process, together with the original evidence collected. Where the Committee decides that further investigation is required, the employee will be notified of this and the likely timescale in writing as soon as practicable.
- 7.5. The employee/SPH will be notified in writing of the outcome of the appeal, normally within ten working days of the grievance appeal hearing.
- 7.6. The decision of the appeal hearing is final.
- 7.7. A copy of the notes of all meetings, statements and other material gathered during any investigation, together with a copy of the letter notifying the employee/SPH of the outcome will be retained on the employee's personal file for as long as is reasonably necessary (or in line with data retention requirements).

## FRAMEWORK FOR THE PAY AND REMUNERATION OF SENIOR POSTHOLDERS

### General

The Corporation has direct responsibility for the pay and remuneration of designated Senior Postholders and has established the following framework to ensure objective decisions about pay and remuneration of Senior Postholders is in keeping with wider staff, and where appropriate, in line with the College's Pay and Benefits Policy.

As a public sector body, SHCG is subject to the framework for financial management of public money set out in [Managing Public Money \(MPM\)](#) as well as a requirement to adhere to [Senior Pay Controls](#) both published by HM Treasury (HMT).

Senior Pay controls, allow the government to ensure that senior pay is set an appropriate level to enable the public sector to recruit, retain and motivate the best people to deliver better outcomes for citizens whilst ensuring value for money for the taxpayer. This framework is established along the same principles.

The Corporation also adopts the AOC's 'College Senior Postholder Remuneration Code' as part of the College's adherence to the AOC Code of Good Governance.

### Key Principles of SPH Pay

The Corporation will seek to attract and retain appropriate SPH staff using a range of salary information available in the sector. In using objective criteria to assess and maintain appropriate pay levels, the Corporation will have regard to SPH pay decisions in relation to other staff in the College, as well as taking into account the College's ability to pay and overall financial position;

### Basic Pay Framework for Senior Postholders

The College will operate Senior Postholder roles at:

- Level 1 – Chief Executive Officer
- Level 2 – Deputy CEO Curriculum & Quality, Deputy CEO People & Resources, Chief Finance Officer
- Level 3 – Governance Professional

The Corporation will normally seek to pay an appropriate salary for the relevant level of post. In doing so, it will take account of all available external information particularly the Annual Survey of Senior Postholder Remuneration undertaken by the Association of Colleges, as well as other advice within the sector. Against the most appropriate benchmarks, the Corporation will normally seek to pay between the median and the upper quartile.

The Corporation will set appropriate differentials between the levels of Senior Postholders identified above to take account of relevant external information, the level of responsibility undertaken and the general allocation of responsibilities to senior staff in the College. Such criteria will take account of:

- The nature of the work being undertaken by the individual/specific group;
- The range and weight of responsibilities which the postholder(s) is expected to carry;
- Any relevant market comparisons appropriate to the post in question and any limits to which such comparisons are relevant;
- Relative levels of remuneration within the College;

- Any other factors deemed to be relevant to the Corporation. These include the extent to which the postholder is exposed to risk, both in terms of the postholder's own job security and the risks and competitive pressures facing the College.

### **Annual Review of Senior Postholders Basic Pay**

There will be an annual pay review in the Autumn Term for senior postholders in line with the key principles of this framework. This review should take into account as far as possible all of the following key factors;

- **All Staff Pay Award**— an annual all staff pay award is determined by the Corporation on recommendation of the Resources Committee. The application of this award to SPH will normally be automatic (in the context of the College's approach to rewarding all of its staff in a consistent manner) however consideration should be given ensuring the mean salary ratio of SPH to staff does not increase unnecessarily or that stipulations set within the rules of [Managing Public Money](#) are breached. The Corporation may choose to withhold the annual % pay award for SPH's at their discretion.
- **Competitive Position to attract and retain talent** - to retain quality staff, the Corporation will need to consider market position, in doing so, it will take account of available comparator information (particularly the Annual Survey of Senior Postholder Remuneration undertaken by the Association of Colleges) as well as other advice within the sector to ensure that the College offers competitive salaries but that these are agreed in the light of best practice. Against the most appropriate benchmarks, the Corporation will normally seek to pay between the median and the upper quartile;
- **Change of Role Composition or Growth in Responsibilities** - From time to time the value of a role may need to be reviewed. The value of a role is based on a number of components and criteria for assessing the value of roles, which could include:
  - complexity (scale and range of decision making, collaboration and contact, time, critical activity);
  - impact (on students, research, finances and people, including employees, partners and citizens);
  - discretion (level of accountability, degree of autonomy and decision-making authority);
  - development of levels of knowledge, skills and experience, normally as a consequence of one of the above bullet points.
- **Financial Performance and Sustainability of the College** – the financial position of the Group should provide the context for any proposed increases to the levels of salary of Senior Postholders.
- **Individual Performance** - whilst this pay framework does not support a performance related pay system, the link between performance, achievement of personal targets and delivery of corporate objectives as defined in the Strategic Plan should be considered as part of any proposed increase.

### **Additional Benefits**

The Corporation will not normally include allowances or benefits as part of the remuneration package for senior postholders- Any benefits (which may be limited to certain levels of postholder only) will be defined in line with [Senior Pay Controls](#), the SPH Remuneration Code and current best practice.

### **Bonus payments or performance related pay**

In particular circumstances, and at the Corporation's discretion, the use of a 'bonus' or performance related pay can be made to recognise either particularly high workload/completion of a specific project/achievement of specific targets. A bonus can be paid either in addition to, or in lieu of a salary increase. At all times rationale for payment must remain within the spirit of the SPH remuneration code and subject to the limits set out in the [Senior Pay Controls](#). In all cases, bonus and performance related pay should reflect the intention that SPH pay be comparable to that of wider college staff.

## **Special Payments**

Special Payments including severance and or compensation that go beyond statutory and contractual obligations e.g., severance and compensation will not usually be made. In the unlikely case that this occurs, any rationale for payment will be subject to a written business case.

Any additional non-contractual bonus or special payments should be paid gross, in line with the Financial Regulations and subject to the limits defined in [Senior Pay Controls](#). Any payments of this nature will be declared in the financial statements.

## **Redundancy**

SPH will be treated as all other College staff in respect of redundancy, and will be subject to proceedings as per the SHCG's Redundancy policy.

## **Additional External Income**

It is important for institutions that senior postholders represent the College on various bodies and boards and carry out academic and civic responsibilities at other organisations, e.g., non-executive director roles. Additional income for such activities by SPH's will only be permitted by approval of Chair of the Corporation.

## **Expenses**

SPH's are entitled to claim expenses in line with the College expenses policy. The authorisation of such expenses is as follows:

- Principal/CEO & Governance Professional to be authorised by the Chair of the Corporation
- other Senior Postholders authorised by the Principal.

Details of SPH claimed expenses, together with a comparison to the previous year's expenditure will be included in the Annual Statement of SPH Remuneration.

## **Transparency and Accountability**

The Director of Governance will produce an 'Annual Statement of Senior Postholders Remuneration' this report will include:

- a list of postholders within the remit of the SPH pay framework
- its choice of comparator institutions/organisations;
- its policy on income derived from external activities;
- the pay multiple of the SPH and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why
- any severance payments made during the academic year to SPH.

The report will be made publicly available via the College's website and this information will also be reflected in the Financial Statements.

## **Performance Review of Senior Postholders**

The Corporation (via the Senior Postholders Remuneration Committee) will regularly assess the extent to which the SHCG's objectives are being achieved by Senior Postholders and will ensure the College's appraisal policy is applied.

The ongoing monitor and review of Senior Postholders will be completed by direct line managers (for the CEO and Director of Governance the Chair of the Corporation, for all other SPH roles, the Principal/CEO. They should include but are not limited to;

- Regular (e.g., fortnightly) 121's
- Annual appraisal and target setting
- Regular triumvirate meetings (between Chair, CEO and Governance Professional)

Senior Postholder annual appraisals/target setting will be reviewed annually by the Senior Postholder Remuneration Committee in line with Group appraisal policy. All independent Governors have a role in the review of SPH annual performance review and mechanisms to enable engagement and feedback to the SPH Remuneration Committee (in advance of SPH's appraisals and target setting) will be established and kept under review.

Any recommendations, concerns or feedback will be provided to the Corporation by the SPH Remuneration Committee.

#### **Issues of Performance, Disciplinary or Grievance**

SPH will be treated as all other College staff in respect of dealing with performance concerns, grievance and disciplinary and will be subject to specific SPH policies available within these Standing Orders. Line managers will be initially responsible, i.e. the Chair of the Corporation for the CEO and Governance Professional and the CEO for all other SPH's. Where deemed necessary or appropriate, external bodies and or agencies can be used to provide the Corporation with advice and support.

## LEVELS OF AUTHORITY FOR SENIOR POSTHOLDERS AND MONITORING AND REVIEW PROCEDURES

### 1.0 Determination of Senior Postholders

Subject to the Articles of Government, the Corporation may determine senior postholders other than the Principal. Such postholders will hold a senior postholder contract of employment with the Corporation and the Corporation will be responsible directly for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service. These matters are specified in the Articles of Government and covered by other aspects of the Corporation's Standing Orders.

### 2.0 Responsibilities of Senior Postholders

The personal responsibilities of each senior postholder will be specified in the job description for the post which they hold. In addition, the CEO may delegate any of his/her functions to a senior postholder. College procedures governing appointment of staff and disciplinary and grievance matters specify how senior postholders may be involved and the levels of authority which they hold in these circumstances. During normal College operations whilst the CEO is present, unless a senior postholder is acting in accordance with a specified procedure which delegates specific responsibility, they will not be deemed to have had the CEO's responsibilities delegated to them. When the CEO is absent, the Deputy Chief Executive (People & Resources) or another member of the Executive Leadership Team (ELT) will be required to act as the CEO in this period and will be regarded as having had the CEO's responsibilities formally delegated to him/her.

However, they are expected to exercise care in this regard and would not normally be expected to make a decision normally made by the CEO during a period of short absence unless it is very urgent. All decisions of this nature must be formally recorded and reported to the CEO as soon as possible. If the CEO and the Deputy Chief Executive (People & Resources) are absent at the same time, special arrangements may be made for another ELT member to be delegated responsibilities. In the event of an emergency in respect of the CEO's position, reference should be made to the SHCG Business Continuity plan 'critical people resources'.

~~During the evenings and holiday periods, arrangements will be made for a number of managers to act as Duty Principal. They will not be deemed to have the full powers of the Principal but will be acting as the senior member of staff available.~~

### 3.0 Requirements placed on Senior Postholders

At all times, senior postholders shall have due regard for and comply with all college policies and procedures. They shall act with integrity, honesty, loyalty, and fairness and within the limits of personal competence and designated authority. In complying with College policy and procedures, senior postholders will perform their roles and responsibilities within a framework which encourages consistency of approach. They will make a declaration of personal interests consistent with that required of Governors and ensure that any changes to that are brought immediately to the attention of the Director of Governance. Senior postholders must ensure that the confidentiality of any information received in the course of their duties is never used for personal gain. Similarly, any information given in the course of duty should be true and fair and never designed to mislead. Senior postholders must never use their office or employment for personal gain and must, at all times, act in good faith and with regard to the College's best interests.

Whilst being aware of the advantages of maintaining a continuing relationship with suppliers, Senior Postholders must be aware of the College's need to secure ongoing value for money and must avoid anything which might in the long term prevent the effective operation of fair competition.

### 4.0 Pay and Conditions of service

General pay and conditions of services are determined by the Corporation in accordance with the Pay framework for Senior Postholders (Annex 5 Appendix D)

## **5.0 Reimbursement of Expenses**

Reimbursement of expenses to Senior Postholders will be in accordance with College expenses policy. Claims for reimbursement by Senior Postholders other than the Principal will be approved by the Principal and for the Principal, by the Chair.

## **5.0 Monitoring and Review**

The Corporation will ensure that there are proper monitoring and review mechanisms in place to enable Governors to be properly informed about what is happening in the College. In particular, Governors have a role in the review of SPH annual performance review and target setting delegated to the SPH Remuneration Committee. Mechanisms to enable independent Governors to provide feedback to the SPH Remuneration Committee in respect of SPH's performance (in advance of their appraisals and target setting) will be established and kept under review.

The regular supervision and line management of the CEO will be undertaken by the Chair who will meet regularly with the CEO to review the position in the College. In addition, the Chair will also maintain independent contact and line management of the Director of Governance. To ensure open and consistent communication between these key roles, regular meetings of the 'triumvirate' the Chair, CEO and Governance Professional will be held.

**GOVERNORS' ELIGIBILITY**  
**REGISTER OF FINANCIAL AND PERSONAL INTERESTS**

The role of a Governor is anchored in the Seven Nolan Principles of Public Life: selflessness; integrity; objectivity, accountability; openness; honesty and leadership. It is important we are able to show that our Governors meet the highest standards of accountability and transparency.

In order to ensure our accordance with the Instrument of Government, certain categories of persons are ineligible to be members and we are required to monitor members personal interests, financial or otherwise, in relation to the institution.

**On application to the Corporation**

In line with Charity Commission guidance, all Governors will be given 'proper consideration' as to their suitability to act in such capacity via a robust recruitment process. Prospective Governors are required to indicate any major interests and to confirm their eligibility to be Governors, particularly with regard to bankruptcy or criminal convictions and will be asked to sign a ['fit and proper' persons statement](#).

Governors are required to make a declaration of personal and financial interests for themselves and any 'connected person'. A connected person (as defined by the Charities Act 2011) would normally include; a member of your immediate family, employer, or some other close personal connection e.g., someone you live with.

Declarations of personal and financial interests would normally include;

- remunerated office
- directorships/shareholdings/partnerships/trusteeships
- consultancies
- membership of other public bodies
- unremunerated posts and honorary positions
- contracts with the College
- family interests
- financial integrity and reliability
- criminal convictions or civil liabilities

College policy also requires that all Governors (excluding student governors) be subject to an enhanced Disciplinary and Barring Service (DBS) check as an ongoing qualification to their role as Governor. References will be sought for all Governor appointments.

**Register of Interests**

The Governance Professional is required to maintain a Register of Interests which is available via the College website. In order to ensure that the members of the Corporation are able to comply with these provisions, and appropriate documentation is in place as evidence, the Register of Governors' Financial and Personal Interests and their eligibility to serve as Governors will be held by the Governance Professional.

**Annual Review**

The Governance Professional will be responsible for ensuring all Governors re-state both their eligibility to serve and their registered interests on an annual basis. Governors will be asked to confirm that no change has occurred or to update their position, as required. Governors take responsibility for ensuring their interests and any changes to their eligibility are up to date and communicated to the Governance Professional at all times.

## **Other issues**

If Governors' interests/eligibility for Governorship are called into question, the Governance Professional will raise this with the Chair of the Corporation and/or the Vice-Chair who has responsibility for all membership issues and, if necessary, will seek further independent legal advice.

Any Governor who believes that they may have become ineligible to be a member, for whatever reason specified in the Instrument of Government, or who acquires an interest as specified, must notify the Governance Professional in writing immediately of the position and, where there is any query as to their position, should certainly seek advice from the Governance Professional. The Standing Orders of the Corporation specify how interests should be disclosed, and Governors are required to declare the nature and extent of their interests.

## **Senior Postholders**

In accordance with the arrangements made for senior postholders, they are also required to make a declaration of interests based on the arrangements for Governors as are other members of staff who hold substantial financial or procurement responsibilities.

## **Annual review**

All Governors and Senior Postholders are required to make an [annual declaration](#) of their eligibility to serve as a Governors, their DBS status and any relevant declarations of interest.