

VARNDEAN COLLEGE

CORPORATION COMMITTEE STRUCTURE & PROCEDURES

1. LEGISLATIVE FRAMEWORK

The Corporation and its procedures are formally constituted under Schedule 1 of statutory instrument 'The Education (Government of Further Education Corporations) (Former Sixth Form Colleges) Regulations 1992'. Its remit was specified in the Further Education Corporations (Former Sixth Form Colleges) (Replacement of Instrument and Articles of Government) Order 2007. Changes have also been effected by the Apprenticeships, Skills, Children and Learning Act 2009 and Schedule 4 of the Education Act 2011 (including the subsequent Sixth Form College Corporations (Modification of Instrument and Articles) Order No. 1 2012 with effect from 31st March 2012. The Instrument and Articles may only be modified by section 49 of the Education Act (Schedule 12) which confirms that the Governing Body has the authority to modify either the Instrument of Government or the Articles of Government or both. Articles 4 to 11 of the statutory articles of the Corporation refers to the delegation of functions and Committees and reads as follows: "The establishment of committees and delegation of functions generally".

4. (1) The Corporation may establish committees for any purpose or function, other than those assigned elsewhere in these Articles and may delegate powers to-
 - (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Principal.
- (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 and/or maintained schools, and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

The Search Committee

5. (1) The Corporation shall establish a committee, to be known as the "search committee", to advise on—
 - (a) the appointment of members (other than as a parent, staff or student member); and
 - (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 parent, staff or student member) without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee's 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 institution's website and shall be available for inspection at the institution by any person during normal office hours.
- (4) The Corporation shall review regularly all material excluded from 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 considers that the public interest in disclosure outweighs that reason.

The Audit Committee

6. (1) The Corporation shall establish a committee, to be known as the “audit committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control and risk.
- (2) The audit committee shall consist of at least three persons and may include members of staff at the institution other than those in senior posts, and shall operate in accordance with any requirements of the EFSA.

Composition of Committees

7. 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.

Access to committees by non-members and publication of minutes

8. 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 to any person wishing to inspect it, during normal office hours.

Delegable and non-delegable functions

9. 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 Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.
10. (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 Clerk or the holder of a senior post, other than as a committee of members of the Corporation.(2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.
11. The Principal may delegate functions to the holder of any other senior post or any member of the Senior Leadership Team (SLT) other than-
 - (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Principal by the Corporation.”

2. COMMITTEE STRUCTURE AT VARNDEAN COLLEGE

The full Corporation of the College meets at least once each term and, as a principal element in its business, will receive recommendations and reports in the form of minutes of its Committees. There will be regular opportunities for discussion of matters arising from these minutes. Matters recommended for approval will be itemised on the Corporation agenda.

The Committees are: 2.3.1 Audit (*Risk Management Group disbanded December 2021 and Risk responsibilities absorbed with Audit Committee terms of reference*)

2.3.2 Search & Governance

2.3.3 Finance Committee (Finance Working Group until October 2021)

2.3.4 Senior Postholders' Remuneration Committee

2.3.5 Special Committee

2.3.6 Appeals Panel

2.3.7 Accommodation Working Group (AWG)

2.1 Election of Chairs of Committees

The Committee Chairs will be appointed by the Corporation.

- i. The Chair of a Committee must be a governor or a co-optee Committee Member (NB if the Audit Committee Chair is a co-opted Committee Member, the Committee must ensure that appropriate reporting arrangements to Corporation, are in place)
- ii. The Principal and any Staff or Student Member shall not be eligible
- iii. Returning Chairs shall be eligible for reappointment
- iv. In the absence of the Chair, the Members present shall choose one of their number to act as chair: in this instance, contrary to the rules for the Corporation, the Principal or Staff Members may act pro-tem.

2.2 Rules on Composition and Quorums of Committees

1. Non-governors may be co-opted onto any Committee (except the Special Committee) and contribute to the quorum or they may be co-opted in a non-voting capacity. Such co-options should be decided by the Corporation after consideration and recommendation by the Search & Governance Committee.
2. Student Governors may not serve on Audit or Search & Governance Committees.
3. Rules on quorum apply throughout the meeting not just at the start.
4. If delegated powers are to be exercised by a committee, governors must not be in a minority.
5. Minutes should distinguish between those "present" (Committee Members), and those "in attendance" who do not contribute to the quorum. Non Governors should also be identified.

2.3 Terms of Reference of Committees

Where the Principal is unable to attend a Committee meeting, he may choose a member of the SLT to attend in his place.

2.3.1 **AUDIT COMMITTEE (last revised/approved at December 2023 Corporation – following Audit Committee recommendations)**

Membership

- Members of the Committee shall comprise Governors and may include others co-opted on to the Committee. At least one member must have relevant financial/audit experience
- The auditors shall be entitled to attend and speak at all meetings of the Committee (but not to vote) where business relevant to them is being discussed.
- The Committee may invite the Corporation’s advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- The Chair of Governors or the Principal shall not be eligible to be a Member of the Committee.
- Staff members shall not be eligible to sit on the Committee.
- Student members shall not be eligible to sit on the Committee.
- Members of the Finance Committee (prior to Autumn Term 2021, Finance Working Group), may not be Audit Committee members.
- The Principal, Deputy Principal and Vice Principal (Resources) will be invited to attend meetings.
- The quorum for meetings of the Committee shall be three members, two of whom are governors.
- In the absence of the Committee Chair, the Members attending the meeting shall select one of their number to “chair” the meeting.
- The Clerk to the Governors shall act as Clerk to the Committee.
- The Committee will usually meet at least once each term. If the Committee does not meet three times per year (once per term), an explanation must be included in the Annual Report of the Audit Committee. The auditors may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively as currently set out in the Post 16 Audit Code of Practice.
- At least once per year the Committee shall be given an opportunity to meet with its auditors in the absence of College Management to give the auditors an opportunity to raise any issues regarding College Management.
- The Committee shall operate in accordance with any requirements of government agencies and with statutory codes of practice applicable to Further Education College Audit Committees, including the Audit Code of Practice.

Function

The responsibilities of the Audit Committee are:

- 1 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 the processes for the effective and efficient use of resources (value for money), the solvency of the institution and the safeguarding of its assets.
- 2 Provide assurance to the Corporation on the College's Risk Management Strategy through a termly review of the College's risk register and an annual review of the Risk Management Strategy and report to the Corporation accordingly.
- 3 Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the auditors and establish that all such assurance providers adhere to relevant professional standards and noting that Colleges are required to re-tender for its external auditors at least every 5 years and to consider both the quality of the audit service required as well as the cost.
- 4 Inform the Corporation of any additional services provided by the auditors and explain how independence and objectivity were safeguarded.
- 5 Advise the Corporation on matters of internal control and other issues included in 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, and management's responses to these,
- 6 Monitor within agreed timescales, 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.
- 7 To advise the Corporation on the scope and objectives of the work of the auditors responsible for internal assurance; noting that this service assists the Audit Committee in ensuring that it has effectively discharged its responsibilities. To ensure effective co-ordination between the financial statements audit team and the internal assurance audit team including whether the work of the funding auditor (as applicable) should be relied upon for internal assurance purposes; To consider and advise the Corporation on the audit strategy and annual internal assurance plans;
- 8 Oversee the College's policies on Risk Management, Anti-Fraud and Irregularity, Public Interests Disclosure (Whistleblowing) and Anti-Bribery and ensure the proper and proportionate and independent investigation of all allegations and instances of fraud and irregularity; risks around fraud have been identified and controls put in place to mitigate them; that investigation outcomes are reported to the Audit Committee; that the auditors have been informed and that appropriate follow-up action has been taken and that all significant cases of fraud or suspected fraud or irregularity have been reported to the appropriate government funding body. Regarding Anti-Fraud, account should be taken of the Anti-Fraud checklist for Post-16 Providers set out in Annex D of the ESFA's Audit Code of Practice issued for 2018-2019 (and as amended annually by the ESFA) which sets out the common standard for the provision of assurance in relating to funding for post-16 providers should be considered alongside the ESFA's funding agreement with the College.
- 9 Produce an annual report for the Corporation which must include:

- a) A summary of the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report;
- b) The number of meetings held in the year, and attendance records for each Audit Committee member;
- c) Any significant matters of internal control included in the management letters and reports from auditors or other assurance providers;
- d) The Committee's view of its own effectiveness and how it has fulfilled its terms of reference;
- e) The Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk assurance, management and control, and its process for securing economy, efficiency and effectiveness.
- f) Include the date of appointment of the external auditor and the remaining term of engagement.

The Annual Report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the Annual Report and Financial Statements has been signed and must be submitted to the relevant funding body with the Annual Report and Financial Statements.

- 10 Review the College's published Annual Financial Statements, focusing particularly upon and make recommendations as appropriate to Corporation:
 - a) Any changes in accounting policies and practices;
 - b) Major judgment areas;
 - c) Significant adjustments resulting from the Financial Statements audit and any unadjusted items identified during that audit;
 - d) Compliance with accepted accounting standards and legal requirements;
- 11 To consider the development and training available to its Members and to put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
- 12 In line with best practice, the Audit Committee oversees the following additional matters: data breaches and GDPR issues.
- 13 To consider and advise the Corporation on relevant reports by the National Audit Office (NAO) and statutory funding bodies, and where appropriate, management's responses to these;
- 14 To establish, in conjunction with College Management, relevant annual performance measures and indicators and to monitor the effectiveness of the auditors and internal assurance service, through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
- 15 To review and advise the Corporation annually on the adequacy of the College's financial regulations.
- 16 To be informed of all additional services undertaken by the auditors and assurance providers.

Reporting Procedures

- The Chair of the Committee shall present a summary report of the Committee's agenda at the subsequent Corporation meeting and the minutes will be circulated to the Corporation.
- The Committee will present an annual report on its work to Corporation.

Powers

In order to exercise its role the Audit Committee shall have the power:

- 1 To investigate any activity within its terms of reference.
- 2 To seek any information or explanations it considers necessary from the auditors, governors, committees and College employees, and also relevant information from sub-contractors and other third parties.
- 3 To obtain external professional advice if required.
- 4 To go into confidential session, whenever it is appropriate to do so, and exclude any, or all, participants and observers, except the Clerk.
- 5 The Committee shall be entitled to hold a confidential discussion with the auditors in the absence of the Principal and SLT members, so that the auditors have an opportunity to raise any issues or concerns with the Committee and to take any questions or queries from the Committee which may arise.

Furthermore,

- 6 The Audit Committee has the power to authorise the commissioning of audit work on behalf of the Corporation, and to advise the Chair of Corporation accordingly.
- 7 The Audit Committee is delegated the responsibility by the Corporation of the approval and review of the Public Interests Disclosure Act Policy (Whistleblowing), the Anti-Fraud and Irregularity Policy, the Risk Management Policy and the Anti-Bribery Policy.

RISK MANAGEMENT GROUP (disbanded December 2021 Corporation Meeting and responsibilities absorbed by the Audit Committee)

2.3.2 SEARCH & GOVERNANCE

Membership

- All Governors, other than Student Members, are eligible to sit on the Search & Governance Committee.
- Members of the Committee shall comprise Governors and shall include the Chair of Corporation, the Principal and up to two other Governors.
- The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- The Chair of the Committee will be appointed by the Corporation.
- The quorum will be two Governors.
- The Clerk to the Governors shall act as Clerk to the Committee.
- The Committee will meet at least once each term.

Function

The responsibilities of the Search & Governance Committee are:

- 1 To consider and make recommendations to the Corporation on policies concerning the composition and balance of the Corporation and its Committees, and the range of member expertise and experience required.
- 2 Within policies approved by the Corporation.
 - To keep the membership of the Corporation under review.
 - To develop a 'waiting list' of potential governors.
 - To determine and apply appropriate processes for the nomination and election of staff members, student members and parent members.
 - To conduct searches and make recommendations for potential candidates for appointment as business, local authority, community and co-opted members.
- 3 To formulate and monitor policies and advise the Corporation on the induction, development and effectiveness of members.
- 4 To review the committee structure and committee membership.
- 5 To monitor and review governance matters e.g. Standing Orders, Code of Conduct, Terms of Reference, Scheme of Delegation, Registers of Interests, Declarations of Eligibility etc.
- 6 To identify major new factors affecting the Corporation and report accordingly.
- 7 To monitor and review the self-assessment of governance.

- 8 To monitor the implementation of the action plan arising from the self-assessment of governance.
- 9 To approve or recommend for approval policies as set out in the Corporation Policy Review Schedule.

Procedures

- 1.1 In finding members the Search & Governance Committee will:
 - a) Advertise on the Governance webpage.
 - b) Advertise in the local media, when necessary.
 - c) Make contact with community organisations and the LA to seek nominations.
 - d) Consider nominations from other individuals expressing an interest in joining the Corporation.
 - e) Follow agreed nomination and election procedures where appropriate.
 - f) Make available the generic job description/personnel specification attached at Appendix 1.
- 1.2 Audit the range of skills and experience of Corporation members to identify gaps.
- 1.3 On identifying potential members the Committee will:
 - a) Request a CV.
 - b) Consider the CVs of those coming forward.
 - c) Delegate to the Chair and at least one other member the responsibility of meeting the potential members to outline the work of governors and to make clear the level of commitment.
 - d) Consider each potential member in relation to the experience and expertise gaps arising from the audit referred to in paragraph 1.2.
- 1.4 The Committee, having undertaken the processes outlined in paragraphs 1.1 – 1.3, will recommend to the Corporation applicants suitable for appointment as governors or Committee co-optees.
- 1.5 When the term of office of a member is due to expire and that person is willing to continue serving on the Corporation, the options (appointment, appointment as an associate governor, co-option to a committee or no re-appointment) should be considered, taking into account their range of skills and experience, attendance record and contributions to the work of the Corporation.
- 1.6 When the term of office of a member of Search & Governance Committee is due to expire and that person is willing to continue serving on the Corporation, the options (appointment, appointment as an associate governor, co-option to a committee or no re-appointment) should be considered in the absence of the person concerned.

2.3.3 FINANCE COMMITTEE (Finance Working Group until October 2021)

Membership

At least three Governors with experience and expertise in financial matters plus the Chair of Governors and the Principal.

- Attendees: Vice-Principal (Resources)
- The quorum will be 3 Members, 2 of whom must be independent Members and not Staff (including the Principal).
- Student Governors may not be Members
- The Clerk to the Governors shall act as the Clerk to the Committee.
- The Chair of the Committee will be appointed by the Corporation. In the absence of the Committee Chair, the meeting shall select one of their number to “chair” that meeting
- The Members of the Committee may not serve on the Audit Committee.
- The Committee Membership may include co-opted Members who have the appropriate financial experience and expertise and they will have full voting rights and contribute to the quorum.
- Other Members of SLT may be invited to attend meetings where the business is relevant to them.
- The Committee may invite the Corporation’s advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee.
- Other Corporation Members may attend meetings, with the agreement of the Committee Chair, but will not have any voting rights.

Purpose/Responsibilities/Functions

1. The purpose of the Finance Committee is to facilitate the financial aspects of the Governing Body business.
2. The Committee will usually meet 3 times per year/once per term.
3. To consider, monitor and advise the Corporation as appropriate on all aspects of the Corporation’s finances, financial policies, controls and strategy, ensuring compliance with the relevant statutory funding bodies (including the ESFA Funding Agreement) and to ensure the efficient use of resources, the solvency of the institution and the safeguarding of its assets and to advise the Corporation on maximising income from all sources.
4. Consider the annual estimates of income and expenditure and make recommendations to the Corporation for approval.
5. Consider the financial forecasts and make recommendations to the Corporation for approval.
6. To consider and make recommendations to the Corporation regarding the following, taking into account the requirements of the College’s Financial Regulations:
 - a) Budget and to keep under review/monitor progress, including considering any significant expenditure over the approved budget, owing to changing circumstances
 - b) Financial forecast and to keep under review/monitor progress
 - c) Financial Dashboard
 - d) Financial objectives
 - e) Key financial performance indicators
 - f) To note the management accounts on a termly basis
 - g) Financial benchmarking information
 - h) Financial and property/estates aspects of the College’s Strategic Plan including the appointment of consultants as per the tender requirements stated within the Financial

Regulations, capital spend budgets and monitoring, together with any associated loan arrangements and to monitor progress against plans and budgets.

- i) Annual Report and Financial Statements (excluding Audit matters which are the remit of the Audit Committee)
 - j) Health and Safety matters, including environmental issues and to receive and monitor the annual Report on Health and Safety.
 - k) To review and make recommendations to Corporation annually, the College's tuition fees and charges.
 - l) Any other matters specifically referred to the Committee by the Corporation.
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- 7. To review annually and make recommendations regarding the College's Financial Regulations
 - 8. Risk assurance in respect of risks assigned to the Committee as set out in the Risk Register.
 - 9. To advise the Corporation on the use of the College's land and buildings to the College's best advantage, with reference made to the Accommodation Working Group, including the College's Accommodation/Estates Strategy.

Reporting Procedures

The Chair of the Committee shall present a summary report of the Committee's proceedings at the subsequent Corporation Meeting and the draft minutes of the meeting will be included in the Corporation Meeting papers.

2.3.4 SENIOR POSTHOLDERS' REMUNERATION COMMITTEE

MEMBERSHIP

Members of the Committee shall comprise Governors, other than the Principal, Staff or Students, and may include others co-opted onto the Committee.

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate; such persons shall not have a vote but shall be entitled to speak at the meeting.

The quorum will be two Governors

The Chair of the Committee will be appointed by the Corporation.

One of the Committee members shall take the minutes during the meeting.

The Senior Postholders and the HR Manager may be in attendance if requested by the Committee and the Committee may take advice as appropriate from the HR Department.

The Committee will meet at least once per year.

RESPONSIBILITIES/FUNCTION

The responsibilities of the Remuneration Committee are:

1. To consider and recommend policy and procedures for the appointment, grading, professional development review, suspension, dismissal and determination of the pay and conditions of the holders of senior posts and the Clerk.
2. To make recommendations to Corporation on the remuneration of Senior Postholders and to make such other recommendations to the Corporation as are deemed appropriate. Recommendations will also be based upon a satisfactory performance review and with reference to the requirements of the SPH Remuneration Policy.

2.3.5 SPECIAL COMMITTEE

The Special Committee shall consist of at least three members of the Corporation but, the Chair, Vice-Chair, Principal, staff and student members shall not be eligible for membership of it.

Function

If the dismissal of the Principal or the Clerk might be appropriate, the responsibility of the Committee is to examine the case for dismissal and make recommendations to the Corporation.

The Committee must:

- (i) Send the person concerned a written statement of the alleged conduct, characteristics or other circumstances which led to that person being considered for dismissal and afford that person a reasonable opportunity to respond to it.
- (ii) Invite the person concerned to attend a meeting with the Committee and no disciplinary action, except suspension, shall be taken against that person until that meeting has taken place.
- (iii) Receive representations at the meeting from the person concerned, including oral representations for which purpose he/she may be accompanied and represented by a colleague or union representative,
- (iv) Prepare a written report to the Corporation and copy it to the person to whom it relates within two months of the date on which the Special Committee was convened. Where this is not possible, an interim report must be completed within two months setting out a timetable for the preparation of the final report.
- (v) Notify the person concerned of that person's right to appeal to the Corporation against the Committee's decision.

Procedure

On receiving written concerns from the Chair of the Corporation, the Vice-Chair or a majority of the Corporation stating that it may be appropriate for the Corporation to dismiss a senior post-holder, the Clerk should:

- (a) Consult the Corporation's legal advisors,
- (b) Convene the Special Committee.

If the dismissal of the Clerk is the matter of concern then the Principal should act in lieu of the Clerk.

The Special Committee shall hold its first meeting within seven days of being convened.

2.3.6 APPEALS PANEL

Membership

- The membership will comprise three members of the Corporation, excluding the Chair and the Principal but normally including the Vice-Chair.

Function

The responsibilities of the Panel are:

To consider a grievance – student or staff – that it has not been possible to resolve at a lower level.

3. GENERAL CONSIDERATIONS

3.1 Attendance at Committee meetings

- (i) Any governor may attend a Committee meeting providing they are not specifically excluded from doing so in the Instrument and Articles of Government. They may make contributions to the meeting but have no voting rights.
- (ii) Members of the public may be invited to attend Committee meetings as observers subject to the approval of a written request to the Chair of the Corporation outlining the reasons for the request.
- (iii) The Clerk is entitled to attend all Committee meetings but must withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.

3.2 Access to minutes

Minutes of each Committee meeting exist as reports to the full Corporation. As such they are available to the public on request to the Clerk.

Confidential matters relating to individual staff or students or legal, planning or commercial negotiating positions are not available to the public.

2.3.7. ACCOMMODATION WORKING GROUP (AWG)

Membership

- Chair of Finance Committee, Principal and one or more other Governors
- The quorum will be three Members
- Other members of SLT will be invited to attend meetings in an ex-officio capacity as appropriate.
- The Group may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- The Chair of AWG will be appointed by the Corporation.
- The Committee will meet as necessary (to be decided according to the schedule of key decision-making points), but at least once per term.

Function

- To focus on the design and development of the North Quadrangle
- Approve on behalf of the Corporation, urgent decisions on building matters or those requiring attention between scheduled Corporation meetings.
- Decision making will need to be mindful of the College's financial regulations and where applicable will need to be subject in each case to seeking retrospective approval from the Corporation.
- Offer advice on options/issues arising from building consultant/s
- Monitor progress in the implementation of agreed building projects within agreed timescales and budgets
- Advising on other building projects and bid applications within the College's Accommodation Master Plan, as and when funding becomes available
- To deal with any other accommodation related matters as delegated by the Corporation from time to time.
- The Group has specific authority as delegated by the Corporation from time to time and it has delegated authority as set out in these terms of reference.

GOVERNOR: ROLES AND RESPONSIBILITIES

This summary provides an introduction to some of the key characteristics of governorship, a summary of the main responsibilities of the Corporation and the nature of governors' liabilities.

1. Introduction: Key Characteristics

While in some respects the role of the Corporation can be summed up as one of exercising 'oversight' of the College and its work, the term should not be taken to imply in any sense a passive or merely symbolic role.

The Corporation is accountable for the financial solvency of the College, its sound management and the quality of the service which it provides. The Corporation is also accountable for the proper use of the public funds entrusted to it. Recent Government initiatives now place a sharp focus on raising quality and standards and on ensuring equality of opportunity.

There is an important distinction to be drawn between these responsibilities and that of day-to-day management of the College, which is the job of the Principal. The Corporation establishes and maintains the framework within which the College functions. The Principal is personally accountable to the Corporation for the effective management of the College within that framework.

Sound governance requires more than simply ensuring that the books balance and that the Principal is getting on with the business of running the College within the parameters established by the governors. The College exists within a constantly changing economic and educational environment. It responds to changes in direction of government policy and anticipates changing needs in its client group.

The Corporation is actively involved in reviewing the role of the College and in planning and managing change. This activity, which is broadly referred to as strategic planning, is of key significance for the Corporation and crucial to the long-term health and success of the College. The strategic direction of the College's development should inform the decisions of the Corporation in exercising its powers and undertaking the specific duties summarised below.

2. The Powers and Duties of Governors

PRINCIPAL POWERS

The powers of the 'Corporation' are specified in section 18 of the Further and Higher Education Act 1992 (as amended). In summary the Corporation is empowered to:

- a) Provide further and higher education
- b) Supply goods or services in connection with the provision of education

These powers are known as the Corporation's "principal powers"

SUPPLEMENTARY POWERS

Under section 19 of the 1992 Act as amended, the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:

- a) the power to acquire and dispose of land and other property;
- b) the power to enter into contracts, including in particular:
 - i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
 - ii) contracts with respect to the carrying on by the Corporation of any such activities;
 - c) The power to borrow such sums as the Corporation think fit for the purposes of carrying on any activities they have power to carry on and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation, subject to the requirements of the financial memorandum.
 - d) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
 - e) power to accept gifts or money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
 - f) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants or giving prizes and
 - g) The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities for the purpose of or in connection with the carrying on of the principal powers).

The powers conferred by section 19 of the 1992 Act are known as "supplementary powers".

These powers are intended to be sufficiently broad to enable the Corporation to do everything which would normally be required to run the College. The Corporation is precluded from doing anything which lies outside this framework. If it does, there is a risk of legal challenge and possible claims against the Corporation.

2.2 Duties

The Corporation's duties are defined in the College's instrument and articles of government (article 3 (1)), a copy of which every governor receives appointment. In summary these include:

- The determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;
- 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;
- Approving the quality strategy of the Institution;
- The effective and efficient use of resources, the solvency of the Institution and the Corporation and safeguarding their assets;

- Approving annual estimates of income and expenditure;
- The appointment, grading, suspension, dismissal and determination of pay and conditions of service of the holders of senior posts and the Clerk;
- Setting the framework for the pay and conditions of service of all other staff.

In addition, the College's financial memorandum places on the Corporation and its members financial responsibilities including the management of funds, the publication and auditing of accounts and the provision of student data.

Corporation is also expected to maintain a strategic oversight of:

- Raising quality and standards;
- Widening participation;
- Ensuring equality of opportunity is embedded into all policies, programmes and actions.

Note: The distinction between governance and management is significant. The articles specify those duties allocated to the Principal for which he is accountable to the Corporation (article 3 (2)):

- Making proposals about the educational character and mission of the Institution and implementing the decisions of the Corporation;
- The determination of the Institution's academic and other activities;
- 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;
- The organisation, direction and management of the institution and leadership of the staff;
- The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of Senior Posts or the Clerk, where the Clerk is also a member of staff; and
- 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.

VARNDEAN COLLEGE - GOVERNOR JOB DESCRIPTION

POST: Member of College Corporation
REMUNERATION: Necessary expenses only
RESPONSIBLE TO: The Corporation

GENERAL DUTIES

As a Corporation member, to ensure exercise the powers defined in the Further and Higher Education Act 1992, the duties defined in the College's instrument and Articles of Government, and the responsibilities defined in the College's Financial Memorandum/Funding Agreement.

SPECIFIC TASKS

Powers

1. To exercise the 'powers' defined in the Further and Higher Education Act 1992 in, within the Corporation ensuring that the College:
 - Provides further and higher education;
 - Supplies goods and services in connection with the provision of education;
 - Is conducted as an educational institution;
 - Provides facilities necessary to support its principal powers, including boarding accommodation (where appropriate), recreational facilities for student and staff and facilities for students with learning difficulties;
 - Makes sensible decisions on the acquisition of land and other property, employment and other contracts (subject to Council approval), investment of money, acceptance of gifts, and funding of scholarships and prizes.
2. Exercise those 'powers' defined by the College's instrument and articles of government which include:
 - Determination and periodic review of the educational character and mission of the Institution and the oversight of its activities;
 - 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
 - Approving the quality strategy of the College;
 - The effective and efficient use of resources, the solvency of the Institution and the Corporation and safeguarding their assets;
 - Approving annual estimates of income and expenditure;
 - The appointment, grading, suspension, dismissal and determination of pay and conditions of service of the holders of senior posts and the Clerk;
 - Setting the framework for the pay and conditions of service of all other staff.
3. To exercise those responsibilities given in the College's Financial Memorandum including the management of funds, the publication and auditing of accounts and the provision of student data.
4. To ensure that the College's mission, ethos and direction are reflected in its strategic plan.
5. To follow the ESFA's (Education and Skills Funding Agency) agenda of raising quality and standards and of ensuring equality of opportunity.
6. To ensure policies and systems are in place to meet relevant legislation e.g. on Health and Safety, Equality and Diversity (incl. Race Relations), Child Protection, Safeguarding etc.

The job description reflects the powers, duties and responsibilities of members of the Varndean College Corporation

PERSON SPECIFICATION: CORPORATION MEMBER

1. To be eligible to act as a governor, prepared to complete the register of interest and accept the code of conduct.
2. To be prepared and able to accept responsibility for the exercise of:
 - The powers defined in the Further and Higher Education Act 1992
 - The duties defined in the College's Instrument and Articles of Government
 - The responsibilities defined in the College's Financial Memorandum/Funding Agreement
3. To demonstrate interest in:
 - Further education
 - The culture and ethos of the College
 - The complex issues associated with the operation of the College
 - The strategic planning process
 - Quality assurance, including achievement, recruitment and retention
4. To offer an area of expertise which will contribute to the structures and work of the Corporation and to offer opinions, advice and help in the light of their knowledge and understanding.
5. To be committed to:
 - Attending Corporation and appropriate committee meetings
 - Reading papers
 - Involvement in induction and training
 - Attending College events
 - Working as part of a team of Governors and to work with College Management in the best interests of the College
 - Supporting communal decisions
 - Respecting confidentiality
6. To challenge management in a constructive manner, be enquiring and supportive of others.
7. To recognise the distinction between governance and management.