

Rules and Byelaws of the Governing Body

July 2020

THE NINE PRINCIPLES OF PUBLIC LIFE

Selflessness	Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
Integrity	Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
Accountability	Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
Honesty	Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Leadership	Holders of public office should promote and support these principles by leadership and example.
Public Service	Holders of public office have a duty to act in the interests of the public body of which they are a governor and to act in accordance with the core tasks of the body.
Respect	Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

These Nine Principles of Public Life should be considered alongside the Governors' Code of Conduct on page 14.

INDEX

	PAGE
Review of the Rules & Bye-laws	3
Declaration of Eligibility	3
Instrument and Articles of Government	3-4
General Principles of Governance	5
The Collyer's Committee Structure	6
The Governing Body	7-8
The Trustees of the Collyer Endowment	8
The Clerk's Job Description	9-10
Clerk's Responsibilities where Governors act beyond their powers	11
Documentation	12
Collective and Individual Responsibility	13
Governors' Code of Conduct	14
Agenda and Minutes of Meetings	15-16
Attendance at Meetings	16
Allowances to Governors	17
Governor Involvement in Strategic Planning	17
Appointment of Senior Post Holders	17
Financial Information required by the Governing Body	18
Financial Information required by the Finance and General Purposes Committee	19
The Principal's Reports	20
Terms of Reference of the Finance and General Purposes Committee	21-22
Terms of Reference of the Audit Committee	23-24
Terms of Reference of the Quality & Curriculum Committee	25
Terms of Reference of the Nominations Committee	26
Terms of Reference of the Remuneration Committee	27
Terms of Reference of the Estates Sub-Committee	28
Terms of Reference of the Appeals Panel of the Governing Body	29
Terms of Reference of the Special Committee	30
Terms of reference of the Risk Management Group	31
Governor membership of committees and other groups	32-33

REVIEW OF THE RULES & BYE-LAWS

The Rules & Bye-laws of the Governing Body of the College of Richard Collyer shall be held by the Clerk to the Governing Body, who will provide each Governor with a hard or electronic copy.

The Governing Body shall normally review its Rules & Bye-laws at each Summer Term's meeting and the Clerk shall regularly include an agenda item to that effect.

Where a proposed change to the Rules & Bye-laws is put to the Clerk in advance of any meeting, and in time to go out with the agenda, it shall be considered at that meeting.

A proposed change to the Rules & Bye-laws tabled at a meeting of the full Governing Body may be considered at the discretion of the Chair but can only be approved at the following meeting.

A copy of the Rules & Bye-laws is available from the Clerk to the Governing Body during normal office hours at the College to any person wishing to inspect them.

DECLARATION OF ELIGIBILITY

Instrument 7 of the Instrument of Government sets out the circumstances in which a person is ineligible to be a member of the Governing Body. The Clerk is required to bring that to the attention of each member of the Governing Body before the Summer Term meeting, and each Governor is required to sign a Declaration of Eligibility and return it to the Clerk at or before that meeting.

INSTRUMENT AND ARTICLES OF GOVERNMENT

The Instrument of Government and the Articles of Government, which were both approved by the Governing Body, and subsequently the Trustees, to take effect on 13th November 2012, with further minor changes made in July 2013 and 2015, constitute the legal framework on which the operations of the College rest.

They may only be modified in accordance with Section 22 of the Further and Higher Education Act 1992 as amended by Section 49 of the Education Act (Schedule 12), which indicates that the Governing Body has the authority to modify either the Instrument of Government or the Articles of Government or both. As indicated in the Sixth Form College Corporations (Modification of Instruments and Articles of Government) Order No.5 2012 incorporated into the Instrument and Articles of November 2012 any changes will be subject to the approval of the Trustees where the changes relate to any matters which fall within the remit of the trustees as prescribed by the Scheme of Management of the Collyer Endowment.

The **Instrument** deals with the following matters:

	Page
1 Interpretation	2-3
2 Composition of the Governing Body	3
3 Transitional arrangements	3
4 Appointment of Governors	3-4
5 Election of Chair and Vice-Chair	4-5
6 Appointment of Clerk to the Governing Body	5
7 Persons Ineligible to be Governors	5-6
8 Term of office	6
9 Termination of Governorship	6-7
10 Governors not to hold interests in matters relating to the College	7
11 Meetings	7-8
12 Quorum	8
13 Proceedings of Meetings	8-9
14 Minutes	9-10
15 Public Access to Meetings	10
16 Publication of Minutes and Papers	10
17 Allowances to Governors	10
18 Copies of Instrument of Government	10
19 Change of name of the College	10
20 Amendment of Instrument of Government	11

The **Articles** deal with the following matters:

	Page
1 Interpretation	12
2 Conduct of the College	13
3 Responsibilities of Governing Body, the Principal and the Clerk	13
4 Establishment of committees and Delegation of Functions	13-14
5 Nominations Committee	14
6 Audit Committee	14
7 Composition of committees	14
8 Access to committees and publication of minutes	14
9 - 11 Delegable and non-delegable functions	15
12 – 13 Appointment and promotion of staff	15-16
14 Conduct of Staff	16
15 Academic Freedom	16
16 Grievance, suspension and disciplinary procedures	16
17 Suspension and Dismissal of Clerk	16
18 Students	16-17
19 Financial Matters	17
20 Co-operation with the EFA's Auditor (ESFA from April 17)	17
21 Internal Audit	17
22 Accounts and Audit of Accounts	17
23 Rules & Bye-laws	18
24 Copies of Articles of Government, Rules & Bye-laws	18
25 Amendment of Articles of Government	18

GENERAL PRINCIPLES OF GOVERNANCE

The Governing Body delegates to the Finance and General Purposes Committee everything for which it is responsible other than:

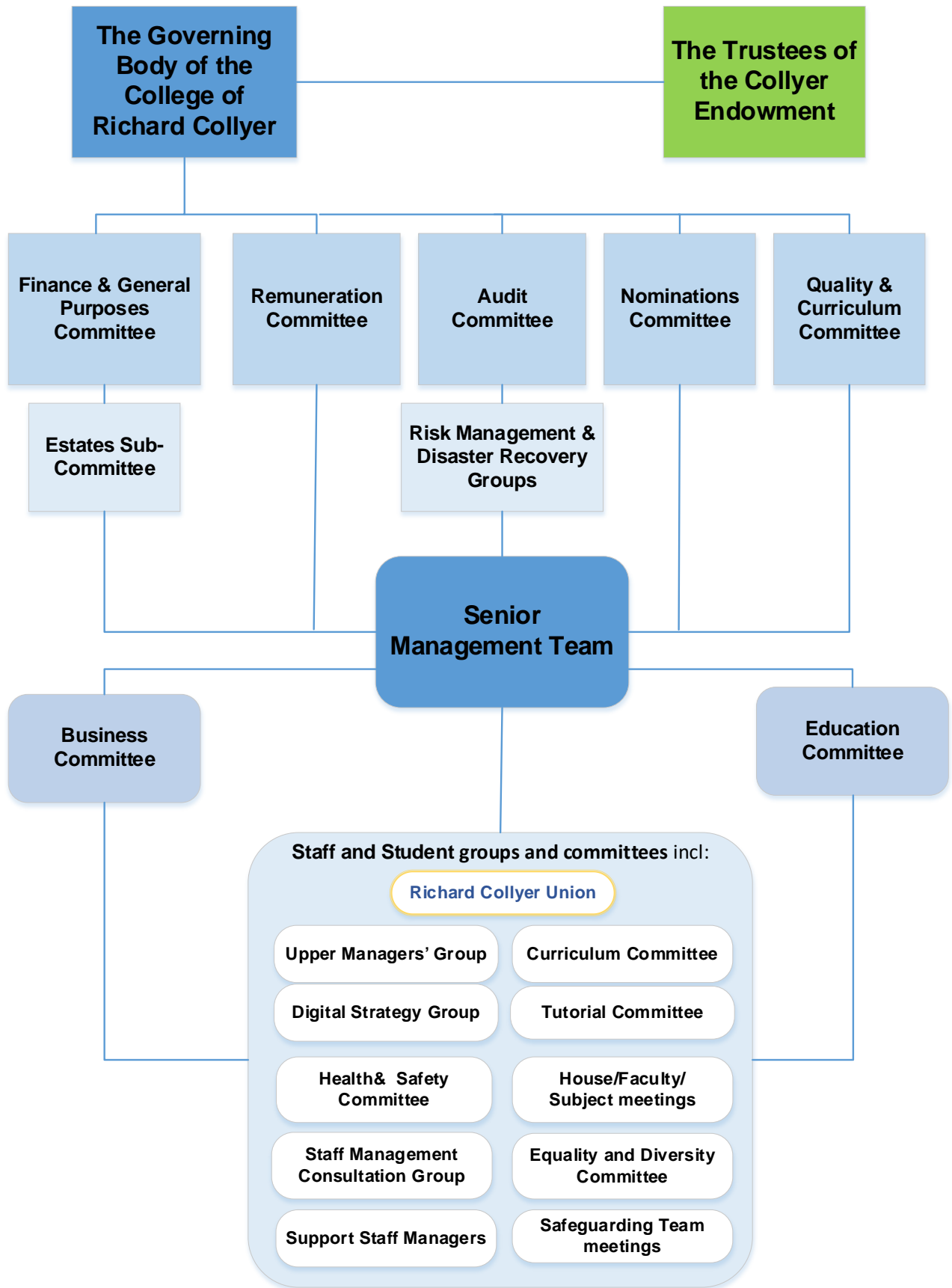
- i) matters it may not delegate, which are set out in Articles 9 & 10 of the Articles of Government
- ii) matters which it delegates to another committee
- iii) matters for which it chooses to retain direct responsibility

The Finance and General Purposes Committee monitors expenditure and sets up sub-committees as required. The sub-committees, which may include both governors and non-governors, report back to the Finance and General Purposes Committee, which in its turn reports through the Chair to the full Governing Body.

The Principal has overall responsibility for the management of the College. Together with the Senior Management Team and the wider management groups, the Principal is expected to run the College in accordance with the mission statement, policies and annual budget approved by the Governing Body. For any changes in major budget allocations the Principal is required to seek approval from the Finance and General Purposes Committee, or in an emergency from the Chair, or, in the absence of the Chair, from (one of) the Vice-Chair(s).

Members of the College staff, led by the Principal, deal with the development of the curriculum, the deployment of teaching and support staff, the care of the students, and maintenance of the premises without involving the governors in detailed decisions. The governors will, however, want to be kept informed about what is happening in all these areas and will intervene if and when they judge it to be necessary. There should seldom be a need for direct corporate action by the Governing Body, but indirect action by delegation is essential. By this delegation the Governing Body uses its employees most effectively, supervising their work, and in the last resort, intervening to ensure the College is led in a direction and in a manner which it approves.

The Collyer's Committee Structure



THE GOVERNING BODY

	Date of appointment/ reappointment	End of term of office	Number of consecutive terms of office
--	--	--------------------------	---

There are nineteen members of the Governing Body as follows:

The Vicar of Horsham, ex officio – The Revd Canon Lisa Barnett (w.e.f. 24/03/2020)

Four governors appointed by the Court of Assistants of the Mercers' Company:

Mrs Barbara Hobday	1/8/2020	31/7/2024	3
Mrs Susan Martineau	1/8/2020	31/7/2024	1
Dr Grant Powell	1/8/2019	31/7/2023	2
Mr Hugh Stafford-Smith	1/8/2017	31/7/2021	2

Eight independent governors appointed by the Governing Body

Mr Karl Banister		10/07/2019	09/07/2023	1
Miss Ann Donoghue	Vice Chair	01/08/2019	31/07/2023	2
Mr Graham Lawrence		01/08/2019	31/07/2023	2
Mr Paul Mittendorfer		24/06/2019	23/06/2023	1
Dr David Skipp	Chair	01/08/2017	31/07/2021	2
Mrs Helen Smith		01/08/2018	31/07/2022	1
Vacancy				
Vacancy				

The Principal, ex officio – Mr Dan Lodge 01/09/2020

Two staff governors:

Mr Tom Cox	30/03/2017	29/03/2021	1
Mrs Clare Ruaux	01/08/2019	31/07/2023	1

One parent governor:

Mr Dominic Wakefield	01/08/2019	31/07/2021	1
----------------------	------------	------------	---

Two student governors:

Mr Aidan Cross	23/06/2020	22/06/2021	1
Ms Lorna Macrae	23/06/2020	22/06/2021	1

Co-opted members of Committees:

Mr Geoffrey Bowley (Audit)	01/01/2017	31/12/2020	2
Mrs Sarah Ediss (Audit)	01/01/2019	31/07/2022	1
Mr Samuel Uzzell (Finance & General Purposes)	01/08/2017	31/07/2021	1

Clerk to the Governing Body Ms Nicola Whitehead

NB Bold= new

The Chair and Vice-Chair are elected annually at the Summer Term meeting and the appointment will take effect from 1st August.

A governor may not exceed four years in office without re-appointment (other than the Vicar of Horsham, the Principal, parent governor and student governor). A parent governor is appointed for two years and the student governors for one year.

If a governor is to be proposed for re-appointment at the end of the term of office, past performance will be reviewed by the appropriate body before the re-appointment takes place.

The Governing Body normally meets at least once in each term: usually in December, March and July with an additional meeting usually held end September/ early October as required.

THE TRUSTEES OF THE COLLYER ENDOWMENT

There are **six** trustees.

Three are appointed by the Court of Assistants of the Mercers' Company:

Mr Geoffrey Bowley	
Mr Christopher Clementi	Chair
Mr Peter Lane	Deputy Chair

Three are appointed by the Governors of the College of Richard Collyer in Horsham:

	End of term of office	Term
Dr David Skipp	30/10/2021	4 years
Mrs Carolyn Watson	18/12/2022	4 years
Vacancy		

The Trustees normally meet twice a year, in June and in November. A copy of the Scheme of Management is available from the Clerk.

JOB DESCRIPTION

Subject to the current agreed terms and conditions
of employment as set out in the College staff manual

Job Title: ***Clerk to the Governing Body***

Job Purpose:

- 1.To advise the Governing Body with regard to the operation of its powers**
- 2.To advise the Governing Body with regard to procedural matters**
- 3.To advise the Governing Body with regard to the conduct of its business**
- 4.To advise the Governing Body with regard to matters of governance practice**
- 5.To ensure that the Governing Body conducts its business properly, effectively and efficiently**

Accountable to: ***Governing Body***

Responsible for: PA to the Clerk

Key Responsibilities and Key Tasks:

- 1 To manage the conduct of business of the Governing Body and its committees**
 - a To administer and hold registers of attendance and interests and declarations of eligibility, notifying any whose membership lapses as a result of non-attendance or who become disqualified for some other reason;
 - b To maintain a Code of Conduct for the Governing Body;
 - c In consultation with the Chair and Principal, to plan the forward programme of meetings of the Governing Body and its Committees; identifying the main items to be taken at those meetings and liaising with those member of the Senior Staff or Governing Body members preparing papers for forthcoming meetings;
 - d To facilitate communication on Governing Body matters between the Chair, Principal and Senior Staff in the College;
 - e To arrange and summon Governing Body and Committee meetings;
 - f To ensure that adequate briefing papers and other more detailed information are sent out in sufficient time for governors to consider them in advance of meetings;
 - g Either in person, or in exceptional cases by delegation to a named individual attending all meetings of the Governing Body and its Committees, to give advice on procedure at such meetings;
 - h To produce for the Chair of any meeting draft minutes recording decisions and other matters of importance, consult with the Chair over the wording of the minutes, produce a final version, send it out in advance of the next meeting, and finally arrange for the minutes to be approved and then signed by the Chair at the next meeting;
 - i To act as correspondent for the Governing Body, including responsibility for the Governor's Handbook;
 - j To give administrative support to the Chair of the Governing Body, the Chairs of Committees, and individual Governing Body members as appropriate;
 - k To arrange for a report at each Governing Body meeting from a representative of each committee of the Governing Body - whether orally or in writing;
 - l To prepare reports on governance and other issues falling within the terms of reference of the Clerk;
 - m To make arrangements for the safe custody of the Minutes of the Governing Body and its Committees, and maintain a record of outstanding business;
 - n To liaise with the Clerk to the Trustees (where different) and the Mercers' Company;
 - o To undertake such other duties as may reasonably be required by the Governing Body.

2 To advise the Governing Body on statutory and constitutional issues

- a To advise the Governing Body and its Committees on the proper exercise of their powers and on the application of the Education Acts and other laws affecting their work;
- b To draw up for approval, and keep under review, standing orders for the conduct of the business of the Governing Body and its Committees (including the Rules & Bye-laws, Instruments & Articles of Government, and College policies);
- c To ensuring compliance with the law and the Governing Body's decision as regards access to Governing Body meetings and papers;
- d To take appropriate action if and when the Governing Body, one of its Committees or its Chair appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful;
- e To keep up-to-date on governance-related issues, inform governors if appropriate and suggest appropriate action;
- f To ensure that there is adequate indemnity insurance for members of the Governing Body and for members of its committees who are not governors.

3 To ensure that governors are appointed and replaced in accordance with the Instrument & Articles of Government

- a To undertake experience and needs analyses;
- b To advise the appropriate appointing body of vacancies;
- c To advise the Governing Body on strategies for recruiting new members;
- d To follow the procedures for appointing elected members;
- e To keep and maintain governor *curriculum vitae* and other records.

4 To co-ordinate governor training and development

- a To manage the self-assessment of governance process;
- b To undertake governor training and development needs analyses;
- c To advise on the efficiency and effectiveness of the Governing Body and its Committees;
- d In conjunction with the Principal and outside agencies, to facilitate training programmes for Governing Body members and arrange the induction of new members.

CLERK'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS

There may be occasions when the Clerk feels his /her advice is being disregarded or overruled and the Governing Body is acting inappropriately or beyond its powers. The Clerk should, in the first instance, make every effort to resolve the matter through the avenues available within the College. The Clerk may take some or all of the following steps:

- a. Ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair of the Governing Body and the Principal
- b. Ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- c. Report the matter to the next meeting of the relevant committee or full Governing Body and ensure the matter is placed in the publicly available minutes
- d. Consult the College's external auditors.

The Clerk is authorised to obtain initial legal advice on such issues without the agreement of the College management or the Governing Body. In such a case the Governing Body may decide to obtain further legal advice.

If no action results from the preceding sequence of actions and if the grounds for concern still in the Clerk's judgement present a threat to the proper governance of the College, the Clerk is authorised to refer the matter to the ESFA, and inform the Chair and the Principal that this has been done.

The Governing Body accepts that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk.

DOCUMENTATION

Each governor should have a copy of and be acquainted with:

- i) The College's Instrument of Government
- ii) The College's Articles of Government
- iii) The College's Funding Agreement
- iv) The Scheme of Management of the Collyer Endowment
- v) The Rules and Byelaws
- vi) The latest version of the College's Strategic Plan
- vii) The latest version of the College's Property Strategy
- viii) The Report and Financial Statements for the last financial year
- ix) The latest copy of the Principal's Report to the Governing Body
- x) Any other document of sufficient importance to have been sent out to all members of the Governing Body

From time to time documents may be published which need to be seen by each member of the Governing Body. The Principal is expected to decide when this is so and arrange to obtain the necessary documents and the Clerk is required to distribute them to the members of the Governing Body.

Minutes of each of the following bodies shall be available on the College website www.collyers.ac.uk (Governance section):

- (1) The Governing Body
- (2) The Finance and General Purposes Committee
- (3) The Audit Committee
- (4) The Quality and Curriculum Committee
- (5) The Nominations Committee
- (6) The Remuneration Committee
- (7) The Estates Sub-Committee

COLLECTIVE AND INDIVIDUAL RESPONSIBILITY

Collective Responsibility

Governors need to be aware of the principle of collective responsibility and bear it in mind in any public comments made about the College's business.

In response to any enquiries from the communications media, they should bear in mind that it is always correct to refer representatives from the communication media to the Chair or Principal, as appropriate. If any member of the Governing Body has occasion to communicate with the communications media about matters relating to the College then they should inform both the Chair and Principal of what has been said.

Declaration of Interests

A Register of Governors' Interests for each member of the Governing Body is kept by the Clerk, who is required to draw it to the attention of members each year at or before the Summer Term meeting. They are asked to complete a Declaration of Interests form in whatever manner seems appropriate to them.

While members of the Governing Body are entitled to complete the register in whatever manner they judge to be appropriate, bearing in mind the requirements on the one hand of individual privacy and on the other of legitimate public interest, the overriding principle has to be that if any question is raised where a member of the Governing Body knows that the non-declaration of a particular interest would not be publicly defensible, then that governor must promptly declare the interest.

"Declaration of Interests" shall be a regular agenda item at each meeting of the Governing Body, coming immediately before the approval of the minutes of the previous meeting and any matters arising from those minutes.

A copy of the *Register of Governors' Interests* is available from the Clerk to the Governing Body during normal office hours at the College to any person wishing to inspect it.

Governors who are also trustees of the Collyer Endowment need to be particularly aware of possible conflicts of interest between their responsibilities as trustees and their responsibilities as governors. They need to take care not to confuse the two roles but at the same time should seek to ensure that the knowledge and understanding they acquire in each role helps them to ensure the smooth running of the College's business. Similar principles apply to the Clerk where he/she serves both the Governing Body and Trustees of the Collyer Endowment.

Delegation of Powers

The Governing Body will only delegate power where it is possible to do so and when it deems it necessary. A scheme of delegation will supplement these rules and byelaws to provide clarity on delegated powers. This will be reviewed annually in the Summer Term.

Decisions and Voting

- a) Every question to be decided at a meeting shall be determined by a majority of the votes cast by governors present and eligible to vote on the question (including any co-optees), with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent governors are not permitted. As for meetings of the Governing Body as set out in paragraph 10(7) of the Instrument of Government, written resolutions may be passed by Committees where a physical meeting is not considered practicable. The Clerk must have the agreement of the Chair of the Governing Body or relevant Committee to reach any decision by written resolution and should, following a report to the next meeting of the relevant Committee or Governing Body, record that decision by way of the minutes in the usual way.
- b) Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote if there was a clear expression of dissent or if it was a matter of particular significance. The meeting shall decide whether the vote is taken by a show of hands or by a secret ballot.
- c) No resolution of the governors 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 of that meeting.

GOVERNORS' CODE OF CONDUCT

The Governing Body has agreed to ask its members to act in accordance with the following code of conduct:

1 Involvement

They should:

- find out as much as possible about the College.
- attend meetings regularly.
- be constructively critical.

2 Co-operation

They should:

- work with other governors and the College management for the good of the College.
- offer opinions, advice and help in the light of their knowledge and understanding.
- seek agreement, support communal decisions and respect confidentiality.

3 Attitude

They should:

- avoid claiming any authority as individuals.
- not expect that their advice as individuals will necessarily be followed.
- avoid speaking publicly on behalf of the Governing Body without authorisation.

4 Accountability

They should:

- remember that they are publicly accountable.
- avoid any private benefit from their position, and follow the College's *Guidelines in respect of the receipt or offer of Hospitality and Gifts*.
- declare any conflict of interest promptly.
- disclose any incidences of serious malpractice at the College in line with the *Public Interest Disclosure Policy and Procedures*.

In the unlikely event of a governor breaching this Code of Conduct the Chair is authorised to take appropriate action to resolve the problem. Either the Chair or the relevant governor may choose to refer the matter to the full Governing Body.

A copy of the *Governors' Code of Conduct* is available from the Clerk to the Governing Body during normal office hours at the College to any person wishing to inspect it.

AGENDA AND MINUTES OF MEETINGS

The Spring term meeting of the Governing Body should usually include the election of the Chair and Vice-Chair. Apart from that exception the meetings should normally begin with:

- Apologies for absence
- Urgent business
- Declarations of interest
- Approval of the minutes of the previous meeting
- Matters arising from the minutes
- Any elections scheduled for the meeting

Agenda

Any governor may suggest an agenda item to the Clerk, the Clerk should then refer that to the Chair and if there is any problem about inclusion of that item on the agenda, either the Chair or Clerk will refer back to the governor proposing it. The agendas of Governing Body meetings should clearly indicate the most important items on them. The final decision on items to be included in the agenda lies with the Chair.

The same principle applies to all committees of the Governing Body.

Minutes

All meetings of committees and sub-committees shall be minuted.

Part II minutes and confidential papers will be reviewed annually by the Chair of the Governing Body and the Principal using the following criteria for confidentiality:

- a) Personal information relating to an individual,
- b) Information provided in confidence by a third party who has not authorised its disclosure,
- c) Financial or other information relating to procurement decisions, including information relating to the College's negotiating position, during the course of those negotiations,
- d) Information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations,
- e) Information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Governing Body,
- f) Legal advice received from or instruction given by the College's legal advisors,
- g) Information planned in advance for publication,
- h) Information not otherwise covered above, but considered to be commercially sensitive.

They will determine whether confidentiality is maintained or not and ensure that information is released into the public domain when the criteria for confidentiality is no longer met.

All minutes will be retained indefinitely. All other papers will only be retained for seven years.

Minutes both of the Governing Body and of committee meetings are intended to provide a record of decisions taken. Recommendations should be made clearly and explicitly in the committee minutes and these, along with relevant papers, should be presented by the Chair of the committee, or his representative, in a report to the Governing Body.

The draft of any minutes shall be referred to the Chair of the meeting concerned for agreement of the wording before publication of those minutes to members.

The agreed minutes shall then be signed by the Chair at the next meeting of the committee.

Publication of Minutes and Agenda

Minutes of the Governing Body and of all its committees, whether or not they have yet been approved, should be sent to all members of the Governing Body a week before the next meeting. If any meetings take place within that week, the minutes may be tabled at the meeting of the Governing Body or, failing that, the Chair of the committee in question should make a verbal report. Non-confidential minutes of

Governing Body meetings and committee meetings are published on the Collyer's website. Minutes of meetings of the Governing Body and its committees are available from the Clerk to the Governing Body during normal office hours at the College to any person wishing to inspect them.

Once draft minutes are approved by the Chair of a meeting, they should be placed in the minutes file, as well as being sent out to members. Once the minutes are approved by the Governing Body, the approved minutes should replace the draft.

ATTENDANCE AT MEETINGS

Attendance at and participation in meetings of the Governing Body and its committees and sub-committees is seen by the Governing Body as an important element in the fulfilment of members' responsibilities.

As per Instrument 1h) of the College's Instruments and Articles, a "meeting" - be it one of the Governing Body or one of its committees- includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar. The Chair should ensure that all persons participating in the meeting can hear each other so as to constitute presence in person at such a meeting. Such a presence will entitle that member to vote and be counted in a quorum.

The Governing Body and each of its committees and sub-committees are required to keep a register of attendance to be signed by members at each meeting where present in person. The Clerk is responsible for the administration and custody of the registers. Where meetings are held remotely, the minutes will serve as the sole record of attendance.

The Principal attends meetings of the Governing Body except as set down in Instrument 13(5) (a), (b) and (c) of the Instrument of Government.

The Principal is a member of the Finance and General Purposes Committee and is entitled to attend all other Governing Body committee meetings except as set down in Instrument 13(5) (a), (b) and (c) of the Instrument of Government.

The Finance Director is expected to attend those meetings, or those parts of meetings, of the Governing Body, its committees and sub-committees at which financial matters are being considered.

The Clerk is expected to attend and to clerk meetings of the Governing Body and also committee meetings if required to do so by the Chair of the Governing Body except as set down in Instrument 13(10) of the Instrument of Government.

Persons who are not members of the Governing Body may attend meetings of the Governing Body only on the invitation of the Chair.

Persons who are not members of Governing Body committees may attend meetings of those committees only if invited to do so by the Chair of the relevant committee.

Committee members shall be elected by the Governing Body at its Summer Term meeting to include Chairs and Deputy Chairs of each Committee. If both the Chair and Deputy Chair of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as Chair for that meeting.

Governors may apply in writing to the Chair of the Governing Body for a leave of absence of up to 12 months if they are unable to fulfill the attendance requirement because of unforeseen or unavoidable circumstances. A governor shall not be included in the attendance figures during the leave of absence, but shall respond to reasonable requests from the Clerk or the Governing Body during the period. The leave of absence will not affect the term of office of the governor.

ALLOWANCES TO GOVERNORS

Whilst the Governing Body are not able to pay allowances which remunerate governors for their services as governors as governed by charity law, governors are entitled to claim travel and subsistence allowances in line with College rates. Details and claim forms are available from the Clerk to the Governing Body.

GOVERNOR INVOLVEMENT IN STRATEGIC PLANNING

Each term the Principal's Report should include some reference to the College's progress in implementing the strategic plan;

There should be an annual strategic and quality improvement planning day in the Autumn Term for all governors and staff;

The Quality Improvement Plan should be reviewed annually to ensure consistency with the Two/Three-year Financial Forecast and the Risk Register.

APPOINTMENT OF SENIOR POST HOLDERS

Article 12 sets out the arrangements for the appointment of the Principal or any other senior post holder. It is the wish of the Governing Body that the post of Principal will be advertised nationally in all instances.

The Governing Body will also generally advertise a vacancy in any other senior post unless they agree a recommendation of the Remuneration Committee that there is a good reason to seek, at least in the first instance, to recruit internally. They will be guided by their duties under charity law to act in the best interest of students. Reasons might include more effective delivery through restructuring of the senior management team, stability if there were several concurrent senior management team changes or simply timely internal recruitment if there were a strong field. However no SPH post will be *reserved* for internal recruitment.

The Remuneration Committee will also make recommendations to the Governing Body on the terms of any advertisement (including the job description, person specification and any salary and employment package details to be included). That Committee will also make recommendations on the constitution of the Selection Panel in line with Article 12 and taking into account appropriate skills and experience.

The selection panel for the appointment of Principal shall comprise at least five members of the Board and shall include the Chair or the Vice-Chair or both, and at least one member appointed by the Court of Assistants. For any other senior post the panel shall comprise the Principal and at least two other members of the Board and be chaired by an independent governor. Neither staff or student members (nor the Principal in the case of the Principal's successor's appointment), will normally be eligible for appointment to the formal selection panel unless authorised by a resolution of the Governing Body.

The selection panel will be convened irrespective of the number of candidates in order to ensure that the candidate meets the criteria for the post. Selection will be made on the basis of the best candidate for the job respecting the principles of equality and diversity and employment law. Article 12(4) details the options where a suitable candidate is not found. If this is the case from an internal selection process for a senior post holder, there will be national advertising for the post.

FINANCIAL INFORMATION REQUIRED BY THE GOVERNING BODY

The governors require that the Principal shall provide them with the following financial information at the time and in the form required by the Education and Skills Funding Agency (ESFA):

The Autumn Term

September/October

12 month management accounts (for previous financial year)

December

The Report and Financial Statements which constitute the End of Year Accounts, for the College's previous financial year from 1st August until 31st July. These shall be presented to the Governing Body for approval and signed by both the Chair and the Principal before they are sent to the ESFA.

Cumulative quarterly Actuals plus forecasts:

Income and Expenditure Account, Balance Sheet and Cashflow Statement.

Financial Report

Commentary and Performance Indicators on the latest monthly accounts as submitted to the Senior Management Team and the Finance & General Purposes Committee.

Annual Cashflow Forecast for the current financial year.

The Spring Term

The Mid-Year Up-date of the Financial Forecast for the current year. This is an annual mid-year up-date of that part of the rolling Three-Year Financial Forecast which applies to the current financial year. This is to be presented to the Governing Body for endorsement.

Cumulative quarterly Actuals plus forecasts:

Income and Expenditure Account, Balance Sheet and Cashflow Statement.

Financial Report

Commentary and Performance Indicators on the latest monthly accounts as submitted to the Senior Management Team and the Finance & General Purposes Committee.

The Summer Term

The Two/Three-Year Financial Forecast for the two or three years (subject to the requirements of the ESFA) starting on the 1st August immediately following the Summer Term meeting of the Governing Body. This shall be presented to the Governing Body for approval and signed by the Principal before it is sent to the ESFA.

Annual Cashflow Forecast for the next financial year.

The Budget proposed by the Finance and General Purposes Committee for the next financial year. This is incorporated within the Three-Year Financial Forecast.

Cumulative quarterly Actuals plus forecasts:

Income and Expenditure Account, Balance Sheet and Cashflow Statement.

Financial Report

Commentary and Performance Indicators on the latest monthly accounts as submitted to the Senior Management Team and the Finance & General Purposes Committee.

**FINANCIAL INFORMATION REQUIRED BY THE
FINANCE AND GENERAL PURPOSES COMMITTEE**

	Management Accounts	Other Financial Reports
November	3 month (C)	(P) Draft Report and Financial Statement
February/ March	6 month (C)	(C) Mid-year Update Forecast +
June	9 month (C)	(N) Provisional Budget (N) Provisional Forecast + following year

P - Previous Year
C - Current Year

N - Next Year
+ - ESFA requirement

Management Accounts comprise:-

- a) Cumulative Income and Expenditure, Balance Sheet and Cashflow Statement
- b) Finance Report and Performance Indicators

THE PRINCIPAL'S REPORTS

The governors require that the Principal should produce for them a report each term, including information as follows:

The Autumn Term

- Targets and Key Performance Indicators
- Information relating to student numbers and the admission of new students
- Examination results for the previous summer expanding on the KPI data
- College's progress in implementing the strategic plan
- Staffing report: starters and leavers
- Curriculum matters
- Any other matters of current importance

The Spring Term

- Targets and Key Performance Indicators
- College's progress in implementing the strategic plan
- Staffing report: starters and leavers
- Student destinations, including entry to Higher Education
- Information about Work experience, Progression and Careers advice and guidance
 - An annual report from:
 - the Director of Learning Resources
 - the Staff Development Manager
 - the ILT Manager
- Any information required to up-date the Autumn Term report
- Any other matters of current importance
- Dates for remainder of calendar year
- Health and Safety Annual Report

The Summer Term

- Targets and Key Performance Indicators
- College's progress in implementing the strategic plan
- Annual staff review: starters and leavers
- An annual Faculty report from Heads of Faculty
- An annual House report from Heads of House
- Annual reports from 4A's, Equality & Diversity, Safeguarding (including Prevent), and Teaching and Learning
- A report on Sports Results and activities throughout the College year
- Annual reports from the RCU (Student Council) and Parents' Forum
- Any information required to update the Autumn and Spring Term reports
- Any other matters of current importance

The Principal is required to let each of the governors have a copy of any report.

Terms of reference of
THE FINANCE AND GENERAL PURPOSES COMMITTEE
OF THE GOVERNING BODY

Aim

The purpose of the Finance and General Purposes Committee is to facilitate the transaction of the business of the College.

Membership

The members of the Committee are the Chair or Vice Chair of the Governing Body, who is also Chair of the Finance and General Purposes Committee, the Principal and five other governors elected annually at the Summer Term meeting by the full Governing Body, one of whom shall also be elected at that meeting as the Deputy Chair of the Committee.

The Clerk will service the committee. The Finance Director will normally be present at that point of any meeting at which the budget, a quarterly statement or a report which has financial implications is considered. The Deputy Principal will normally be present for any discussion concerning his remit with regard to the business and operations aspects of the College.

The Committee may decide to co-opt other persons from time to time as appropriate. A co-opted member will have full voting rights and may contribute to the quorum of three members so long as they remain in the minority.

A quorum shall be three members.

Responsibilities

The Finance and General Purposes Committee will monitor on behalf of the Governing Body those functions for which it is responsible and which it may not delegate. The Committee shall:

	Articles of Government
1 Make recommendations to the Governing Body about the educational character and mission of the College.	3(1)(a) and 9(1)(a)
2 Consider the annual estimates of income and expenditure and in the light of that consideration make recommendations to the Governing Body about the approval of those estimates.	3(1)(d) and 9(1)(b)
3 Make recommendations to the Governing Body about how best to ensure the solvency of the College and safeguard its assets.	3(1)(c) and 9(1)(c)
4 Monitor whether the College plans and conducts its financial and academic affairs to enable it to produce a surplus in each year.	-
5 Consider the financial forecasts and make recommendations to the Governing Body for approval in principle.	-
6 Consider the effect on the Balance Sheet of material financial transactions and report issues of significance to the Governing Body.	-

The Finance and General Purposes Committee will be responsible for those functions which the Governing Body may delegate. The Committee shall:

	Articles of Government
1. Determine how best to oversee the activities of the College and monitor publication of the arrangements for obtaining the views of staff and students on the educational character and mission of the college.	3(1)(a) and (aa)
2. Ensure the effective and efficient use of the College's resources.	3(1)(b)
3. Review financial performance against budget each month.	-
4. Monitor any capital projects including the award of contracts involving expenditure of between £75k and £150k (and making recommendations to the Governing Body on any contract over £150k)	-
5. Consider the College's investment and borrowing policy.	-
6. Determine the framework for the appointment, grading, appraisal, suspension and pay and conditions of service of all other staff.	3(1)(f)
7. Require the Principal to produce a pay policy in accordance with that framework and to oversee the operation of that policy.	-
8. Receive recommendations from other committees of the Governing Body, review their financial implications and pass comment to the Governing Body.	-
9. Receive reports from the Chair (or his representative) of the College's Health & Safety Committee, & Estates Sub-committee and Staff Management Consultation Group.	-
10. Consider and make recommendations on any other financial or general matters referred to it by the Governing Body or the Principal.	-

Responsibilities are delegated to the Principal in accordance with articles 3(2) and 11 of the Articles of Government.

Meetings

The Finance and General Purposes Committee will meet regularly, and the Clerk will normally arrange at least one meeting each term unless the Committee directs otherwise.

Minutes

The minutes of the Finance and General Purposes Committee will be produced by the Clerk to the Governing Body and must be sent to the members of the Committee at least seven clear days before the next meeting and to all members of the Governing Body at least seven clear days before the next meeting of that body.

Sub-Committee

The Finance and General Purposes Committee may from time to time set up ad hoc sub-committees. It determines the terms of reference and the membership of those committees which may include both governors and non-governors.

Decisions taken in setting up sub-committees and in establishing their terms of reference and membership shall be circulated to all governors for approval at the next meeting of the Governing Body. After approval by the Governing Body they shall be included in the Rules & Bye-laws.

Sub-committees will report back to the Finance and General Purposes Committee as soon as they conveniently can after meeting. They will be responsible for the production of their own minutes, which must be sent to all members of the Governing Body at least seven clear days before the next meeting of that body.

Terms of reference of

THE AUDIT COMMITTEE OF THE GOVERNING BODY

1. To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the College's audit arrangements, risk management and control and framework of governance, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets;
2. To advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors, and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards;
3. To inform the Governing Body of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
4. To advise the Governing Body on the scope and objectives of the work of the financial statements and regularity auditors and other assurance providers, including internal auditors;
5. To ensure effective coordination between the financial statements and regularity auditors and other assurance providers, including internal auditors;
6. To consider and advise the Governing Body on the audit strategy and annual internal audit plans;
7. To monitor, within agreed timescales, the implementation of agreed 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;
8. To consider and advise the Governing Body on relevant reports by the National Audit Office (NAO), the Education and Skills Funding Agency (ESFA) and other funding bodies, and, where appropriate, management's response to these;
9. To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the financial statements and regularity auditors against these, as well as establish similar proportionate measures for any other audit and assurance services, and to decide, based on such reviews, whether a competition for price and quality of the audit services is appropriate;
10. To produce an annual report for the Governing Body, which should summarise 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, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. The report should also include the committee's view of its own effectiveness and how it has fulfilled its terms of reference as well as the committee's opinion on the effectiveness of the College's audit arrangements, framework of governance, risk management and control and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the Governing Body before the Statement of Corporate Governance and Internal Control in the accounts is signed and then to the ESFA with the annual accounts;
11. 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 investigation outcomes are reported to the Committee, that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud are reported to the appropriate funding body; and
12. To recommend the annual financial statements to the Governing Body for approval.

In order to exercise its role the Audit Committee has the power:

- 1 To investigate any activity within its terms of reference.
- 2 To seek any information or explanations it requires from whatever source to fulfil its remit (including the financial statements and regularity auditors, internal and other assurance

providers, governors, committees and College employees, plus relevant information from sub-contractors and other third parties).

- 3 To obtain external professional advice.
- 4 To go into confidential session, whenever it is appropriate to do so, and exclude any, or all, participants and observers.

Membership

There shall be six members of the Audit Committee elected annually at the Summer Term meeting of the full Governing Body. At least four of them shall be governors, and at least one shall be a co-opted member with if possible relevant audit experience. A co-opted member will have full voting rights and may contribute to the quorum so long as the co-optee(s) remain in the minority.

The Chair and Deputy Chair shall be elected annually at the Summer Term meeting of the Governing Body. The elected Chair should not be a co-opted member. The Audit Committee should appoint a governor to feed back issues from the committee to the Governing Body in the absence of the Chair.

A quorum shall be three members of whom at least two shall be governors.

Neither Members of the Finance and General Purposes Committee, nor a staff governor or the Chair of the Governing Body shall be members of the Audit Committee.

No member of the committee should work for a firm which provides the College with banking, insurance or audit services.

Proceedings

The committee should normally meet at least once a term and the timing and content of its meetings should reflect, as far as possible, the planning and reporting cycles of internal, financial statement and funding audits (where appropriate).

The Principal and the Finance Director should normally be present at meetings of the Audit Committee, but they should not take part in the committee's decision-making and there may be occasions when the committee may wish to meet without them present.

The Clerk will service the Audit Committee.

The person(s) responsible for the provision of the internal audit service (where appointed) shall be entitled to attend every meeting of the committee, shall have a free right of access to the Chair of the committee, and shall have the right to ask the Chair to convene a meeting.

The person responsible for the provision of the financial statements and regularity audits shall attend at least the Autumn Term meeting of the committee, shall have a free right of access to the Chair of the Committee, and shall have the right to ask the Chair to convene a meeting.

THE QUALITY AND CURRICULUM COMMITTEE **OF THE GOVERNING BODY**

Aim

The aim of the Quality and Curriculum Committee is to review and develop the processes and outcomes related to self-assessment and development planning of the College and to advise the Governing Body and the Senior Management Team on matters relating to the quality of the learner experience.

Membership

The members of the Quality and Curriculum Committee shall be:

Between four and six members of the Governing Body plus the Student Governors, a staff governor and Principal. The Vice Principals (Curriculum) and (Pastoral) will also usually be present for the meetings.

The governor members shall be elected annually at the Summer Term meeting of the full Governing Body. The Chair and his/her deputy shall be governor members who shall be elected annually at that same meeting.

The Committee may decide to co-opt other persons from time to time as appropriate. A co-opted member will have full voting rights and may contribute to the quorum so long as the co-optee(s) remain in the minority.

The Clerk will service the Committee.

A quorum shall be four members.

Responsibilities

The responsibilities of the Quality and Curriculum Committee are:

1. To advise the Governing Body and management on the framework for quality assurance in the College;
2. To review and approve the quality assurance and curriculum policy and procedures;
3. To monitor and review performance indicators for all aspects of the College;
4. To review the process by which the cross-College and curriculum area self-assessment reports are produced;
5. To advise the Governing Body and management on quality issues relating to development planning;
6. To monitor the implementation of development plans arising from self-assessment reports;
7. To advise the Governing Body on the policy for the admission of students;
8. To monitor policies and reports in respect of equality and diversity and safeguarding.

Meetings

The Quality and Curriculum Committee will meet at least once in each term.

Terms of reference of

THE NOMINATIONS COMMITTEE

Function

The functions of the Nominations Committee are to

- a) Make recommendations to the Governing Body on:
 - i) proposed modifications to the Instrument of Government (in accordance with section 29 of the Further and Higher Education Act 1992) and proposed modifications to the Articles of Government. (Ref Article of Government 9(1)(f))
 - ii) the governance quality improvement plan arising from the self-assessment of governance;
 - iii) the composition and balance of the Governing Body and its Committees including Chairs and deputies;
 - iv) the appointment/non-appointment, suspension, or dismissal of a governor;

- b) Determine:
 - v) the procedures for appointment or re-appointment of governors by the Governing Body;
 - vi) the skills and experience required by governors and advise the Governing Body whether appropriate to advertise, consult with interested bodies or use other forms of canvassing to identify persons wishing to serve as a governor and implement accordingly;
 - vii) the policy and programme for the training and development of governors including the induction for new governors;
 - viii) performance indicators for governance and monitor progress against them

The Nominations Committee will also make recommendations to the Court of Assistants of the Mercers' Company, where appropriate, on the composition and balance of the Governing Body and on the procedures for appointment or re-appointment of governors.

Membership

The members of the Nominations Committee shall be:

- The Chair of the Governing Body (or his/her delegate)
- The Vice Chair of the Governing Body (or his/her delegate)
- The Principal
- At least one further governor (appointed by the Governing Body)

Where possible, the governor members should be representative of both Mercer and Governing Body appointees.

A quorum shall be three members.

The Committee may decide to co-opt other persons from time to time as appropriate. A co-opted member will have full voting rights and may contribute to the quorum so long as the co-optee(s) remain in the minority.

The Chair shall be one of the governor members (excluding the Principal) elected annually at the Summer Term meeting of the Governing Body.

Proceedings

At least one meeting will be held each year.

The Committee will be clerked by the Clerk to the Governing Body.

Terms of reference of

THE REMUNERATION COMMITTEE

Function

The Remuneration Committee will review and make recommendations to the Governing Body on:

- i) succession planning and the policy and procedures for the recruitment and if necessary dismissal, of senior postholders and the Clerk;
- ii) the grading, appraisal, suspension and pay and conditions of service of the holders of senior posts and the Clerk ;
- iii) the annual remuneration of the holders of senior posts and Clerk on the basis of the appraisal and review of targets undertaken by the Chair of the Governing Body.
- iv) any severance arrangements in the event of early termination of employment of the holders of senior posts and the Clerk;
- v) the recommendations of the Principal with regard to the remuneration of the senior management team taking account of their annual appraisal and the College's Pay Policy;
- vi) any other relevant matters delegated by the Governing Body from time to time.

NB Any financial implications of the above will be advised to the Finance and General Purposes Committee – prior to recommendation to the Governing Body - as a recommendation of the total monies required to ensure that these are within the budget;

Membership

The members of the Committee shall be the Chair of the Governing Body and at least two other Governors, at least one of whom should be a member of the Finance and General Purposes Committee. The Chair shall be one of the governor members (excluding the Chair of the Governing Body) elected annually at the Summer Term meeting of the Governing Body.

The Principal will normally be in attendance to present the recommendations on senior management pay, other than that of the Principal, and for any other agenda items at the Committee's request.

The Committee may decide to co-opt other persons with appropriate expertise from time to time as appropriate. A co-opted member will have full voting rights and may contribute to the quorum so long as they remain in the minority.

A quorum shall be two members.

Meetings

The Remuneration Committee will meet at least annually and as required.

Minutes

The Clerk will service the committee. Formal minutes will be taken of all meetings. Decisions on remuneration will be recorded in a confidential minute by a member of the committee who will act as clerk for that part of the meeting.

Minutes must be sent to the members of the Committee at least seven clear days before the next meeting and to all members of the Governing Body at least seven clear days before the next meeting of that body.

A report of the Committee's work will be published in the College's Financial Statements as will information about the remuneration of key management personnel.

Terms of reference of
THE ESTATES SUB-COMMITTEE

Function

The functions of the Estates Sub-committee are:

- a) To advise the Trustees of the Collyer Endowment and the Finance and General Purposes Committee of the Governing Body on matters related to the College's buildings and grounds.
- b) To take such action as it may be empowered to take by the Trustees and the Governing Body.
- c) Within the powers delegated by the Governing Body, to implement the brief for capital projects, as defined by the Governing Body by:
 - i) Appointing consultants following receipt of fee bids
 - ii) Approving the design of capital projects and ensuring appropriate statutory approvals are obtained
 - iii) Approving the detailed grant applications and supporting information for submission to the ESFA and other organisations and monitoring these grant applications
 - iv) Advising on the project cost plan, cash flow and pre-contract & construction programmes
 - v) Reviewing the progress of capital projects through regular reports from the Principal, the Finance Director and the appointed advisers
 - vi) Evaluating the project (including the performance of the principal consultants and contractors engaged in the project) after completion.
- d)
 - i) Instigate condition surveys on College property at regular intervals;
 - ii) Prioritise maintenance work and minor projects, agree budgets with the Finance Director and monitor progress of work on the ground.
- e) To receive regular reports and minutes of the College's Health & Safety Committee

Membership

The members of the Estates Sub-committee shall be:

- Two governors, to include the Principal;
 - Deputy Principal;
 - Finance Director;
 - Estates Manager/Health and Safety Officer;
 - Two further members who shall be either governors or co-optees;
 - Such others as the Governing Body may from time to time co-opt.
- The governor(s) shall be elected annually at the Summer Term meeting of the full Governing Body; The Chair shall be a governor member who shall be elected annually at the Governing Body meeting in the Summer Term. A quorum shall be three members of whom at least one should be a governor.

Proceedings

The Sub-committee shall meet from time to time as circumstances require.

The Clerk will service the Estates Sub-committee.

The Chair of the Estates Sub-committee shall report back to the Finance & General Purposes Committee.

Terms of reference of

THE APPEALS PANEL OF THE GOVERNING BODY

Role

The Appeals Panel will hear appeals in accordance with the principles set out in the College's Appeals procedures relating to the College's Complaints Policy, Managing Change Policy or Staff Capability, Staff Disciplinary or Grievance Policies, as appropriate.

Membership

The membership of that panel shall be determined for the occasion as set out in the College's Appeal procedures.

A quorum shall be three members.

Proceedings

The Appeals Panel will meet to hear appeals in line with the College's Appeals procedures.

Meetings of the Panel will be clerked by the Clerk to the Governing Body or an alternate agreed by the Panel.

Terms of reference of
THE SPECIAL COMMITTEE

Function

The functions of the Special Committee are:

- a) To examine and determine the case for the dismissal of a senior post holder referred to the Committee by the Chair of the Governing Body, a Vice-Chair of the Governing Body, the Remuneration Committee or a majority of the members of the Governing Body.
- b) To send a written statement of the alleged conduct, characteristics or other circumstances which led to that senior post holder being considered for dismissal and that person shall be afforded a reasonable opportunity to respond to it.
- c) To invite the senior post holder to attend a meeting and no disciplinary action, except suspension, shall be taken against that person until that meeting has taken place.
- d) To give the person whose dismissal is to be considered the right to make representations at the meeting. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied by a colleague or union representative.
- e) After hearing or reading any such representations, to take such action as it considers appropriate, which may include dismissal, and communicate its decision to the senior post holder concerned, notifying that person of that person's right to appeal against it, without unreasonable delay.

Membership

There shall be three members of the Special Committee elected annually at the Summer Term meeting of the full Governing Body.

The Chair of the Governing Body (and at least one Vice-Chair) of the Governing Body, the Principal, the staff member and the student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee. No person may sit on the Committee unless they are a member of the Governing Body.

The Chair shall be elected by the Committee.

A quorum shall be two members.

The Committee shall convene a meeting as soon as practicable after a reference to it and, in any event, within 7 days.

The Clerk to the Governing Body or an alternate agreed by the Committee will service the Committee.

Terms of reference of the
RISK MANAGEMENT GROUP

Functions

The functions of the Risk Management Group are:

1. To implement policies on risk management and internal control.
2. To identify and evaluate the significant risks faced by the College for consideration by the Governing Body.
3. To provide adequate information in a timely manner to the Governing Body and its committees on the status of risks and controls.
4. To undertake an annual review of effectiveness of the system of internal control and provide a report to the Governing Body. To prepare a new risk management action plan for each new academic year.
5. To ensure that risk management processes add value to the College and contribute to its development

Membership

The members of the Risk Management Group shall be:

Two members of the Audit Committee (appointed by the Governing Body)
Principal (the nominated Risk Management Co-ordinator)
Deputy Principal
Vice Principal (Curriculum)
Vice Principal (Pastoral)
Finance Director
Clerk to the Governing Body
Health & Safety Officer
Network Manager
Director of Information Services
Estates Manager
HR Manager
Finance Manager
4As Programme Manager

A quorum shall be six members.

Role of the Risk Management Co-ordinator

1. To take overall responsibility for the administration and implementation of the risk management process.
2. To provide advice and support to colleagues within the broader College and to governors as appropriate.
3. To provide impetus and drive to the risk management process to ensure the implementation timetable is achieved.
4. To ensure risk management and its processes are disseminated and become embedded throughout the College.
5. To consider ways in which risk management processes can add value to the College

Proceedings

At least two meetings will be held each year. The Principal will Chair the meetings. The PA/ Vice Principal (Curriculum) will act as minuting secretary.

GOVERNOR MEMBERSHIP OF COMMITTEES AND OTHER GROUPS

Terms of Reference

1. The Governing Body	-
2. The Trustees of the Collyer Endowment	-
3. The Finance and General Purposes Committee	p.21-22
4. The Audit Committee	p.23-24
5. The Quality and Curriculum Committee	p.25
6. The Nominations Committee	p.26
7. The Remuneration Committee	p.27
8. Estates Sub-committee	p.28
9. The Appeals Panel	p.29
10. Special Committee	p.30
11. Risk Management Group	p.31

C= Chair **VC=Vice-Chair** **✓ =Member** **+=Attendee**

Governors	1 GB	2 Tru- stee	3 FGP	4 Aud	5 QC	6 Noms	7 Rem	8 ESC	9 App	10 Sp Com	11 Risk Man Grp
Mr K Banister	✓			✓							
Mr T Cox (Staff)	✓		✓					✓			
Mrs A Donoghue	VC		C			VC	VC				
Mrs B Hobday	✓					C	C		✓	✓	
Mr G Lawrence	✓		VC			✓		C		✓	
Mrs S Martineau	✓			✓							
Mr P Mittendorfer	✓		✓								
Dr G Powell	✓				VC					✓	
Mrs C Ruaux (Staff)	✓				✓				✓		
Dr D Skipp	C	✓	✓		C	✓	✓		✓		
Mrs H Smith	✓				✓						
Mr H Stafford-Smith	✓			C							✓
Mr D Wakefield (Parent)	✓				✓				✓		
Principal	✓	+	✓	+	✓	✓	(+)	✓			C
Students x 2	✓				✓						
Vicar of Horsham	✓				✓						
Vacancy											
Vacancy											

Non Governors & SMT	1 GB	2 Trustee	3 FGP	4 Aud	5 QC	6 Noms	7 Rem	8 ESC	9 App	10 Sp Com	11 Risk Man Grp
Mr G Bowley		✓		VC							
Mr C P Clementi		C									
Mr I F Dumbleton	+	+	+	+				✓			✓
Mrs S Ediss				✓							✓
Mr R Hussey	+		+ (HR)		+						✓
Ms A S John	+				✓						✓
Mr P L R Lane		VC									
Mr S Martell	+		+					✓			✓
Mr S Uzzell			✓								
Ms C Watson		✓									