



# **Rules and Byelaws of the Governing Body**

**July 2023**

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## **INSTRUMENT AND ARTICLES OF GOVERNMENT AND RULES AND BYELAWS**

### **The Instrument and Articles**

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 13 November 2012, with further minor changes made in July 2013,-2015, 2016 and 2019 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 current Scheme of Management of the Collyer Endowment.

### **Rules and Byelaws**

The Governing Body shall have the power to make Rules and Byelaws relating to the government and conduct of the College and these Rules and Byelaws shall be subject to the provisions of the Instrument of Government and Articles.

The Rules and Byelaws of the Governing Body shall be held by the Clerk to the Governing Body, who will provide each Governor with a hard or electronic copy. A copy is available during office hours to any person wishing to inspect them and in addition on the College website.

The Governing Body shall normally review its Rules and Byelaws 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 and Byelaws 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 and Byelaws tabled at a meeting of the Governing Body may be considered at the discretion of the Chair but can only be approved at the following meeting.

### **Impact of ONS reclassification**

On the 29 November 2022, the ONS took a decision to reclassify colleges back into the public sector for financial and accounting purposes with immediate effect. A new College Financial Handbook is expected from the ESFA in the next academic year and some bitesize guidance has been released in the interim. The Governing Body and its committees will be required to consider decisions, processes and policies in the context of reclassification and with a view to HM Treasury's [Managing Public Money \(MPM\)](#) framework and other central government guidance.

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

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

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## **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 and 10
- 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 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, strategies, 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 absolute emergency which cannot be resolved by written resolution, from the Chair, or, in the absence of the Chair, from the Deputy Chair. The Governors require that the Principal should produce for them a report each term.

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.

### **Delegation of Powers**

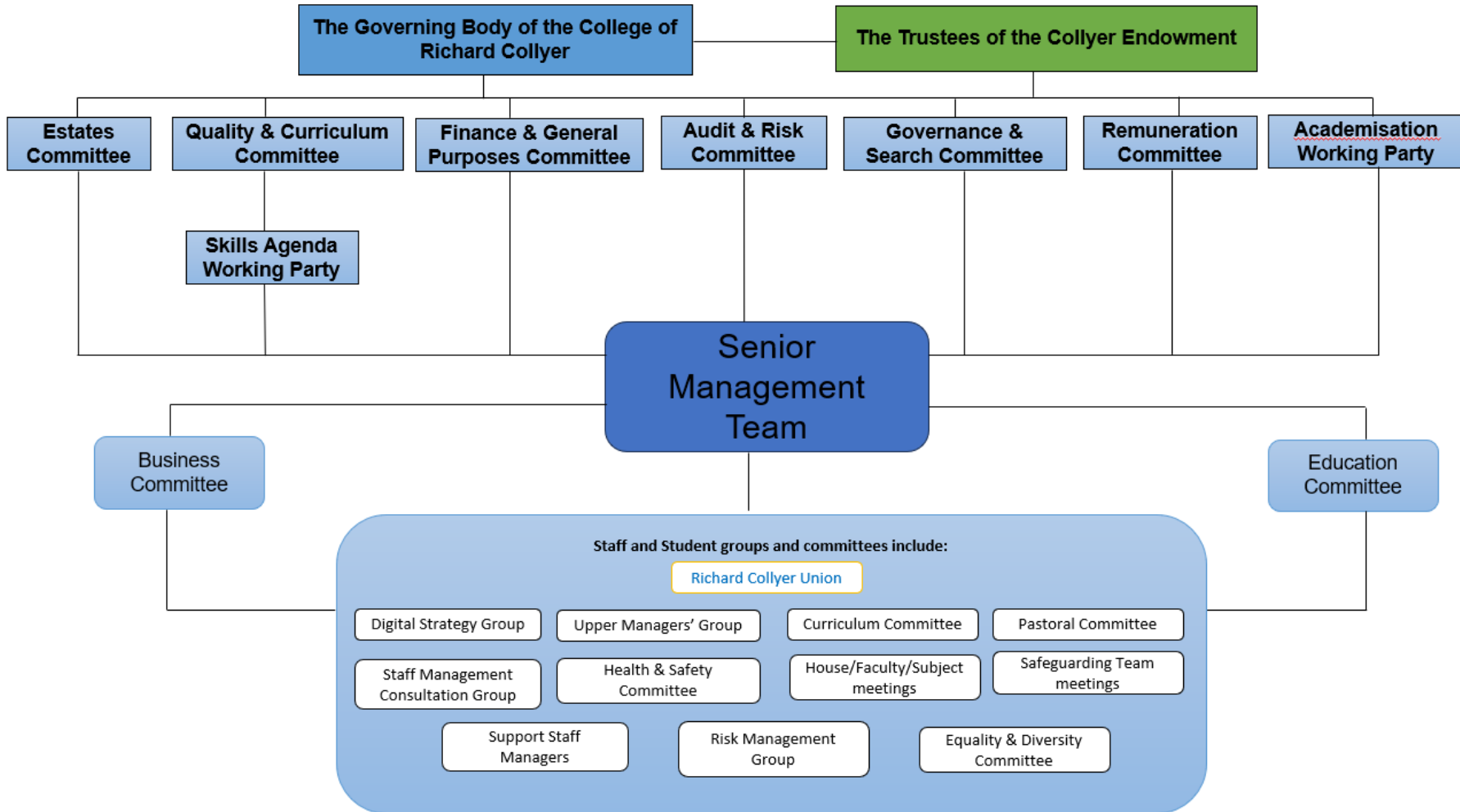
The Governing Body will only delegate power where it is possible to do so and when it deems it necessary. A Scheme of Delegation will supplement these Rules and Byelaws to provide clarity on delegated powers. This will be reviewed annually in the summer term.

### **Governors' Code of Conduct**

The Governing Body expects its members to act in accordance with the agreed Code of Conduct which should be signed on appointment or reappointment thereafter.

### **The Responsibility of the Clerk to the Governing Body**

The Clerk is responsible for managing the conduct of business of the Governing Body and its committees and ensuring the Governing Body conducts its business properly, effectively and efficiently. This includes advising the Governing Body on statutory and constitutional issues, managing appointments and co-ordinating training and development.



## THE GOVERNING BODY

**There are nineteen members of the Governing Body as follows:**

Ex-officio:

The Vicar of Horsham - The Revd Canon Lisa Barnett (24/03/2020)

The Principal – Dan Lodge (01/09/2020)

	Current start date	End date	Consecutive terms
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### **Four Governors appointed by the Court of Assistants of The Mercers' Company:**

Dr Grant Powell	01/08/2023	31/07/2024	2 + 1 year
Barbara Hobday	01/08/2020	31/07/2024	3
Susan Martineau	01/08/2020	31/07/2024	1
Teddy Bridges	01/01/2023	31/12/2026	1

### **Eight independent Governors appointed by the Governing Body:**

Graham Lawrence [Chair]	01/08/2023	31/07/2024	2 + 1 year
Ann Donoghue [Deputy Chair]	01/08/2023	31/07/2024	2 + 1 year
Karl Banister	10/07/2023	09/07/2027	2
Paul Mittendorfer	24/06/2023	23/06/2027	2
Helen Smith	01/08/2022	31/07/2026	2
Dom Valente	01/08/2022	31/07/2026	1
Steven Allen	01/01/2023	31/12/2026	1
Governor vacancy			

### **Two Staff Governors [elected]:**

Clare Ruaux	01/08/2023	31/07/2027	2
Will Power	01/04/2021	31/03/2025	1

### **One Parent Governor [elected]:**

Beverley Valley	01/08/2023	31/07/2025	2
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### **Two Student Governors [elected]:**

James Yandell	17/05/2022	16/05/2024	1
Christina Smeu	17/05/2022	16/05/2024	1

### **Co-opted members of committees appointed by the Governing Body:**

Dominic Wakefield (F&GP/ Estates)	01/08/2021	31/07/2025	1
Sarah Ediss (Audit & Risk)	01/08/2022	31/07/2026	2
Co-optee vacancy			

**Clerk to the Governing Body**

*Russha Sellings*

*Approved July 2023*

## THE TRUSTEES OF THE COLLYER ENDOWMENT

There are **six** Trustees

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

Christopher Clementi	Chair	[Term ends: 18/12/2024]
Peter Lane	Deputy Chair	[Term ends: 07/11/2023]
Teddy Bridges		[Term ends: 13/07/2027]

Mr Geoffrey Bowley		[Term ends: 30/10/2024]
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Three are appointed by the Governors of the College of Richard Collyer:

Mr Graham Lawrence		[Term ends: 31/07/2025]
Dr David Skipp		[Term ends: 30/10/2025]
Trustee vacancy		

The Trustees normally meet twice a year, in June and December/January.



**GOVERNOR MEMBERSHIP OF COMMITTEES AND OTHER GROUPS**

C= Chair

DC=Deputy-Chair

✓=Member

+ =Attendee

<b>Governors</b>	<b>1 GB</b>	<b>2 Trust</b>	<b>3 FGP</b>	<b>4 AR</b>	<b>5 QC</b>	<b>6 GS</b>	<b>7 Rem</b>	<b>8 Est</b>	<b>9 App</b>	<b>10 SpC</b>	<b>11 Skills WP</b>	<b>12 Acad WP</b>
Steve Allen	✓				✓	✓		C				
VACANCY (TBC)												
Karl Banister	✓			DC								
Teddy Bridges	✓	✓	✓									
Ann Donoghue	DC		C			DC	DC		✓			
Barbara Hobday	✓		✓ (HR)			C	C			✓		✓
Graham Lawrence	C	✓	✓			✓	✓		✓			C
Susan Martineau	✓			✓								
Paul Mittendorfer	✓		✓								✓	
Grant Powell	✓				C	✓			✓	✓		✓
Will Power (Staff)	✓				✓							
Clare Ruaux (Staff)	✓		✓									✓
Helen Smith	✓				DC			✓			C	
Dom Valente	✓			C		✓				✓		✓
Bev Valley (Parent)	✓				✓						✓	
Principal	✓	+	✓	+	✓	✓	(+)	✓				✓
Students x 2	✓				✓							
Vicar of Horsham	✓											

<b>Co-optees</b>	<b>1 GB</b>	<b>2 Trust</b>	<b>3 FGP</b>	<b>4 AR</b>	<b>5 QC</b>	<b>6 GS</b>	<b>7 Rem</b>	<b>8 Est</b>	<b>9 App</b>	<b>10 SpC</b>	<b>11 Skills WP</b>	<b>12 Acad WP</b>
Sarah Ediss				✓								
Dominic Wakefield			✓					DC				
VACANCY (TBC)								✓				

<b>Trustees / SMT</b>	<b>1 GB</b>	<b>2 Trust</b>	<b>3 FGP</b>	<b>4 AR</b>	<b>5 QC</b>	<b>6 GS</b>	<b>7 Rem</b>	<b>8 Est</b>	<b>9 App</b>	<b>10 SpC</b>	<b>11 Skills WP</b>	<b>12 Acad WP</b>
Geoff Bowley		DC										
Chris Clementi		<b>C</b>										
<i>Ian Dumbleton</i>	+	+	+	+				✓				
<i>Rob Hussey</i>	+				+						✓	
<i>Andrea John</i>	+				+						✓	
<i>Steve Martell</i>	+		+					✓				✓

## **ELEGIBILITY AND DECISION MAKING**

### **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 to the attention of each member of the Governing Body annually, the requirement to check and reconfirm they remain eligible.

The Chair and Deputy/deputies are elected annually, usually at the spring or summer term meeting, and the appointment will take effect from 1 August.

A Governor may not exceed four years in office without re-appointment (other than the Vicar of Horsham and the Principal). 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 and best practice will be taken into account 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.

### **Decisions and Voting**

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.

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.

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.

### **Conflicts of Interest**

The College has a policy on conflicts of interests which details the process of collecting and recording Governors' interests; Governors are required to complete this on an annual basis. Declarations of interest will also be a standing item on each agenda. A copy of the Register is available from the Clerk to the Governing Body during normal office hours for anyone wishing to inspect it.

## **DOCUMENTATION**

Each Governor should have access to 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 Constitution of the Collyer Endowment
- v) The Rules and Byelaws
- vi) The Governors' Code of Conduct
- vii) The latest version of the College's Strategic Plan
- viii) The latest versions of the College's Property, Finance and People Strategies
- ix) The Report and Financial Statements for the last financial year
- x) The latest copy of the Principal's Report to the Governing Body
- xi) 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.

Non-confidential minutes of each of the Governing Body and its committees shall be available on the College website [www.collyers.ac.uk](http://www.collyers.ac.uk) (Governance section).

### **Meeting documentation**

Meetings should normally begin with:

- Apologies for absence
- Declarations of interest
- Urgent business
- 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 as required in line with the principles of the General Data Protection Regulations and best practice guidance for the sector.

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 generally be signed by the Chair at the next meeting of the committee. However their approval, as recorded in the minutes of the subsequent meeting, is a sufficient alternative to their signing.

### **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 or Committee, 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 quorum is defined as 8 Governors, with at least one being Mercer appointed.

The minutes of Governing Body and committee meetings will record the attendance of members.

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 College Strategic Plan, 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 Deputy 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 1 August until 31 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 and 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 and General Purposes Committee.

### **The Summer Term**

**The Two/Three-Year Financial Forecast** including cashflow for the next two/three years (subject to the requirements of the ESFA) starting on the 1 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.

**The Budget** proposed by the Finance and General Purposes Committee for the next financial year. This is incorporated within the Two/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 and General Purposes Committee.



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

	<b>Management Accounts</b>	<b>Other Financial Reports</b>
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 (including budget, forecast and any variances as well as a Year on Year comparison), Balance Sheet and Cashflow Statement
- b) Finance Report and Performance Indicators e.g. cash days in hand, current ratio, reserves

Monthly management accounts shall in any event be shared with the Chair of the Finance and General Purposes Committee and may also be required by the Committee and/or Governing Body on request.

**TERMS AND 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 Deputy Chair of the Governing Body, the Principal and five other Governors elected annually at the summer term meeting by the Governing Body.

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.	-
7. Monitor and review the College Strategic Plan and other resource strategy plans, endorsing these to the Governing Body and approving any directorate business strategies.	-
8. Ensure decisions, processes and policies where relevant are guided by MPM guidance since reclassification of colleges to the public sector.	-

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

	<b>Articles of Government</b>
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. Receive recommendations from the Estates Committee on capital projects including the award of contracts involving expenditure of between 100k and £200k (and making recommendations to the Governing Body on any contract over £200k)	-
5. Consider the College's investment and borrowing policy with reference to the relevant consents required to fulfil the obligations of the MPM framework.	-
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. Disclose any severance payments made in bandings during the financial year, as well as the value of any special severance payments.	-
9. Receive recommendations from other committees of the Governing Body, review their financial implications and pass comment to the Governing Body.	-
10. Receive reports from the Chair (or their representative) of the College's Health & Safety Committee, Estates and Staff Management Consultation Group.	-
11. 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.

### **Proceedings**

The Finance and General Purposes Committee will meet regularly.

The Clerk will service the Finance and General Purposes and the Clerk will normally arrange at least one meeting each term with an additional meeting in the summer term focussed solely on HR matters.

### **Sub-Committees**

The Finance and General Purposes Committee may from time to time set up ad hoc quality-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 AND RISK COMMITTEE  
OF THE GOVERNING BODY**

**Aim**

The core purpose of the Audit and Risk Committee is to scrutinise the robustness of the control framework and to assess its application in practice as a requirement of the College's Funding Agreement and also specifically to ensure policies, procedures and approval processes comply with the obligations of Managing Public Money (MPM).

**Membership**

There shall be at least three and up to four members of the Audit and Risk Committee elected annually at the summer term meeting of the Governing Body. The Chair and their deputy shall be Governor members who shall be elected annually at that same meeting. The majority 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.

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.

**Responsibilities**

1. To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance which may include the board assurance framework, risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets;
2. To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
3. To advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal auditor (where applicable) and any other assurance providers, and establish that all such assurance providers adhere to relevant professional standards;
4. To inform the Governing Body of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and any other audit and assurance providers and explain how independence and objectivity are safeguarded;
5. To ensure that a policy is in place for regular retendering of the external audit service;
6. To review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales;
7. (As applicable) to notify ESFA immediately of either: the resignation of auditors (providing a copy to the ESFA of an explanation from the auditors); or their removal by the Governing Body before the expiry of their term of office with the reasons for that decision.
8. To oversee the College's policies on and processes around fraud, irregularity, impropriety and whistleblowing, management of conflicts and risk management and internal control to ensure:
  - The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
  - That investigation outcomes are reported to the Audit and Risk Committee.
  - That the external auditor (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned.
  - That all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible.

- Risks around fraud have been identified and controls put in place to mitigate them.
  - An assessment of the comprehensiveness, reliability and integrity of assurances including the college's governance, risk management and internal control framework.
9. To oversee the adoption of systems of control and risk management that promote value for money, efficient use of the capital estate and technology, meet mandatory audit requirements, and produce accurate and quality-assured college data.
10. To produce an annual report for the Governing Body, summarising the Committee's activities relating to the financial year under review, including:
- A summary of the work undertaken by the Committee during the year.
  - The number of the meetings held in the year (to include an explanation where at least three meetings were not held), and attendance records for each member.
  - Any significant issues arising up to the date of preparation of the report.
  - Any significant matters of internal control included in the reports of audit and assurance providers.
  - Details of the date of appointment of the external auditors and the remaining term.
  - The Committee's view of its own effectiveness and how it has fulfilled its terms of reference.
  - The Committee's opinion on the adequacy and effectiveness of the Governing Body's assurance arrangements, assurance over subcontracting (as applicable), framework of governance, risk management and control processes for the effective and efficient use of resource, solvency and the safeguarding of assets.

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.

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

1. To scrutinise any activity within its terms of reference which may involve engaging a third party to assist.
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 subcontractors 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.

**Proceedings**

The Committee should normally meet at least once per 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 and Risk 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 Committee should not adopt an executive role. The Clerk will service the Audit and Risk Committee.

The person(s) responsible for the provision of audit services (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.

**TERMS OF REFERENCE OF**  
**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 be present for the meetings.

The Governor members shall be elected annually at the summer term meeting of the Governing Body. The Chair and their 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.

A quorum shall be four members from the total membership body.

**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.
9. To consider the statutory aspects of the requirements relating to the Skills reforms (S52B) including the impact on curriculum planning and the production of an annual Accountability Statement and triennial Strategic Review, reporting back to the Governing Body.

**Proceedings**

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

**TERMS OF REFERENCE OF**  
**THE GOVERNANCE AND SEARCH COMMITTEE**  
**OF THE GOVERNING BODY**

**Aim**

The purpose of the Governance and Search Committee is to consider aspects of the quality of governance practice and make recommendations on appointments with a focus on succession.

**Membership**

The members of the Governance and Search Committee shall be:

- The Chair of the Governing Body (or their delegate);
- The Deputy Chair of the Governing Body (or their delegate);
- The Principal;
- Committee Chairs (or their delegates)

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

A quorum shall be three members.

The Chair shall be one of the Governor members (excluding the Principal) elected annually at the summer term meeting of the Governing Body.

**Responsibilities**

The functions of the Governance and Search Committee are to: -

1. Make recommendations to the Governing Body on:
  - 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))
  - The composition and balance of the Governing Body and its committees including Chairs and deputies;
  - The appointment/non-appointment, suspension, or dismissal of a Governor;
  - The governance quality improvement plan arising from the self-assessment of governance;
  - The arrangements for a triennial external governance review (EGR), making recommendations to the Governing Body on a suitable, independent reviewer.
  
2. Determine:
  - The procedures for appointment or re-appointment of Governors by the Governing Body;
  - The skills and experience required by Governors, advising the Governing Body on appropriate succession and implementation accordingly;
  - The policy and programme for the training and development of Governors including the induction for new Governors;
  - Performance indicators for governance and monitor progress against them.

The Governance and Search 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.

**Proceedings**

The Committee will meet once per term.

The Clerk will service the Governance and Search Committee.

**TERMS OF REFERENCE OF**  
**THE REMUNERATION COMMITTEE**  
**OF THE GOVERNING BODY**

**Aim**

The purpose of the Remuneration Committee is to consider the performance management and remuneration of Senior Postholders (SPHs), SMT and the Clerk and make pay recommendations to the Finance and General Purposes Committee.

**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, at least one of whom shall be the Chair of the Governing Body.

**Responsibilities**

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

1. Succession planning and the policy and procedures for the recruitment and if necessary dismissal, of senior postholders and the Clerk;
2. The grading, appraisal, suspension and pay and conditions of service of the holders of senior posts and the Clerk ;
3. 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.
4. Any severance arrangements in the event of early termination of employment of the holders of senior posts and the Clerk;
5. 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;
6. 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.

The Committee will take regard to ESFA guidance specifically related to senior pay controls issued since reclassification to ensure adherence with the principles of MPM. This also includes seeking consent for compensation and severance payments and ex-gratia payments for SPHs where applicable.

**Proceedings**

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

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.

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 COMMITTEE OF THE GOVERNING BODY**

#### **Aim**

The purpose of the Estates Committee is to oversee the development and progress of the College's Estates related strategies, as well as to monitor and seek assurance on relevant Estates, H&S and environmental matters. Primarily, this will be for a set period during the development of the estates masterplan.

#### **Membership**

The members of the Estates Committee shall be:

- A minimum of four Governors and Co-optees, to include the Principal with a mix of suitable skills;
- Such others as the Governing Body may from time to time co-opt;
- The Deputy Principal, Finance Director, Estates Masterplan and Estates Managers, H&S Officer.

Governor members shall be elected annually at the summer term meeting of the 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 two should be Governors.

#### **Responsibilities**

The responsibilities of the Estates Committee are:

1. To oversee and monitor development of the College Estates Masterplan, Property Strategy and Sustainability Policy and corresponding Action Plan.
2. To ensure systems are in place to secure good value for money in capital projects, including overseeing arrangements for procurement of services (operating within the College's Financial Regulations).
3. To monitor the appointment of advisors, consultants and contractors in relation to capital projects.
4. Approving the overall design of capital projects ensuring the relevant statutory approvals have been obtained.
5. To oversee and monitor the progress and impact of major capital projects including Risk Assessments/Registers.
6. Evaluating the project (including the performance of the principal consultants and contractors engaged in the project) after completion.
7. To receive regular reports on capital receipts and expenditure and agree priorities for capital spending, based on future needs, condition surveys and management of risk.
8. To consider sources of funding for the estates masterplan and approve or make recommendations on grant funding and other bids for Condition Improvement Funding (CIF).
9. Prioritise maintenance work and minor projects, agree budgets with the Finance Director and monitor progress of work.
10. Instigate condition surveys on College property at regular intervals.
11. Ensure the College obtains a suitable level of buildings insurance.
12. To receive regular reports and minutes of the College's Health & Safety Committee including the Health and Safety annual report, reporting to the Governing Body.
13. To consider strategic environmental matters and proposals.
14. Report to the Finance and General Purposes Committee on relevant areas of spending and to make recommendations within the limits of the College's Financial Regulations.
15. Report to the Audit and Risk Committee, highlighting any areas of concern or unexpected impact.
16. Advise the Trustees of the Collyer Endowment on relevant matters related to land and buildings.

#### **Proceedings**

The Committee shall meet four times per year and from time to time as circumstances require. The Clerk will service the Estates 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 AND REFERENCE OF**

### **THE SPECIAL COMMITTEE OF THE GOVERNING BODY**

#### **Role**

The functions of the Special Committee are:

1. 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, the Deputy Chair of the Governing Body, the Remuneration Committee or a majority of the members of the Governing Body.
2. 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.
3. 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.
4. 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.
5. 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 Governing Body.

The Chair of the Governing Body and the Deputy 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.

#### **Proceedings**

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.