

Standing Orders and Scheme of Delegation

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Introduction

1. This policy forms part of the governance framework, setting out conduct at Governing Board, Standing Committee and formally constituted Working Party meetings at St Helens College. It also details the delegatory framework.
2. These Standing Orders and Scheme of Delegation are intended to be supplementary to the Instrument and Articles of Government set out in The Further Education Corporations (Former Further Education Colleges) Modification of Instruments and Articles of Government) Order 2012. If any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.

Definitions

In these Standing Orders:

- “Articles” means the Articles of Government of the College
- “associate Governor” refers to Governors who provide specific skills for a period of time and individuals who are due to be appointed to fill a vacancy when there are no formal vacancies at that time.
- any reference to “the CEO/Principal” shall include a person acting as the CEO/Principal
- “the Clerk” means the Clerk to the Corporation/Governance Director.
- “co-opted Governor” refers to independent Committee members who are not members of the Corporation
- “the Corporation” means the Governing Board of the College.
- “the College” means St Helens College which the Corporation is established to conduct and any college for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992(I).
- “electronic format” means a document that is sent or supplied by electronic means (including email or fax) or by any other means within an electronic form (for example, through the use of Microsoft Teams). A document that is sent or supplied by electronic form must be sent or supplied in a form, and by a means, that the sender or supplier reasonably considers will enable the recipient to read it and retain a copy of it.
- “Instrument” means the Instrument of Government of the College
- “meeting” includes a meeting at which the members attending are present in more than one room, provided that by the use of telephone and video-conferencing facilities it is possible for every person present at the meeting to communicate with each other.
- “necessary skills” means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have.
- “the Secretary of State” means the Secretary of State for Education.

- “staff matters” means the remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of staff.
- “the students’ union” means any association of students formed to further the educational purposes of the College and the interests of students, as students.
- “staff Governor” and “student Governor” have the meanings given to them in Clause 2 of the Instrument.

Membership of the Corporation

3. The total number of Governors, terms of office and eligibility is determined within the College’s Instrument and Articles and includes staff and student Governor representation.

4. Appointments will be made in accordance with the Governor Recruitment and Selection Policy.

5. Appointments are based on the skills required to undertake the role as set out in the Governor role description. Induction, mandatory training, and a personal development plan may be put in place to support an individual following appointment.

Appointment of Chair and Vice-Chair

6. The Corporation approves a Chair and up to two Vice-Chairs for the duration of their term of office. On expiry of their term of office, the individual may be eligible for reappointment up to the maximum tenure allowed within the Instrument and Articles of Government.

7. Role descriptions for the Chair and a Vice Chair are approved by the Search and Governance Committee. The Committee recommends nominations to the Governing Board.

8. Governors are invited to discuss any intention they have for future nominations as Chair or Vice Chair of the Corporation or any committee in discussions with the current Chair of Governors or the Clerk. The Search and Governance Committee will also seek to identify Governors who may have the appropriate skills.

9. A Vice-Chair may assume the Chair role for a maximum period of six months before the Corporation is required to appoint a permanent Chair. If the Chair or Vice-Chair resign or are removed from office, nominations for their replacement will be made at the next available Corporation meeting.

Eligibility to serve as a Governor

10. Prior to appointment and then annually at the start of the academic year thereafter, Governors will be required to declare their eligibility to service. It is the responsibility of the individual Governors to inform the Clerk immediately should any matter arise during the year that may impact on their eligibility to serve.

Terms of office

11. Terms of office for external Governors are set out in the Instrument. By exception and following a recommendation from the Search and Governance Committee, the Corporation may resolve to extend an individual's term if it meets the requirements of its adopted code of governance.

12. The CEO/Principal (ex-officio member) shall serve for their period of appointment as CEO/Principal.

13. Staff Governors may serve the same terms of office as an external Governor.

14. Student Governors may serve for one academic year but are eligible for reappointment for as long as they remain enrolled at the College.

Termination of membership

15. Should the Corporation consider it appropriate to remove a Governor or co-opted member from office under Clause 8(2) of the Instrument, the procedure for removal of a Governor from office shall apply.

Requirements of appointment

16. Governor responsibilities are set out in statute. Governors should conduct themselves in line with the principles laid down by the Committee on Standards in Public Life (the Nolan Principles), the Charity Commission's 'the Essential Trustee' and the College's Values.

17. Governors must sign to confirm that they will be bound by the Code of Conduct adopted by the Governing Board.

18. Each Governor must declare any financial, business, or personal interest which, if publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. Governors are required to complete a declaration of interest form prior to appointment and at the start of each academic year thereafter. Details provided on the form will be entered into the College's register of interests, which must be made available on request. The register is maintained by the Clerk.

19. Governors must complete a Personal Information Consent form for the purpose of registration with the Office for Students.

20. Governors are subject to Disclosure and Barring Service (DBS) clearance.

21. Governors are bound by the requirements of the College's Gifts and Hospitality Policy

Quorum

22. The quorum of the Corporation is set out in the Instrument.

23. A quorum for a Standing Committee is set out in its terms of reference and approved by the Governing Board.

24. The Clerk, through the Chair, shall be responsible for the closure of a meeting should it become inquorate at any point. In some circumstances and subject to agreement by the Chair, the meeting may continue on an informal basis however formal decisions will need to be taken to the next meeting for consideration. If an urgent decision is required between meetings, the urgent between meeting decision process (Appendix 1) shall be used.

Attendance at meetings

25. Governors and the Clerk are the only individuals entitled to attend all Corporation meetings.

26. Employees and external stakeholders may be invited to attend some or all of the meeting, subject to agreement from the relevant Chair, to ensure the Corporation or Committee has access to information and advice.

27. Through the Chair, or Clerk, the Corporation may ask any attendee to withdraw from the meeting for reasons set out within the Instrument.

28. The minutes shall hold an accurate record of attendance. The Clerk will include in the minutes a reference to Governors who join the meeting after the start or who leave it prior to the end of business.

29. All Governors are expected to achieve the performance target of 80% across all Corporation and Committee meetings. Regular reports on attendance at Corporation and Committee meetings by individual Governors will be made to the Search & Governance Committee, with appropriate action taken to address any issues.

30. A schedule of meetings will be made publicly available.

Public access to meetings

31. Members of the public or the press are not to be allowed to attend Corporation or Committee meetings as observers, (unless invited to do so), apart from any public meetings that the College may hold.

32. Where a member of the public or press is given observer status at a public meeting of the Governing Board, the Chair will stress that certain items of business may be regarded as confidential. In such cases the person will be required to withdraw from the meeting.

33. Unless specifically invited to do so, members of the public and the press do not have speaking rights at any time during a meeting of the Governing Board.

34. If there is any form of disruption by observers, the Chair has the authority to suspend the meeting.

35. When it is possible to reconvene the meeting, the Corporation will consider the withdrawal of the invitation to the members of the public and/or press to attend the meeting. The decision of the Corporation in such matters is final.

36. Any Governor may attend any Standing Committee meeting as an observer, subject to the rules within the Instruments and Articles of Government and these Standing Orders.

Convening meetings and order of business

37. The Clerk shall prepare into the agenda for each meeting of the relevant Corporation or Committee all business which requires to be brought before the Governor and in addition such matters as may be ordered by the Chair.

38. The Clerk is responsible for calling all meetings, compiling agendas, and drafting minutes.

39. All agenda packs will be dispatched, where possible, not less than seven calendar days prior to the scheduled meeting. All reports must be marked for decision or information and contain a clear recommendation.

40. Chairs may call a non-scheduled meeting, via the Clerk, giving less than seven days' notice if the matter demands urgent consideration.

41. All agendas will include:

- presentation in a standard format
- apologies for absence
- declarations of interest
- the minutes of the previous meeting for approval
- matters arising from the minutes
- any other business
- date and time of next meeting

- confidential or non-confidential identification.

42. No items will be considered under the agenda item of ‘Any Other Business’ unless the Chair has previously consented, or it is a matter of such urgency that they cannot wait until the next meeting. If appropriate, the Chair will seek the support of the assembled Governors to defer consideration of the item to another appropriate time.

43. Prior notice should be given to the Clerk and Corporation or Committee chair on items for any other business. This should include the subject and reason for urgent consideration.

Proceedings of meetings

44. The Corporation/Committees will seek to reach a decision by consensus but, should the need arise, a question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of those Governors present and voting on the question. It is often the case, however, that the Governors present are clearly unanimous and thus it is not necessary to conduct a vote.

45. The normal way of voting will be by a show of hands. If a majority of Governors present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.

46. No resolution by the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

47. All members of the Corporation/Committees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

48. All Governors should act and vote only in the best interest of the College and not on behalf of any constituency or interest group.

49. At any time during a discussion a Governor may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or these Standing Orders and/or another recognised authority are being ignored. The Governor raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair. The ruling of the Chair after the advice of the Clerk has been obtained will be final and shall not be challenged further at the meeting.

50. All discussions at meetings of the Corporation will be conducted through the Chair.

51. Governors and any other attendees at Corporation or Committee meetings are required to respect the right of others to express their personal views although nothing should be said or done which could bring the College into disrepute or undermine its reputation.

Emergency action

52. Should an urgent matter arise between meetings that is the responsibility of the Corporation and it is not possible to convene an Extraordinary Corporation Meeting, the CEO/Principal, in consultation with the Clerk, may obtain written agreement from the Chair (or a Vice Chair in their absence) to take the necessary action. None of the responsibilities referred to in Articles 9 or 10 of the Instrument may be subject to this delegation.

53. Any decision taken under emergency action shall be reported to the next available ordinary Corporation meeting.

54. The Clerk shall be responsible for the Common Seal. The Clerk will authorise the affixing of the Common Seal to any document that requires to be sealed for the transaction of business of the Corporation.

55. The application of the Seal shall be authenticated by the signature of the Chair (or a Vice Chair in their absence) plus any other Governor.

56. A record will be kept by the Clerk of the sealing of every order, deed, or other document to which the Common Seal of the Corporation has been affixed.

Means of communication

57. Notice or other document to be given to or by any person pursuant to these Standing Orders must be in writing or in digital format,

58. The Corporation may give notice or other documents to a Governor either:

- a) personally, or
- b) by sending it by post in a prepaid envelope addressed to the Governor at their
- c) address; or
- d) by leaving it at the address of the Governor; or
- e) by sending it in electronic format to the Governor's address.

59. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

60. Proof that a digital format of notice was given shall be conclusive where the Corporation can demonstrate that it was properly addressed and sent.

61. Notice shall be deemed to be given:

- a) 72 hours after the envelope containing it was posted by first class post; or

- b) in the case of an electronic format of communication, 48 hours after it was sent.

Statements made on behalf of the Governing Board

62. Statements made on behalf of the Corporation will be done so by the Chair of the Corporation or the CEO/Principal, unless agreed in advance.

63. Governors approached for comment by a third party should refer the request to the Director of Marketing in the first instance.

64. The Clerk shall conduct all correspondence on behalf of the Governing Board, consulting with the Chair of Governors when outside of the usual course of business.

Legal advice and insurance liability for members of the Governing Board

65. Governors should seek advice from the Clerk if legal advice is felt necessary. The Clerk has access to independent legal advice when required.

66. In the event that the Clerk feels that their advice is being overruled and this may put the College at risk, the Clerk will take the following actions:

- discuss their concerns with the Chair/Vice Chair or any other Governor
- inform the Chair of the Audit Committee
- report their concerns to the relevant Corporation or Committee and ask for this to be recorded within the publicly available minutes (subject to the requirements of the Instruments and Articles of Government)
- inform the College's external auditors

67. If no solution is reached and it is the Clerk's view that the original concern remains a risk to the governance of the College, the Clerk has authority to obtain legal advice from the College's lawyers. The Corporation may decide to obtain further legal advice.

68. In the unlikely event that no action results from this sequence of steps, the Clerk will seek advice from the Education and Skills Funding Agency and inform the Chair and CEO/Principal that this has been done.

69. The College has appropriate Insurance Liability cover arrangements for individual Corporation Members and the College has extended indemnity to cover Governors for up to six years after their term of office expires.

Complaints about the Governing Board, Governors, or the Clerk

70. Any member of the public wishing to make a complaint against the Corporation or against an individual Governor will be asked to put the matter in writing to the Clerk to the Governors via the College. The Clerk or CEO/Principal is authorised by the Corporation to arrange for any such complaint to be investigated and to report to the Education and Skills Funding Agency if in their judgement this is warranted by the nature of the complaint.

71. If a complaint is made about the Clerk, the Chair of the Corporation will oversee the investigation.

Standing Committees

72. The Corporation has the following Standing Committees

- Audit Committee
- Finance, Resources and Commercial Committee
- Curriculum and Quality Committee
- Higher Education Committee
- Performance and Remuneration Committee
- Search and Governance Committee

73. The term of reference for Committees are available at appendices 2-7.

74. Committee terms of reference are reviewed by each Committee, on behalf of the Corporation, on an annual basis. Any recommended changes to these terms of reference are subject to Corporation approval.

75. Nominations for Chairs and Vice Chairs may only be accepted from external Governors. The Search and Governance Committee will consider nominations for Committee Chairs and Vice Chairs and made a recommendation to the Corporation. Chair and Vice Chair appointments will be effective until the expiry of the individual's respective term of office as a Governor.

76. Co-opted Committee members will be appointed by the Corporation following a recommendation from the Search and Governance Committee. The Co-opted Member may serve the same term of office as Governors, subject to an annual review of the needs of each Committee and consideration from the Search and Governance Committee that the individual's skills remain appropriate. Co-opted members have full voting rights.

77. The Chair of the Corporation may not be a member of the Audit Committee.

78. Governors may not be a member of both the Finance, Resources and Commercial Committee and Audit Committee.

79. Senior Post Holders may be members of Committees, subject to the terms of reference. This excludes the Performance and Remuneration Committee and Search and Governance Committee.

80. The minutes of each Committee meeting will be presented to the next Corporation meeting for information. Committee Chairs will be invited to highlight key points and escalate any issues to the Corporation for consideration.

Working Parties

81. The Corporation may establish and disestablish working parties to support its business from time to time. The Corporation must approve the terms of reference for the working party. A set of proforma terms of reference is available at appendix 7.

Scheme of delegation

82. The Corporation has retained responsibility for those policies set out at appendix 8.

83. The Corporation has delegated those policies detailed at appendix 9 to its Standing Committees.

84. The Corporation has delegated the adoption and review of all other policies to the Senior Leadership Team.

85. The Corporation delegates non-material amendment to policies to the relevant Director for that area. Non-material amendments include changes of names, job titles or phone numbers for individuals, typographical errors and changes required by statute for which the College must comply. Directors are not authorised to make any amendments that alter the spirit and intention of the policy. The Chair of Governors, CEO/Principal and Clerk will collectively determine whether changes are non-material.

86. The Clerk will maintain oversight of all policy amendments.

Review, variation, or revocation

87. These Standing Orders will be reviewed annually by the Clerk as a minimum. Amendments to the text shall be considered by the Corporation for adoption unless the amendments are directed by statute.

Appendix 1 – Urgent between meeting approval process

This procedure shall be used if an urgent decision is required between meetings. Reasons for such decisions would include, but are not limited to, a deadline for decision in advance of the next scheduled meeting or an inquorate meeting.

The Clerk shall consult with the Chair (or a Vice Chair in their absence) of the relevant Corporation or Committee and CEO/Principal to agree the most appropriate course of action. The following options are available (including broad explanations of their appropriate use):

- Emergency meeting – to be used when there are material risks or changes to previous approvals that may result in a different resolution to previously agreed
- Written resolution – where the changes are within the principles already agreed at Corporation, but the risks or changes warrant the whole Corporation having an understanding of those changes in advance of action being taken
- Chairs action – where a decision is required to proceed that is within the parameters set by the Corporation

Where possible, the Corporation or Committee will be presented with the fundamentals of the decision at a Corporation/Committee meeting and seek delegated authority prior to action being taken.

Chairs action may be taken by the Chair and a Vice Chair of the Corporation or Committee (or, in their absence, any other appropriate Governor(s)), in consultation with the CEO/Principal and the Clerk. Any such decision will be recorded using a standard report format and must be reported to the next meeting of the Corporation or Committee.

Appendix 2 – Audit Committee Terms of Reference St Helens College

Terms of Reference

Audit Committee

Introduction

The Audit Committee is a Standing Committee of the Corporation with the primary focus of robustly testing and challenging the College Group's systems of internal control, risk management and corporate governance arrangements. The Committee advises and supports the Corporation, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

It is recognised that a good performing Audit Committee does not rely solely on the 'bought in' work done by internal audit and external audit but also challenges the internal assurance procedures and selects specific areas for the Audit Committee themselves to have 'accountability' / 'scrutiny' sessions on. (The Committee applies the "Four lines of Defence" model to provide a useful contextual framework for the role of the Audit Committee)

1. Purpose

1.1 The purpose of the Committee is to advise the Corporation on the adequacy and effectiveness of the Corporation's assurance framework.

1.2 The Committee shall advise the Corporation on matters relating to the effectiveness of the College Group's internal control systems and to monitor implementation of recommendations in respect of internal and external audit reports. In doing so, the Committee pays due regard to the Post-16 Audit Code of Practice.

2. Responsibilities of the Committee

2.1 To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the corporation'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, solvency of the institution and the safeguarding of its assets. Audit Committees should take a holistic view with all aspects and systems, financial and non-financial being in scope depending on their impact and effect on the corporation.

2.2 To annually review the identified risks relating to the College's Group's activities against the Corporate Objectives, and to advise the Corporation on any issues that

may arise from the review process. To regularly monitor the College's strategic risks.

2.3 To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.

2.4 To advise the Governing Body on the appointment, reappointment, dismissal, and remuneration of the external auditors, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards. Both internal and external auditors will have direct access to the Committee Chair. Additionally, the Audit Committee must notify ESFA immediately of the resignation of auditors or in the rare circumstances where the corporation removes the auditors, before the expiry of their term of office. Where auditors have resigned, other than at the end of their agreed term, the Audit Committee must copy to ESFA an explanation from the auditors. Where the Corporation elects to remove the auditors, the Audit Committee must notify ESFA of these reasons.

2.5 To ensure there is a policy in place for regular retendering of the external audit service. The Audit Committee should consider the quality of the external audit service required as well as the price. Corporations should ensure that the external audit contract is put out to tender at least every 5 years, though for the avoidance of doubt this does not necessarily require a different firm of auditors to be appointed.

2.6 To advise the Governing Body on the scope and objectives of the work of the Internal Auditors, and the external auditor and to consider and advise the Corporation on the audit strategy and annual internal audit plans for the Internal Auditors.

2.7 To ensure effective coordination between the Internal Auditors and the external auditors;

2.8 To advise the Governing Body on internal audit assignments reports and annual reports and on control issues included in the management letters of the external auditor (including their work on regularity audit), and management's responses to these.

2.9 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.

2.10 To consider and advise the Governing Body on any external body's reports relevant to the Committee's work and where appropriate management's response to these.

2.11 To produce an annual report for the corporation, 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 meetings held in the year and attendance records for each Audit Committee 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 of the contract
- 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 corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets

The annual report to the Corporation must be submitted before the statement of corporate governance and internal control in the annual accounts is signed.

2.12 To oversee the College Group's policies and processes around risk management, fraud, irregularity, impropriety, 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 Audit Committee
- that the external and internal auditor are informed of investigation outcomes and other matters of fraud, irregularity 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 of breakdown in the accounting or control framework are reported in accordance with the College Group's Financial Regulations and to ESFA and other relevant funding authority as soon as possible
- risks around fraud have been identified and controls put in place to mitigate these.

2.13 To inform the Corporation on the provision of any additional services undertaken by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and to explain how independence and objectivity have been safeguarded.

2.14 To recommend the compliance and regularity aspects of the Annual Financial Statements to the Governing Body for approval (which complements Finance, Resources and Commercial Committee's work on the figures in the Annual Financial Statement).

2.15 To recommend to the Governing Body any additional audit work that may be required.

2.16 In delivering its duties, the Audit Committee reserves the right to scrutinise any activity within its terms of reference and the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit. The Audit Committee may engage a third party to assist with any investigation.

2.17 To review on an annual basis those items of business designated as confidential and make recommendations to the Corporation as appropriate.

2.18 To oversee that the appropriate College Group systems, processes and structures are developed in order to provide assurance to Governors that the information being provided can be relied upon at all times.

2.19 To deal with any matters specifically referred by the Governing Board.

2.20 The Committee will have the option to meet with internal and external audit partners at each meeting, without the presence of College Group staff.

3. Membership and attendance

3.1 The Committee shall consist of up to four well qualified and experienced external members and up to two co-opted members (with full voting rights) – if required. The Chief Finance Officer will normally be invited to attend all meetings of the Audit Committee.

3.2 Membership of the Committee must include at least one person with relevant financial or audit expertise. The Corporation is responsible for appointing members to maintain the Committee's independence and objectivity.

3.3 To maximise the Audit Committee's independence and objectivity, the following persons must not be members of the Committee: The Chair of the Board, the Principal, staff Governors and members of the Finance, Resources and Commercial Committee. Additional attendees or observers at a meeting to be pre-agreed with the Chair and Governance Director and will not be counted towards the quorum.

3.4 Membership will include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively. Collectively, members of the Committee will have recent, relevant experience in risk management, finance, and assurance. The abilities of the membership of the Audit Committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas. Audit Committees are most effective when they are staffed by individuals who are prepared to support, challenge, and warn the Board of Governors. In delivering its' duties the members of the Audit Committee will not adopt an executive role.

3.5 The Governing Board, upon the advice of the Search and Governance Committee, will review the membership of Committees from time to time and may make appropriate changes.

3.6 A representative from the College Group's internal auditors will be expected to attend meetings and as appropriate a suitably experienced representative from the College Group's external auditors will attend.

3.7 There may be times when the Committee needs to restrict discussion and some members may be asked by the Chair to withdraw from the meeting.

4. Election of Chair and Vice-Chair

4.1 The Chair and Vice Chair shall be recommended for appointment by the Committee to the Search and Governance Committee, from which the appointment will be recommended for approval to the Governing Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by the Search and Governance Committee. This is in accordance with the requirements of the Restructuring Fund bid to ensure that appropriate succession planning is in place and that Committee workloads are kept under periodic review.

4.2 In the event of both the Chair and Vice-Chair being unable to attend a meeting of the Committee, the remaining members shall elect a Chair from among those present.

5. Frequency of meetings and quorum

5.1 The Committee shall meet at least once a term as a minimum. Additional meetings may be called as necessary in agreement with the Chair.

5.2 The quorum for meetings of the Committee shall be three governors the majority of whom are external Governors.

5.3 Where three meetings per year are not held or where it was not possible to achieve a quorum at all three meetings, an explanation must be provided within the Audit Committee's annual report.

6. Clerking arrangements

6.1 The Governance Director shall act as Clerk to the Committee.

7. Reporting to the Governing Board

7.1 The minutes of each meeting of the Committee shall be presented to the next meeting of the Committee with the Chair of the Committee giving a verbal report to the next meeting of the Governing Board.

8. Review and approval

8.1 The terms of reference of the Audit Committee will be reviewed on an annual basis by the Committee, and recommendations made to the Board as appropriate.

Appendix 3 - Finance, Resources and Commercial Committee Terms of Reference

St Helens College

Terms of Reference

Finance, Resources and Commercial Committee

1. Purpose

1.1 The Finance, Resources and Commercial Committee is a Standing Committee of the Board with the primary focus of overseeing financial performance and sustainability in line with the Financial Memorandum, maximising the College Group's financial robustness and resilience.

2. Responsibilities of the Committee Financial Management:

2.1 To oversee the implementation of the College Group's finances and financial strategy

2.2 To provide oversight on behalf of the Governing Body on the Executive's financial management of the College Group with particular focus on the student numbers and finances regarding impact on solvency; ensuring areas of financial risk are being appropriately managed and opportunities are carefully evaluated and acted upon; assuring that compliance with lender covenants is being appropriately monitored, and that short and long-term cash/facility needs are properly considered.

2.3 To consider and advise the Corporation on any financial matter relating to College Group policy and strategy, including:

- Funding bodies
- Investment and borrowing
- Land, buildings, and estates
- Financial and Central Resource Systems
- Banking and insurance issues
- Value for money (economy, efficiency, and effectiveness)

2.4 To monitor the spending allocation of resources.

2.5 To review and challenge business plans etc. prior to submission to the Governing Body, ensuring targets set are appropriately prudent or challenging depending on the activity, and to recommend the annual and three-year estimates of income and expenditure and any longer-term cash flow projections (to accommodate longer term consideration of loan repayments) for approval by the Governing Board.

2.6 To consider, at each meeting, a monitoring report on the finances of the College Group (including budgetary adjustments within the control of the Governing Board) and to advise the Board on progress towards achieving its financial objectives.

2.7 To consider and, where appropriate, approve major capital or revenue expenditure projects and proposals with the prescribed limits set out in the Financial Regulations and make recommendations to the Corporation regarding any projects and proposals that are outside of prescribed limits.

2.8 To oversee that the appropriate College Group systems, processes and structures are developed to provide assurance to Governors that the information being provided can be relied upon at all times.

Commercial:

2.9 To oversee the effectiveness of commercial objective targets and to provide oversight of performance of any commercial business based on the reports from the Director on the Commercial Division.

2.10 To monitor all significant College Group contracts in line with the Financial Regulations.

2.11 To ensure appropriate due diligence and due consideration of all contract risks.

2.12 To risk-assess and approve partnership franchised and sub-contracting arrangements on behalf of the Corporation (in line with any Corporation strategy/policy on type and desirability of partner, reliance considerations and the Financial Regulations), to receive reports and monitor the target financial performance of College Group partners and any off-site franchised activity.

HR:

2.13 To consider and advise the Board of Governors on any matter relating to College Group policy and strategy, including:

- College Group structure and re-structure
- Staff recruitment and skills shortages
- Employment Policy
- Human Resource Strategy, Policies, and recruitment issues
- GDPR and Freedom of Information policies
- Health and Safety
- Industrial relations

2.14 To monitor staff costs as a % of income with an aim to reach the sector expectation of below 65% by 2022/23 and considering contributory drivers such as sickness absence, hourly staff provision and employee satisfaction

2.15 To establish a framework for pay and conditions of service of staff of the College Group (excluding those identified as Senior Post Holders, whose pay and conditions of service remain the responsibility of the Governing Body).

Estates:

2.16 To oversee the implementation of the College Group's Estates Strategy

2.17 To oversee the progress on agreed sales of all College Group property, efficiency and effectiveness of estates including the PFI contract, utilisation, and strategy to consolidate with the aim to achieve a well-utilised, high-quality estate throughout.

Restructuring Fund:

2.18 To ensure that all matters contained within the colleges strategic plan that relate to this Committee's terms of reference are closely monitored.

General:

2.19 To monitor the deployment of financial, human, and physical resources with a view to advising the Board on the effectiveness of the use of such resources.

2.20 To advise the Board on any course of action in any respect within the areas set out in these terms of reference or to consider and determine such action EXCEPT where it relates to:

- any matter referred to under Article 9 or 10 of the Articles of Government
- any matters relating to the discipline of individual members of staff or students
- any matters delegated to another Committee of the Board

2.21 To monitor the strategic risk areas remitted by the Corporation to the FRC and advise the Audit Committee and Board as appropriate.

2.22 To monitor the effectiveness and implementation of the College's GDPR and Freedom of Information requirements on an annual basis.

2.23 To establish the process in forming a new company or joint venture and arrangements for monitoring and reporting on the activity of subsidiary undertakings.

2.24 To review on an annual basis those items of business designated as confidential and make recommendations to the Corporation as appropriate.

2.25 To deal with any matters specifically referred by the Corporation including those set out in the Financial Regulations.

3. Membership

3.1 The Committee shall consist of up to six members including the Chief Executive Officer/Principal (CEO) and up to one co-opted (non-governor) member – if required. The Chief Financial Officer will attend FRC.

3.2 The Corporation will review the membership of Committees from time to time and may make changes as it sees fit.

3.3 There may be times when the FRC needs to restrict discussion and some members may be asked to withdraw from the meeting...

4. Election of Chair and Vice-Chair

4.1 The Chair and Vice Chair shall be recommended for appointment by the FCE to the Search and Governance Committee, from which the appointment will be recommended for approval to the Governing Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by the Search and Governance Committee.

4.2 In the event of both the Chair and Vice-Chair being unable to attend a meeting of the Committee, the remaining members shall elect a Chair from among those present.

5. Frequency of Meetings and Quorum

5.1 The Committee shall meet at least five times per year as a minimum. Additional meetings may be called as necessary in agreement with the Chair.

5.2 The quorum for meetings of the Committee shall be three governors the majority of whom are external Governors.

6. Clerking Arrangements

6.1 The Governance Director shall act as Clerk to the Committee.

7. Reporting to the Board

7.1 The minutes of each meeting of the Committee shall be presented to the next meeting of the Committee with the chair of the Committee giving a verbal report to the next meeting of the Board.

8. Review and Approval

8.1 The terms of reference of the Finance, Resource and Commercial Committee will be reviewed on an annual basis and recommendations made to the Corporation to consider.

Appendix 4 - Curriculum and Quality Committee Terms of Reference St Helens College

Terms of Reference

Curriculum and Quality Committee

1. Purpose

1.1 The Curriculum and Quality Committee is a standing Committee of the Corporation with the primary aim of ensuring that the College develops and delivers an ambitious, responsive, and relevant curriculum that enables students and apprentices to achieve their educational and career goals and drive excellent outcomes.

1.2 A key area of focus will therefore be on how the College's (including University Centre St Helens) curriculum offer meets the needs of local communities and employers and how that curriculum is translated into coherent educational programmes that develop students' and apprentices' knowledge, skills and behaviours needed for their next steps.

1.3 The Committee will monitor the quality of every aspect of the student/apprentice journey including information, advice and guidance and choice of courses; curriculum purpose and design, the quality of teaching, learning and assessment; the provision of pastoral and academic support; the development of study and employability skills, including English and maths skills; the provision of wider opportunities and experiences; and internal progressions and destinations.

1.4 The Committee will apply strong skills in analysis of data, trends, and evidence-based reports to drive performance improvement and improve student outcomes, including the achievement of high grades and strong value-added outcomes. Regular development sessions will ensure that the Committee will have a detailed understanding of the curriculum, quality assurance and improvement procedures and performance review processes, including self-assessment.

2. Responsibilities of the Committee

2.1 To scrutinise the College's curriculum offer and curriculum planning processes to ensure that they deliver provision that is ambitious and relevant, responsive to local communities and employers and that enables students to work towards their career goals.

2.2 To monitor and review performance against the College's Quality Improvement Plans in order to raise academic standards, improve the quality of teaching, learning and assessment and support the college in achieving at least an Ofsted Grade 2 for overall effectiveness.

2.3 To regularly and rigorously scrutinise the quality of teaching, learning and assessment and student outcomes,

2.4 To monitor outcomes of all areas of the curriculum provision offered by the College and support the College in improving overall achievement rates for all ages and all levels.

2.5 To advise and assure the Corporation on:

- the College's compliance with Office for Students (OfS) conditions of registration; and
- the effectiveness of the College's Higher Education Strategy

with due regard to the Quality Assurance Agency's UK Quality Code for Higher Education

2.6 To approve the College's Access and Participation Plan as required by the OfS' ongoing conditions of registration.

2.7 To regularly monitor and scrutinise safeguarding and Prevent activity.

2.6 To recommend to the Corporation educational performance indicators and targets for the College and to monitor and assess performance against these and national benchmarks, with a particular emphasis on attendance, retention, achievement, value added, in-year progress, internal progression and student/apprentice destinations.

2.6 To determine, and to keep under review, methods for assessing and improving educational quality, including relevant frameworks, policies, procedures and the quality improvement cycle.

2.7 To monitor the College's responsiveness to students including satisfaction surveys, complaints and compliments and other student voice activities.

2.8 To monitor improvement of student destination tracking, the Careers Strategy and progression.

2.9 To monitor the College Group's responsiveness to employers including through satisfaction surveys and quality of outcomes.

2.10 To oversee the College's process of self-assessment, reviewing and recommending to the Corporation for approval, the College's Self-Assessment Reports.

2.11 To monitor the progress of the College in preparing for external inspection and to review resulting reports.

2.12 To monitor any strategic risk areas remitted by the Corporation to the Committee and advise the Audit Committee and Corporation as appropriate. This includes scrutinising risk in relation to the OfS' risk-based quality system.

2.13 Monitor the College's response to developments in national policy.

To review on an annual basis, those items of business designated as confidential and make recommendations to the Corporation as appropriate.

2.14 To deal with any matters specifically referred by the Governing Board.

3. Membership and attendance

3.1 The Committee shall consist of up to six members including the Principal/Chief Executive Officer (CEO) and up to one co-opted (non-governor) member.

3.2 A governor's term of office as a member of the Committee shall last until the expiry of their term of office as a governor.

3.3 The Governing Board, upon the advice of the Search and Governance Committee, will review the membership of Committees from time to time and may make appropriate changes.

3.4 The Committee encourages feedback and input from the students and actively encourage their attendance at meetings. Expressions of interest to attend meetings will be received by the Governance Director and any additional attendees agreed in advance by the Chair.

3.4 There may be times when the Committee needs to restrict discussion and some members may be asked to withdraw from the meeting.

4. Election of Chair and Vice-Chair

4.1 The Chair and Vice Chair shall be recommended for appointment to the Search and Governance Committee, from which the appointment will be recommended for approval by the Governing Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by the Search and Governance Committee.

4.2 In the event of both the Chair and Vice-Chair being unable to attend a meeting of the Committee, the remaining members shall elect a Chair from among those present.

5. Frequency of meetings and quorum

5.1 The Committee shall meet at least once a term. Additional meetings may be called as necessary in agreement with the Chair.

5.2 The quorum for meetings of the Committee shall be three governors the majority of whom shall be external governors.

6. Clerking arrangements

6.1 The Governance Director shall act as Clerk to the Committee.

7. Reporting to the Governing Board

7.1 The minutes of each meeting of the Committee shall be presented to the next meeting of the Committee with the Chair of the Committee providing a verbal or written report to the next meeting of the Governing Board.

8. Review and approval

8.1 The terms of reference of the Curriculum and Quality Committee will be reviewed on an annual basis by the Committee, and recommendations made to the Board as appropriate.

Appendix 5 - Performance and Remuneration Committee Terms of Reference St Helens College

Terms of Reference

Performance and Remuneration Committee

1. Purpose

1.1 The Performance and Remuneration Committee (P&R) is a Standing Committee of the Board, with the primary focus on overseeing the performance of the College Group's designated Senior Post Holders (SPHs) in relation to the delivery of the College Group's strategic objectives.

2. Responsibilities of the Committee

2.1 To evaluate and recommend to the Corporation the remuneration packages of the designated SPH staff, as set out in Schedule 1 below including but not limited to:

- basic salary
- benefits in kind
- annual bonus/performance related elements
- pension provisions

taking account of the requirements within the Association of Colleges Senior Post Holder Remuneration Code.

2.2 To recommend to the Corporation any severance payments (including pension benefits) which may be payable in the event of the early termination of the employment of any designated SPH and ensure that these are reasonable and justifiable.

2.3 To recommend to the Corporation the terms and conditions of service of the designated SPHs including procedures relating to grievance, discipline, and dismissal.

2.4 To oversee and support succession planning for the designated SPHs with the Executive.

2.5 To review and approve the annual appraisal process for the CEO/Principal and the Governance Director. To ensure that effective and appropriate appraisal arrangements are in place for the designated SPHs, and to make recommendations to the Corporation based on the outcomes of those appraisals.

2.6 To review the whole College Group annual pay awards put forward by the CEO/Principal, and to make recommendations to the Corporation on the individual designated SPHs pay awards, and any non-standard pay adjustments put forward by

the CEO/Principal, and to ensure that meet the requirements within the Association of Colleges Senior Post Holder Remuneration Code.

2.7 To review the whole College Group appraisal/performance/development process, managed by the Chief Executive Officer (CEO), to ensure that it is appropriate, stretching, and fair, to encourage a culture of excellence and the achievement of the College Group targets.

2.8 To review on an annual basis those items of business designated as confidential and to make recommendations to the Corporation as appropriate.

2.9 To approve an annual Remuneration report in accordance with the AoC Senior Postholders Remuneration Code.

2.10 To deal with any matters specifically referred by the Governing Board.

3. Membership

3.1 The Committee shall consist of up to four members.

3.2 The CEO/Principal shall not be a member of the Committee.

3.3 The Governing Board, upon the advice of the Search and Governance Committee, will review the membership of Committees from time to time and may make appropriate changes.

3.4 There may be times when the Committee needs to restrict discussion and some members may be asked to withdraw from the meeting. No individual shall be involved in deciding their own remuneration.

4. Election of Chair and Vice-Chair

4.1 The Chair and Vice Chair shall be recommended for appointment by the Committee to the Search and Governance Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be subject to annual review by the Search and Governance Committee.

4.2 The Chair of Governors must not chair the Committee.

5. Frequency of Meetings and Quorum

5.1 The Committee shall meet twice a year. Additional meetings may be called as necessary in agreement with the Chair.

5.2 The quorum for meetings of the Committee shall be three Governors the majority of whom shall be external Governors.

6. Clerking Arrangements

6.1 The Governance Director shall act as Clerk to the Committee except where agenda items relating to their position of Senior Post Holder are being considered.

7. Reporting to the Governing Board

7.1 The minutes of each meeting of the Committee shall be presented to the next meeting of the Committee with the Chair giving a verbal report to the next meeting of the Governing Board.

8. Review and approval

8.1 The terms of reference of the Performance Committee will be reviewed on an annual basis by the Committee, and recommendations made to the Board as appropriate.

Schedule 1:

Senior Post Holders (SPHs): Chief Executive Officer/Principal; Deputy Principal; CFO/Deputy Chief Executive; Governance Director

Appendix 6 - Search and Governance Committee Terms of Reference St Helens College

Terms of Reference

Search and Governance Committee

Introduction

The Search and Governance Committee (S&G) is a Standing Committee of the Board with the primary focus on Board effectiveness, Governor succession planning, recruitment, and development in line with skills and experience needs (informed by a periodic skills and experience audit).

1. Purpose

1.1 The purpose of the Search and Governance Committee is to advise on Board effectiveness, the appointment/reappointment, training, and on-going development of Governors and to keep under review the systems, policies and procedures supporting the governance process (including the overseeing and monitoring of any action plans relating to governance).

1.2 The Committee is required to adopt open and transparent procedures for the recruitment and selection of governors to ensure that the composition of the Board broadly reflects the local and wider communities that the College Group serves in respect of gender, ethnicity, etc. The Committee is committed to achieving this within the constraints that candidates meet identified skills, knowledge and experience needs.

1.3 In providing its advice, the Committee shall take into account the parameters set by Instruments and Articles of Government and the guidance available on good governance from the Education and Skills Funding Agency, the Association of Colleges, its adopted code of governance and other bodies such as the Committee on Standards in Public Life.

2. Responsibilities of the Committee

2.1 To recommend to the Corporation on the constitution of the Board and its Committees, including:

- The total number of members of the Board
- The number of members in each membership category (external governors, staff, and student governors)
- The appropriate blend of skills, knowledge and experience required on the Board and Committees

- The procedure for the selection of new governors and reappointment of existing governors
- Governors' terms of office (excluding any ex-officio members) and succession planning
- The criteria and procedure for removal of existing Governors
- The membership of Committees of the Board.

2.2 To oversee and monitor Governors' performance through actions within the Committee's annual cycle of business including attendance at Corporation and Committee meetings.

2.3 Before the expiry of the term of office of existing Governors, or upon a vacancy arising on the Board, to conduct the approved procedure to recommend to the Corporation individual(s) to fill the vacancy or, where appropriate, the reappointment of an existing member for a further term.

2.4 To proactively consider short, medium, and long-term succession planning arrangements based on the blend of skills required on the Corporation and Committees. The Committee will also recommend to the Corporation the appointment of co-optees to Committees to address specific skills gaps and as a way of developing effective succession to the Governing Board, as appropriate.

2.5 To regularly review and approve the induction, training and on-going development needs of Governors with a view to maximising the Governing Board's effectiveness.

2.6 To oversee arrangements for Governors' links with managers of the College for familiarisation with the work of the College Group.

2.7 To review and recommend to the Corporation all governance policies, and any governance improvement/action plans.

2.8 To oversee arrangements for the Governing Board's individual and collective performance evaluation, including the Governance self-assessment processes and progress.

2.9 To annually review the College's compliance with its adopted code of governance and recommend to the Governing Board a statement for inclusion within the annual report and action plan to address any weaknesses.

2.10 To consider and advise the Corporation and Committees on current good practice in the sector, and in the wider context, in relation to corporate governance arrangements.

2.11 To review on an annual basis those items of business designated as confidential and make recommendations to the Corporation as appropriate.

3. Membership

3.1 The Committee shall consist of up to four members including the Principal/Chief Executive Officer (CEO) and up to one co-opted (non-governor) member, if required.

3.2 The Corporation will review the membership of Committees from time to time and may make appropriate changes.

3.3 There may be times when the Committee needs to restrict discussion and some members may be asked to withdraw from the meeting.

4. Election of Chair and Vice-Chair

4.1 The Chair and Vice Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Governing Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee.

5. Frequency of Meetings and Quorum

5.1 The Committee shall meet at least twice per year. Additional meetings may be called as necessary in agreement with the Chair.

5.2 The quorum for meetings of the Committee shall be three governors the majority of whom shall be external Governors.

6. Clerking Arrangements

6.1 The Governance Director shall act as Clerk to the Committee.

7. Reporting to the Board

7.1 The minutes of each meeting of the Committee shall be presented to the next ordinary meeting of the Governing Board, including any recommendations contained therein.

8. Review and Approval

8.1 The terms of reference of the S&G Committee will be reviewed on an annual basis by the Committee, and recommendations made to the Corporation as appropriate.

Appendix 7 - Proforma working party terms of reference

Group title
Purpose
Expected outcomes
Membership
Chairing arrangements
Scope of works
Frequency of meetings and quorum
Review or anticipated completion date
Powers
Reporting

Appendix 8 – Policies reserved for the Governing Board

- Instruments and Articles of Government
- Standing Orders and Scheme of Delegation
- Code of Conduct for Governors
- Financial Regulations (to be recommended by the Audit Committee)
- Health and Safety Policy (to be recommended by the Finance, Resources and Commercial Committee)
- Safeguarding and Prevent Policy (to be recommended by Curriculum and Quality Committee)
- Equality and Diversity Policy (to be recommended by Curriculum and Quality Committee)
- Code of Conduct for Governors
- Further Education Tuition Fees Policy
- Complaints Policy and Procedure (to be recommended by Curriculum and Quality Committee)
- Framework for determining pay and conditions of Senior Post Holders
- Framework for determining pay and conditions of all other staff
- Sustainability policy
- Risk management framework (to be recommended by the Audit Committee)
- Disaster management plan
- Pensions Policy

Policies relating to the University Centre St Helens (Higher Education policies):

- Complaints Policy and Procedure – including formal complaints form and UCSH course cancellation form
- UCSH Student Admissions Policy
- UCSH Accompanying Information and Conditions of Offer
- Tuition Fees Policy
- Public Information Policy and Procedure
- Course Closure Policy and Procedure
- Academic Malpractice and Maladministration Policy
- Access and Participation Plan (to be recommended by the Higher Education Committee)
- Student Protection Plan (to be recommended by the Higher Education Committee)
- Student Transfer Policy (to be recommended by the Higher Education Committee)
- HE Strategy (to be recommended by the Higher Education Committee)

Appendix 9 – Policies delegated to Committees

Delegated to the Curriculum and Quality Committee

- Student Voice Policy
- Prevent Procedure
- Anti-Harassment and Anti-Bullying Policy
- Code of Practice to ensure Freedom of Speech

Delegated to the Audit Committee

- Anti-fraud, bribery, and corruption policy
- Whistleblowing Policy
- Gifts and hospitality Policy

Delegated to the Performance and Remuneration Committee

- Grievance procedure for Senior Post Holders
- Disciplinary Procedure for Senior Post Holders
- Pensions Tax Policy – Annual and Lifetime Allowances

Delegated to the Finance, Resources and Commercial Committee

- Data Protection Policy
- Freedom of Information Policy
- Supply Chain Fees and Charges Policy

Delegated to the Search and Governance Committee

- Complaints against the Corporation Policy
- Gifts and Hospitality Policy
- Public Information Policy and Procedure
- Governor recruitment and selection policy