

Standing Orders, Scheme of Delegation and Governance
Policies of the Corporation of South Essex College of Further
and Higher Education

(Adopted by the Corporation 14th October 2025)

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SCHEME OF DELEGATION

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TERMS OF REFERENCE OF COMMITTEES:

Audit and Risk Committee
Governance and Remuneration Committee
Local College Board

INTERPRETATION

1. In these Standing Orders:

“the College” means the South Essex College of Further and Higher Education otherwise known as the South Essex College Group

“Corporation” means the Governing Body or Board of Governors of the South Essex College of Further and Higher Education

“Committee” means a committee of the Corporation including a Local College Board

“Chair” means the Chair of the Corporation or of a committee of the Corporation or of a meeting of the Corporation or a committee as the context requires

“Vice-Chair” means the Vice-Chair of the Corporation

“Governor” or “ Member” means a member of the Corporation

“Co-opted member” means a person who is not a member of the Corporation but who is appointed as a member of a committee only

“Chief Executive Officer” means the Chief Executive Officer of South Essex College of Further and Higher Education

“the Clerk” means the Director of Governance and Strategy acting in their capacity as the Clerk to the Corporation

2. These Standing Orders set out the operational arrangements within which the Corporation of South Essex College of Further and Higher Education operates. They supplement, but do not displace or take precedence over, the Instrument and Articles of Government, and the statutory and regulatory frameworks within which the College operates. This document provides a complete guide to the rules, byelaws and principles by which the Corporation conducts and organises its business and the standards and expectations of collective and individual behaviour that the Corporation upholds
3. Governors and co-opted members, as holders of public office, shall abide by the principles recommended by the Nolan committee’s report, “Standards in Public Life”; these are contained in the Code of Conduct for Governors. All governors and co-opted members agree to abide by the Code of Conduct on an annual basis. The Code of Conduct is contained in Appendix 6.
4. These Standing Orders and Governance Policies were approved by the Corporation on the date given on the title page.

APPOINTMENT OF GOVERNORS

5. Governors will be selected and appointed in accordance with the Governor Recruitment, Appointment and Succession Policy contained in Appendix **.

GOVERNORS’ TERMS OF OFFICE

6. The first term of office of an independent governor shall be for a period of up to 4 years. The process for re-appointment is set out in Appendix **.
7. The Corporation has determined that independent governors shall not serve for more than 8 years unless exceptional circumstances are considered applicable, and the extension is approved by the Corporation having received the advice of the Governance and Remuneration Committee and the Clerk. Any additional appointment will be for a maximum of 1 year after which time the Governance and Remuneration Committee will review the appointment again and provide further advice to the Corporation. Any subsequent appointments should again only be made in exceptional circumstances and will also be limited to a 1 year period with a maximum term of office of no longer than 10 years in total. It is the Corporation’s expectation that steps will be taken to address any exceptional circumstances identified by either the

Corporation and/or the Governance Remuneration Committee, to reduce such appointments to a minimum.

8. The Chief Executive Officer shall serve as a governor for the period of appointment as Chief Executive Officer.
9. Staff governors shall be appointed for a term of office of 2 years. They shall be entitled to apply for appointment for a subsequent term under the process set out in Appendix 1. Paragraph 7 shall apply to the maximum term of office permitted.
10. Student governors shall be appointed for a 1 year term of office. They shall be entitled to apply for appointment for a subsequent term under the process set out in Appendix 1.

APPOINTMENT OF CHAIR AND VICE-CHAIRS

11. The Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair. The period of office for the Chair and Vice Chair will be two years. They will be elected in alternate years. This provision is subject to the right of the Corporation to remove the Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.
12. The procedure set out in Appendix ** will be used for the appointment of the Chair and that for the appointment of the Vice-Chair is contained in Appendix **.
13. At the expiry of their term of office, the Chair or Vice-Chairs shall be eligible for reappointment.
14. The role & responsibilities of the Chair are set out in Appendix **. The role description for the Vice Chair is included at Appendix **.
15. Succession planning for these roles is detailed in Appendix **. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case nor the intention that a Vice-Chair succeeds the Chair.
16. If both the Chair and Vice Chair are absent from any meeting of the Corporation, the governors present shall choose one of their number to act as Chair for that meeting.

APPOINTMENT AND ROLE OF THE CLERK TO THE CORPORATION

17. The Corporation shall appoint a person to serve as Clerk to the Corporation (otherwise to be known as Director of Governance and Strategy) on contractual terms approved by the Corporation.
18. The Clerk to the Corporation is responsible for advising, servicing, supporting the Corporation, its committees and any other groups established from time to time.
19. The Corporation has approved a detailed job description for the Clerk to the Corporation which sets out the role and responsibilities. The Articles of Government sets out the responsibilities of the Corporation for the Clerk, and the principal functions of the Clerk.
20. No resolutions of the Corporation should be made without the Clerk being in attendance at the meeting to carry out the servicing and advisory role except as set out below.
21. It may be appropriate for the Chair of the Corporation or Committee to require the Clerk to withdraw from a meeting when consideration is to be given to the conduct or remuneration of the Clerk. On those relatively rare occasions when the Clerk is not present for a specific item on the above grounds, the Chair will be responsible for preparing a note of the discussion for inclusion in the minutes.
22. In the absence of the Clerk to the Corporation due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Chief Executive Officer and, if possible, the Clerk to the Corporation, for someone other than a governor to carry out the role on a temporary basis, such person having the necessary skills for the role.
23. In undertaking their duties and responsibilities, the Clerk shall advise the Corporation if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Corporation decline to act upon the Clerk's advice, the following arrangements shall apply:

- (a) The Clerk shall put their advice to the Corporation in writing, having first consulted such external agencies as they consider to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
- (b) Should the Corporation continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Corporation, to refer the matter to whatever external agencies they consider appropriate, including the College's funding body, its internal and external auditors and the appropriate Government Department.

ELIGIBILITY OF GOVERNORS TO SERVE

- 24. Governors and co-opted members shall be required, as a condition of membership, to declare their eligibility to serve. This declaration shall be made at the time of appointment and annually thereafter at the commencement of each academic year.
- 25. All governors shall be required to undergo a Disclosure & Barring Service check on appointment.

SUSPENSION & TERMINATION OF MEMBERSHIP

- 26. Should the Chair, or in the Chair's absence a Vice-Chair, consider that it may be appropriate for the Corporation to remove a governor from office under Clause 9 of the Instrument of Government,(including without limitation as stated therein for a breach of the Code of Conduct), the procedure set out in Appendix ** shall apply.
- 27. Similarly, should the Chair, or in the Chair's absence a Vice-Chair, consider that it may be appropriate for the Corporation to remove a co-opted member of a committee from office, the procedure set out in Appendix ** shall apply.
- 28. The Chair, or in the Chair's absence, a Vice-Chair may for what they reasonably consider to be good and urgent cause suspend the membership of a governor (or co-opted member) pending a formal determination by the Corporation under Clause 9(4) of the Instrument of Government. In these circumstances, the Clerk will advise the governor of the suspension in writing.

GOVERNORS' INTERESTS

- 29. Governors shall be required, as a condition of Corporation membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. This declaration shall be made upon appointment as a governor and annually thereafter at the commencement of each academic year. Governors must also register any interests that arise during the year. As set out in Instrument 10 the Clerk will maintain a Register of Interests. Conflict of Interest Policy is set out in Appendix **.

ROLE OF INDIVIDUAL GOVERNORS

- 30. The role that an individual governor is expected to fulfil is set out in Appendix **

MEETINGS OF THE CORPORATION

- 31. The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 32. Only the business on the agenda will be discussed at Corporation meetings except for urgent matters which the Chair rules may be considered under 'Any other business'. Full details of such matters must be given to the Clerk or the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
- 33. Governors will sign a register of attendance, any omissions from which may be remedied by the Clerk by annotating the register and by including the governor's name in the minutes.
- 34. The Chief Executive Officer shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
- 35. Any question of attendance by any other person at a meeting of the Corporation shall be decided by the Corporation on the recommendation of the Chair after taking advice from the Chief Executive Officer and the Clerk.

36. The provision contained in Instrument 14 whereby a decision of the Corporation or a committee may be obtained by written resolution shall be used only where the Chair of the Corporation, or, in the case of a resolution to be considered by a committee, the committee chair, is satisfied that it is reasonable in the circumstances to make use of the written resolution procedure in consultation with the Chief Executive Officer and the Clerk.

AGENDAS

37. The business of a formal meeting of the Corporation or any of its committees will be clearly set out in an agenda. The agenda will be determined by the Chair of the meeting taking account of advice from the Clerk and the Chief Executive Officer (or, in the case of the Audit & Risk Committee, the Chief Financial Officer). Governors and the Clerk shall have the right to put forward matters for consideration.
38. Each Agenda for meetings of the Corporation and its committees will include “any other items of urgent business”. The Chair will determine an item of urgent business if the issue is one which meets the following criteria:
- it is the proper business of the Corporation or one of its committees to consider having regard to the Articles of Government and/or committee terms of reference;
 - it needs urgent attention and cannot be deferred to the next meeting;
 - it does not require a separate agenda item.
39. Governors are asked to give prior notice to the Clerk of their intention to raise an item of urgent business, the subject matter and the reason for the urgency.
40. Items for information shall not normally be considered as urgent other business, and governors are encouraged to share these outside the meeting by email.

ATTENDANCE

41. Governors shall attend, as far as is reasonably practicable, all meetings of the Corporation and those committees of which they are a member. The Corporation has set a target of 75% attendance for all governors.
42. If unable to attend a meeting, governors shall notify the Clerk and will give as much notice as possible of their absence.
43. If the Clerk judges that a meeting will not be quorate, they will immediately inform the Chair.
44. The Clerk will maintain a register of attendance at all Corporation and committee meetings for future reference by governors and other interested parties, including disclosure in the College Annual Report.
45. The Corporation will consider removing a governor from office if they have been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or if they are unable or unfit to discharge the functions of a governor. The Corporation will consider removing a committee member from a committee of the Corporation if they have been absent from meetings of the relevant committee for a period longer than six consecutive months without the permission of the Corporation; or if they are unable or unfit to discharge the functions of a member of that committee.
46. All of the provisions above will apply to any co-opted members of committees, but not to observers or other persons invited to meetings (e.g. members of the Senior Leadership Team)

MINUTES

47. Draft minutes of all meetings of the Corporation and its committees will be prepared by the Clerk in consultation with the Chair of the Corporation (or the Chair of the Committee, as appropriate) and the Chief Executive Officer or, in the case of the Audit and Risk Committee, the Chief Financial Officer.
48. It is important that there is clarity in recording the business of the Corporation and its committees. As the statutory responsibilities of both the Corporation and the management of the College are significant,

all parties to discussion need to have a common understanding of decisions and their weight. Minutes of meetings will report briefly the discussion which takes place on an issue, clearly record the course of action adopted and the nature and extent of any debate and challenge to the Senior Leadership Team in relation to the issue.

49. Discussions on agenda items that lead to a common (but often informal) understanding of the way to view an issue or the direction in which to proceed, will be signalled by the use of the word 'agreed'.
50. A conclusion to a debate on a proposed specific resolution notified in advance will have more weight and more precision. The decision will be signalled in the minutes by the use of the words '**resolved**' and/or '**approved**'. Other terms may also be appropriate from time to time, such as '**noted**' or '**received**'.

DISORDERLY CONDUCT BY GOVERNORS

51. If at a meeting of the Corporation any governor in the opinion of the Chair misconducts themselves by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Corporation, it shall be permissible for a governor to move "That (governor's name) be not further heard" or "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Corporation's decision.
52. If, after a motion under Standing Order 51 has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, at their sole discretion, adjourn or suspend the meeting of the Corporation for such period as they in their discretion shall consider expedient.

ADJOURNMENT

53. The Chair may at any time adjourn a meeting of the Corporation. The decision of the Chair in this matter shall be final and shall not be open to discussion.

PUBLIC ACCESS TO MEETINGS

54. Meetings of the Corporation and its committees shall not be open to members of the public and representatives of the press.

PUBLICATION OF MINUTES AND PAPERS

55. In accordance with Instrument 17 there shall be excluded from any item made available for inspection any material relating to:
 - (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis, including:
 - i. Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation
 - ii. Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - iii. Information provided in confidence by a third party who has not authorised its disclosure
 - iv. Where appropriate, professional advice received from, or instructions given to the College's professional advisers
 - v. Discussion of any legal proceedings in which the Corporation is involved
 - vi. Information which is planned to be, but has not yet been, published

- vii. Any other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests
- 56. With the exception of confidential items the minutes and papers of the meetings of the Corporation and its committees will be available for inspection during the normal office hours of the College by members of the public, on application to and by prior arrangement with the Clerk to the Corporation.
- 57. The minutes of meetings of the Corporation will be posted on the College's website immediately following the next meeting of the Corporation at which those minutes are approved.
- 58. Decisions on confidentiality will be made by the Corporation on the advice of the Clerk and the Chief Executive Officer.
- 59. Any confidential items detailed in committee minutes presented to the Corporation will be classified and recorded as confidential in the Corporation minutes.

COMPLAINTS ABOUT THE CORPORATION

- 60. Any complaint made against the Corporation, a governor (including the Chief Executive Officer if the complaint relates to their role as a governor), a co-opted member or the Clerk shall be dealt with in accordance with the procedure set out at Appendix **.

COMMITTEES

Terms of Reference

- 61. The Corporation will establish an Audit and Risk Committee, a Governance and Remuneration Committee, and Local College Boards for each of Southend College, Basildon College and Southend College (referred to as committees). The terms of reference of all committees shall be as set out in Appendix **.
- 62. The Standing Orders of the Corporation set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 61 to 76 .

Membership of Committees

- 63. The Corporation will review the membership of committees on an annual basis and may change the membership of committees as it sees fit following consideration and recommendation from Governance and Remuneration Committee.
- 64. Co-opted members of committees will be appointed by the Corporation on an annual basis. Co-opted members shall have voting rights on the Committee to which they have been appointed. Co-opted members of committees may attend full Corporation meetings by invitation only and will not have any voting rights at such meetings.
- 65. Student governors will not usually be eligible for appointment to committees. Staff governors, other than the Chief Executive Officer, will not be eligible for appointment to the Governance and Remuneration Committee.
- 66. The Chair of the Corporation will always be a member of the Governance and Remuneration Committee but will not be the Chair of that committee.

Committee Chairs

- 67. Chairs of Committees shall be appointed annually by the Corporation at the last meeting of the academic year following consideration and recommendation by the Governance and Remuneration Committee.
- 68. Co-opted Committee members, the Chief Executive, and Staff and Student Members will not be eligible to be appointed as Chair of a Committee.

Committee Meetings

69. Committees will meet as scheduled in the annual timetable of meetings approved by the Corporation. However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if the Committee Chair reasonably considers that there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

Committee Minutes

70. Having regard to the criteria for confidentiality set out herein the Clerk will prepare separate minutes for the non-confidential and confidential items.
71. The Chairs of Committees of the Corporation shall present the unapproved minutes of the last meeting of that Committee to each normal meeting of the Corporation unless the Committee has not met since the previous meeting of the Corporation.

Attendance at Committee Meetings by Persons who are not Committee Members

72. The Clerk shall be entitled and expected to attend meetings of all committees except that they shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
73. The Chair and the Chief Executive Officer is authorised to invite other members of staff to attend committee meetings.
74. The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Chief Executive Officer and the Clerk.
75. All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk unless the provisions of Standing Order 21 shall apply.
76. The Clerk shall ensure that anyone in attendance at a meeting withdraws from any item where the need arises, for example where a conflict of interest arises. Wherever practicable this will be agreed with the Chair ahead of the meeting and the individual informed in advance.

CHAIR'S ACTION

77. Subject to paragraph 78 below, there shall be no power delegated to the Chair allowing them to act on behalf of the Corporation between meetings, except where the Corporation shall agree by resolution at a meeting to delegate specific powers to them to deal with a specific matter in the period before the next meeting.
78. If, in the Chief Executive Officer's opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Chief Executive Officer may, in consultation with the Clerk, seek the agreement in writing of the Chair of the Board (or, in the Chair's absence, the Vice-Chair), to take action necessary to deal with the matter ("Chair's Action"). If such agreement is not obtained, the Chief Executive Officer shall not take the action in respect of which agreement was sought and, if so requested by the Chief Executive Officer or the Chair, the Clerk shall convene a meeting of the Board. None of the responsibilities of the Board referred to in Articles 9 or 10 of the Articles of Government may be the subject of such action.
79. Chair's Action must not be applied in the case of:
- any matter which the Instrument and Articles states cannot be delegated
 - it changing the character of the college
 - it not being lawful
 - it being in conflict with the personal interests of the Chair.
80. Every use of Chair's Action shall be reported to the next available ordinary meeting of the Corporation.

AUTHENTICATION OF DOCUMENTS

Corporation Seal

81. The Seal of the Corporation must be kept in a safe place at the College and must be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will

authorise the affixing of the Seal to any document which requires to be sealed for the transaction of the business of the Corporation. The application of the Seal shall be authenticated by the signature of the Chair (or by another governor authorised either generally or specially by the Corporation to act for that purpose) together with that of any other governor. The Director of Governance is responsible for submitting a report to each meeting of the governing body detailing the use of the institution's seal since the last meeting.

Signing of Documents

82. Subject paragraph 81, the Chief Executive Officer is authorised to sign on behalf of the Corporation, where appropriate, any document necessary to give effect to any decision of the Corporation or its committees or any other matter in furtherance of the College's business.

SCHEME OF DELEGATION

83. The Corporation may delegate authority to committees or individuals (within the constraints of the Instrument and Articles of Government). Where delegation has been indicated in the Standing Orders, minutes or any policy this does not prevent the Corporation taking the decision if the Chair and Clerk agree it is appropriate to refer the matter to the Corporation. Delegation of authority to take a decision does not remove the accountability for the decision from the Corporation. All members of the Corporation accept collective responsibility for decisions taken.

ONS RECLASSIFICATION AND MANAGING PUBLIC MONEY

84. Following the reclassification of FE colleges and their subsidiaries to the government sector from 29 November 2022, the regularity framework for colleges has expanded to take into account the requirements of HMT Managing Public Money (MPM). The Corporation will have due regard to these requirements throughout the operation of its business.

REVIEW, VARIATION AND SUSPENSION OF STANDING ORDERS

85. The Clerk will review these Standing Orders and Governance Policies at least annually and will recommend to the Corporation, via the review and recommendation of the Governance and Remuneration Committee, any necessary revisions.
86. Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Corporation and shall take effect as from the conclusion of the meeting at which the Corporation's approval is given, subject to any direction to the contrary given by the Corporation. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.
87. Any Standing Order may be suspended at any meeting provided that the advice of the Clerk has been received, that a majority of the governors present and voting so decide and that, in so doing, there is no conflict with any statutory requirement.

SCHEME OF DELEGATION

1. The Role of the Corporation

- 1.1 The core statutory responsibilities of the Corporation are set out under Article 3.1 of the Instrument and Articles of Government. These are:
- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
 - c) approving the quality strategy of the institution
 - d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
 - e) approving annual estimates of income and expenditure
 - f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk
 - g) setting a framework for the pay and conditions of service of all other staff

2. Distinctions between Governance and Management

- 2.1. The relationship between the Corporation and the Chief Executive Officer is fundamental to the successful management of the affairs of the College, at the heart of which is the distinction between governance and management.
- 2.2. Governors need to be mindful of the distinction between their concern for strategy and policy, and the responsibilities of the managers for operational control.
- 2.2 One of the functions of the Corporation is to require the Chief Executive Officer to run the College within a clear framework of accountability that comes from the policies and strategic objectives that the Corporation itself has approved.
- 2.3 Therefore, the overall aim of the Corporation should be to debate, challenge and agree policies and strategies and ensure that it is able to monitor progress in implementing them. This requires having objective and effective means of knowing whether the College is being properly managed to fulfil its mission, and that it is in good financial health.
- 2.4 It follows that it is both necessary and it is good governance for a Corporation to delegate matters to its committees and to the Chief Executive Officer (in accordance with the provisions of the Articles of Government), in a way that reflects the complexity of the College and the experience of the management team.

3. Delegation of Responsibilities by the Corporation

- 3.1. The Corporation may, subject to the provisions of the Instrument and Articles and the Standing Orders, resolve to delegate many of its functions, including its decision-making powers, to:
- its committees,
 - the Chief Executive Officer
 - the Chair under specific circumstances
- 3.2 In accordance with the Articles of Government, the Corporation shall not delegate the functions listed in in Articles 9 and 10.
- 3.3 The Corporation has established a number of committees, to which it has delegated its powers and assigned responsibilities. Any function or responsibilities delegated to a Committee shall be set out clearly in Terms of Reference adopted by the Corporation, which Terms of Reference may not be amended except by resolution of the Corporation. Terms of Reference are set out at Appendix 7.

- 3.4 The Corporation may not delegate any function or responsibility which is assigned to the Chief Executive Officer or to the Clerk by Article 3.
- 3.5 The Chair is responsible for ensuring on behalf of the Members that the business of the Corporation is appropriately organised by the Clerk and for acting with the Clerk as the communication link between the Members and the Chief Executive. The role description for the Chair is provided at Appendix 2.
- 3.6 In exceptional circumstances, it will be necessary for the Chair, or the Vice-Chair in their absence, to act on behalf of the Corporation between meetings. The guidelines for when urgent action might be appropriate are set out in Standing Orders.

4. Statements made on Behalf of the Corporation or the College

- 4.1.1 In line with the Code of Conduct for Members of the Corporation, unless otherwise agreed by the Corporation to meet the needs of specific circumstances, statements on behalf of the Corporation must only be made by the Chair or the Chief Executive Officer.
- 4.1.2 It is recognised that the majority of items which require public statement concern the management and day-to-day operation of the College and thus will be dealt with by the Chief Executive Officer.
- 4.1.3 Members should therefore not respond direct to third party enquiries and correspondence but should seek advice from the Clerk, the Chair of the Corporation or the Chief Executive Officer in such circumstances.

This tabulated scheme of delegation summaries the appropriate level at which key decisions are required to be made

KEY:	Level 1: Corporation	Level 4: CEO/Deputy CEO
	Level 2: Committee	Level 5: Executive
	Level 3: Chair	Level 6: Director of Governance and Strategy

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	FINANCIAL						
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√					
3	Approve the tuition fees policy	√					
4	Approve expenditure in excess of £***k	√					
5	Approve expenditure in excess of £**k and up to £**k				√		
6	Approve expenditure outside the agreed budget	√					
7	Approve all contracts for sub-contracted education and training	√					
8	Ensure compliance with all funding agreements	√					
9	Monitor the performance of College Companies	√					
10	Review the Annual Accounts of College Companies	√					
11	Approve the Financial Regulations	√					
12	Approve the Treasury Management Policy	√					
13	Assess the Performance of the Internal Auditors		√ A				
14	Assess the Performance of the Financial Statements Auditors		√ A				
15	Appoint the internal and external auditors	√	√ A rec				
16	Recommend the Letter of Representation to the Corporation		√ A				
17	Approve the Letter of Representation	√					
18	Sign the Letter of Representation			√	√		
19	Recommend the College's Financial Statements for signature		√ A				
20	Approve the College's Financial Statements for signature	√					
21	Sign off the College's Financial Statements			√	√		

22	Appointment of the Group's bankers and approve the opening/closing of bank accounts	√					
23	Follow up all allegations of fraud and irregularity		√ A				
24	Annually approve the rationale for subcontracting and publication statement (management fee structure and subcontracting partners)	√					

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	HUMAN RESOURCES						
25	Appoint the Chief Executive Officer and other Senior Post Holders	√					
26	Approve a framework for the salaries and conditions of service of all staff within the College	√					
27	Determine staffing levels				√		
28	Appoint teaching staff				√	√	
29	Appoint non-teaching staff other than Senior Post Holders						
30	Review salary structure				√		
31	Annually appraise the Chief Executive Officer (by governors) and other Senior Post Holders (by the Chief Executive Officer, then shared with GRC)			√	√		
32	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
33	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	
34	Dismissal/suspension of the CEO/Principal/other Senior Post Holders	√					
35	Dismiss and suspend staff				√	√	
	CURRICULUM						
36	Approve the Self-Assessment Report (SAR)	√					
37	Formulate a Quality Improvement Plan (QIP)	√	√LCB		√		
38	Monitor performance against the QIP	√	√LCB				
39	Monitor any Post-Inspection Action Plan	√	√LCB				
40	Monitor the standards of teaching and learning	√	√LCB				
44	Monitor achievement, retention and attendance rates	√	√LCB				
42	Annual review and reporting of complaints	√	√LCB				
	ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT						
43	Approve the Estates Strategy	√					
44	Insurance and personal liability					√	
45	Maintain the buildings, including developing a properly funded maintenance plan					√	
46	Approve a Health & Safety Policy	√					
47	Ensure compliance with regulations				√		
48	Approve the annual report on Health & Safety	√					
49	Approve the Safeguarding Policy	√					
50	Approve the Annual Report on Safeguarding	√					
51	Monitor Safeguarding including Safe Recruitment					√	
52	Monitor Safeguarding, EDI and Prevent Action Plans as appropriate	√			√	√	
53	Formulate and update the Strategic Risk Register				√	√	
54	Monitor the Strategic Risk Register	√	√A				

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	GOVERNANCE						
55	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		√A				
56	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						√
57	Approve any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	√					
58	Appoint the Chair and Vice Chair of Corporation	√					
59	Appoint or remove members of the Corporation	√					
60	Hold special meetings as determined by the Corporation	√					
61	Establish and maintain a Register of Interests						√
62	Act as Chief Accounting Officer				√		
63	Monitor the College's KPIs	√					
64	Advise on the appointment of members	√	√GRC				√
65	Advise on the skills profile of the Board	√	√GRC				√
66	Approve the Corporation Calendar including the meetings schedule	√					√
67	Monitor Members' attendance	√	√GRC				√
68	Publish the minutes of non-confidential Corporation and Committee meetings on the website						√
69	Approve minutes of Board and Committee meetings as accurate	√	√ All Cttees				
70	Maintain records and report on the use of the College Seal to Board						√
71	Annually review the Policy Framework	√					
72	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies		√A				
73	Keep the Senior Post Holder Disciplinary and Grievance Policies under review	√	√GRC				
74	Governor Training and Development		√GRC				√
75	Code of Conduct for Corporation Members	√	√GRC				√
76	Approve the Accountability Statement	√					
77	Complete annual Self-Assessment of Governance (AoC Code of Good Governance)	√					

Committees:

Audit and Risk (A); Governance and Remuneration (GRC);
Local College Boards (LCB)

GOVERNANCE POLICIES

Appendix 1

Policy and Procedure for the Appointment of Chair of the Corporation or Chair Designate

1. **Introduction**

A policy and procedure for the appointment of a Chair or Chair Designate is set out below.

The Corporation may approve, through resolution, to modify or waive these procedures in the interests of the Corporation. For example, in the event that an external recruitment consultant is engaged to recruit a Chair.

2. **Policy**

- 2.1 Appointment to the office of Chair shall be carried out in accordance with Instrument 5 of Instruments and Articles. Neither the Chief Executive Officer nor any staff or student Member shall be eligible to be appointed as Chair. Nomination shall be open to all other Members of the Corporation.
- 2.2 At the last meeting before the expiry of the term of office of the Chair, or the meeting following the resignation or removal from office of the Chair, Members shall appoint a new Chair from among their number in accordance with the Instrument 5.
- 2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.
- 2.4 In the event of a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office and will continue in this role until a new Chair is appointed. The Chair Designate is a member of the Corporation, but the role is not otherwise a statutory office. In the absence of the Chair, the Vice-Chair shall assume the statutory responsibilities of the Chair, in accordance with the Articles of Government. The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

3. **Procedure**

- 3.1 In the event of a planned or expected vacancy arising for the office of Chair:
 - 3.1.1 The Clerk will provide Members with written notice that an appointment is to be made to the role of Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.
 - 3.1.2 The Clerk will request that written nominations for members to fulfil the role of Chair be submitted to them at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 3.2 In the event of an unexpected vacancy arising for the office of Chair, at the first meeting following the cessation of the term of office or the resignation of the Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.
- 3.3 The Clerk will table the names of nominees.
- 3.4 The method of election of the Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

4. *Procedure for the Selection of Chair Designate*

- 4.1 Members shall receive a minimum of four weeks' notice that an appointment is to be made to the role of Chair Designate.
- 4.2 Written nominations shall be submitted to the Clerk at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 4.3 The Clerk will table the names of nominees.
- 4.4 The method of election of the Chair Designate shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 4.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 4.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 4.4 and 4.5 repeated until the matter is resolved.
- 4.7 The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

Appendix 2

Chair of Corporation - Role Description

The Chair leads the Corporation, playing a central role in shaping the ethos and direction of the College, listening to and getting the best out of governors, challenging and supporting the Chief Executive Officer and their team, and line-managing the Chief Executive Officer and the Executive Director of Governance and Strategy who is also the Clerk to the Corporation.

Specifically, the role of the Chair is:

1. To provide effective leadership of the Corporation to ensure that it fulfils its core duties for:
 - a. articulating the vision, values and ethos of the College
 - b. driving the delivery of the College strategy, setting strategic objectives and monitoring their achievement whilst holding the executive team to account
 - c. establishing and maintaining high standards of integrity
 - d. monitoring the quality of teaching and learning and the student experience at the College in order to foster excellence
 - e. monitoring the financial health of the College and the efficient and effective use of its resources
 - f. assessing the performance of the Chief Executive Officer and Senior Postholders in achieving its vision and strategy
 - g. to act as an ambassador on behalf of the College
2. To develop and promote effective working relationships with the Chief Executive Officer, the Clerk and other members of the Executive Leadership Team.
3. To work with the Clerk to ensure the business of the Corporation is conducted professionally and efficiently, and in compliance with the Corporation's statutory powers and agreed procedures.
4. With the Chief Executive Officer and Clerk, to set Corporation meeting agendas to ensure that the Corporation is exercising strategic oversight and performing its duties in a timely, appropriate and effective way.
5. To conduct meetings to ensure that issues are debated fully, that all governors have a chance to contribute, and clear and appropriate decisions are reached, and that business is concluded efficiently.
6. To review draft minutes to ensure that Corporation discussions and decisions are accurately recorded.
7. To promote the seven Principles of Public Life established by Nolan (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) in all business of the Corporation.
8. To undertake annual one-to-one performance reviews with governors, and provide ongoing individual support, to maximise governors' contribution to the Corporation and drive performance.
9. To promote a critical Corporation self-assessment process that identifies the steps necessary to strengthen its performance to conform with the highest standards in the sector.
10. To ensure that the balance of the Corporation is reviewed with respect to skills sets, and diversity, in consultation with the Governance and Remuneration Committee.
11. To act as a key ambassador for the College, bringing enthusiasm and energy in promoting the College's best interests and reputation both within the College and with external stakeholders.
12. To take a prominent role in any inspection or review of the College by an external inspectorate or other body.
13. To develop a constructive, supportive and professional working relationship with the Chief Executive Officer to assist them in achieving agreed objectives. This will include regular meetings to monitor and plan Corporation business (with the Clerk); take briefings on matters of interest and importance; explore new strategic opportunities; discuss any potential issues of concern or risks to the achievement of the College's strategic objectives, quality of the learner experience or financial health, and raise any matters relating to performance or working life.
14. To undertake, with other members of the Governance and Remuneration Committee, the annual appraisal and mid-year review of the Chief Executive Officer.
15. To work with the Chief Executive Officer on arrangements for the annual appraisal of other senior postholders, to ensure timely reporting to the Governance and Remuneration Committee.

16. To undertake the annual review of the Clerk together with other members of the Governance and Remuneration Committee.
17. To lead on any future senior postholder recruitment
18. To exercise a second or casting vote where there is an equal division of votes on any decision taken at a Corporation meeting.
19. To exercise any specific authority delegated by the Corporation, together with a general delegated authority to act, after consultation with the Chief Executive Officer, the Clerk, and other Governors as appropriate, on any issue arising which is both urgent and important which would normally be dealt with by the Corporation but which cannot wait for the next Corporation meeting. Such action will be reported to the Corporation for information at the next full meeting.
20. To call a special meeting of the Corporation (if necessary, with less than 7 days' notice) where urgent and significant matters need to be considered before the next scheduled meeting of the Corporation.

Appendix 3

Policy and Procedure for the Appointment of Vice-Chair of Corporation

1. Introduction

A policy and procedure for the appointment of a Vice Chair is set out below.

2. Policy

- 2.1 Appointment to the office of Vice Chair shall be carried out in accordance with Instrument 5 of Instruments and Articles. Neither the Chief Executive Officer nor any staff or student Member shall be eligible to be appointed as Vice Chair. Nomination shall be open to all other Members of the Corporation.
- 2.2 At the last meeting before the expiry of the term of office of the Vice Chair, or the meeting following the resignation or removal from office of the Vice Chair, Members shall appoint a new Vice Chair from among their number.
- 2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

3. Procedure

- 3.1 In the event of a planned or expected vacancy arising for the office of Vice Chair, at the last meeting before the expiry of the term of office of the Vice-Chair:
 - 3.1.1 The Clerk will provide Members with written notice that an appointment is to be made to the role of Vice Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit, this will normally be a minimum of four weeks.
 - 3.1.2 The Clerk will request that written nominations be submitted to them at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee, and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the office, if he or she is elected.
- 3.2 In the event of an unexpected vacancy arising for the office of Vice Chair, at the first meeting following the expiry of the term of office or the resignation of the Vice Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.
- 3.3 The Clerk will table the names of nominees.
- 3.4 The method of election of the Vice Chair shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.
- 3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.
- 3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

Appendix 4

Procedure for Considering Complaints against the Corporation, Individual Members and the Clerk

1. Scope

This procedure applies to complaints against the Corporation, a member of the Corporation (including the Chief Executive Officer if the complaint relates to their role as a Board member), a co-opted member or the Clerk. Complaints must relate to:

- the performance by the Corporation, a Board Member or the Clerk or the functions respectively allocated to them under the Articles of Government of the College; and/or
- the exercise by the Corporation of its powers; and/or
- any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members, relevant provisions of the Accountability Agreement and/or the College Financial Handbook or the code of governance adopted by the Corporation..

2. Limitation of Time and Interest; Malicious Complaints

Complaints will not be considered unless they are made within six months of the alleged misconduct becoming known to the complainant or becoming knowledge in the public domain.

Complainants need not have any contractual relationship with the College, but complaints judged to be made with malice towards the College, the Corporation, an individual Member or the Clerk shall not be covered by privilege and the Corporation reserves the right to take legal action against malicious complainants.

3. Procedure for Filing a Complaint

Complaints may be made either on the College Complaints Form (available from each College Campus reception desk), or in writing to the Clerk to the Corporation at the Southend Campus, Luker Road, Southend-on-Sea, Essex SS1 1 ND. Where the complaint is in relation to the Clerk the complaint should be addressed to the Chair of the Corporation.

At this stage, only brief details of the complaint, and the person(s) causing the complaint, need be given, together with a contact address or telephone number.

4. Initial Investigation and Report

The Clerk will ask the Chair to nominate a person to investigate the complaint; this may be the Chief Executive Officer, a Member of the Corporation or the Clerk, or other professional, legal or audit adviser to the College where specialist knowledge is required.

The investigator will report back to the Chair as soon as practicable

- (a) that there is a prima facie case warranting formal investigation, and formally detailing the complaint and requesting that the procedure for formal investigation be put in motion (see following paragraph), or
- (b) that there is evidence of malicious intent on behalf of the complainant (in which case the Corporation shall be asked to consider whether to pursue legal action), or
- (c) that the matter should not be pursued on grounds of triviality or insufficient evidence (in which case the Chair shall write to the complainant explaining this).

5. Formal Investigation

If warranted by the investigator's report, the Chair shall order a formal investigation.

If the complaint is against the Corporation, then the formal investigation shall be presided over and conducted by one or more of the independent Members of the Corporation (the investigator),

assisted as necessary by any of the professional advisers to the Corporation. The complainant will be given the opportunity to make a formal presentation of his case, and to submit documentary evidence or call witness evidence. The Corporation as respondent (represented by the Chair, or some Member nominated by her, or by a College professional adviser), will make a statement of explanation, justification or rebuttal; may present documentary evidence, or call witness evidence.

The investigator may ask questions of any party; and may ask for additional documentary evidence or call for other witnesses.

The investigator will deliver their opinion to the Chair, who shall call a Special Meeting of the Corporation to consider it. The opinion shall be **either** that the complaint is substantiated wholly or in part and suggesting action in redress; **or** that the complaint is not substantiated at all in any part, **or** insufficiently; in this latter case, they may suggest conciliatory action in redress. The Corporation shall determine what action to take; the Clerk shall inform the complainant of the investigator's opinion (in full) and of the decision of the Corporation. The response may include details of any arrangements for pursuing the matter with any relevant external body as appropriate.

If the complaint is against an individual Member, or group of Members, then the procedure set out above shall be followed except that the hearing shall be presided over by the Chair sitting with two other independent Members; in the event of misconduct being evidenced, the Corporation shall normally be asked to terminate the office of the Member(s).

Appendix 5

Payments to Members (including Co-opted Committee Members)

1. *Prohibition of Payments*

Except as detailed below, no payment shall be made to any Member of the Corporation or any Co-opted Member of a Committee, for any kind of service to the College.

2. *Chief Executive Officer , Staff Members, Student Members*

The Group Chief Executive, any Staff Member and any Student Member shall be entitled to be paid as part of their employment by the College for time spent on Corporation business.

3. *Chair of Corporation*

The Chair to the Corporation shall be entitled to remuneration for services, in the role of the Chair, carried out on behalf of the College subject to contract and by order of the Charity Commission. The Chair shall not be an employee of the College.

3. *Provision of Services*

The Instrument of Government (Clause 11) allows a Member of the Corporation to have an interest in the supply of goods or services to the College provided that at any meeting of the Corporation (or of a committee or management meeting acting with delegated powers) that interest is declared and the Member concerned takes no part in the decision on whether or not a contract is placed.

Any such interest must be notified in writing to the Clerk, who shall include it in the Register of Interests and declare it at the next Corporation meeting.

4. *Expenses for Members (other than Chief Executive Officer or Staff Members, who shall be reimbursed as employees)*

Members shall be reimbursed for out-of-pocket expenses as follows:

- **Travel**

Standard class rail travel, taxi fares or payment of mileage related expenses for use of own car, based on the College's approved rates, for all travel on Corporation business

- **Subsistence**

- All meals and accommodation to be provided free by the College to Members attending College organised meetings and seminars.
- All meal costs, or allowance at the College's approved rate, to be payable when absent from home on Corporation business for more than five hours.

- **Telephone, Mail**

Reimbursement of cost of telephone calls and stamps incurred in the course of College business, and similar reimbursement of other incidental expenses (e.g. photocopying).

- **Child-minding Costs; Other Caring Costs**

Reimbursement of child-minding or nursery costs or other care costs incurred when on College business at a [reasonable] rate [considering the location of the College Campuses].

- **Equipment**

Members of the Corporation or any of its Committees and the Clerk will be supplied by the College, on a loan basis, with necessary equipment in order to enable the Member and the Clerk to access papers and other College related material electronically via the College website.

Claims are made on appropriate College forms (available from the Head of Governance) and certified as correct by the Clerk. Claims must be supported by appropriate documentation, e.g. tickets or receipts, as appropriate. Payment is authorised by the Director of Governance and Strategy in accordance with policy via the Head of Governance. ~~due diligence.~~

Appendix 6

Code of Conduct

1. Introduction

1.1 This Code describes the responsibilities of Members of the Corporation and indicates the standards expected of them in relation to their individual conduct. All Members are required, on accepting office, to declare that they will abide by the Code.

1.2 In addition to this Code, Members are recommended to familiarise themselves with the following:

- the College's Instrument and Articles of Government
- the Standing Orders, Scheme of Delegation and Governance Policies
- the College's Strategic Plan
- the code of governance adopted by the Corporation

And with the Nolan Principles:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty
- leadership.

An extract of the report of the Nolan Committee setting out these principles in more detail is set out at the end of this document

1.3 If a Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained (see also paragraph 6).

1.4 This Code applies to every committee, Local College and Regulatory Boards or working party of the Corporation and to every subsidiary company, joint venture or steering group of the College to which Members may be appointed.

2. Aims and Values

2.1 The College Vision, Mission, Priorities and Key Objectives, as set out in the Strategic Plan and agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Members should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.

2.2 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to combating any discrimination within the College on the grounds of race, ethnic or national origin, religion, age, disability, sexuality or gender identification;

2.3 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

3. Responsibilities and Conduct of Members

3.1 Individual Corporation Members should, at all times, act with integrity and awareness of their responsibilities as Members of the Corporation. Members must always:

- comply with this Code,

- comply with Standing Orders to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner,
- act in good faith and in the best interests of the Corporation,
- act fully in accordance with the normal principles of financial accountability and the highest standards of propriety,
- use reasonable care, diligence and skill in fulfilling their role,
- support the aims and objectives of the College,
- promote the interests of the College, its students and other users of the College's services.
- protect the good reputation of the College and the trust and confidence of those with whom it deals.
- comply with other college policies which reinforce standards of ethical and personal behaviour, probity, equality and respect for others

3.2 Members are collectively responsible for ensuring that the Corporation:

- acts within the powers given to the Corporation under sections 18 and 19 of the Further and Higher Education Act 1992 as amended by the Learning and Skills Act 2000, in the Education Act 2011 and in the Instrument and Articles of Government,
- observes the obligations set out in the College Financial Handbook. Members should note that they are responsible for the proper use of income derived from other sources, and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

3.3 Members should not:

- act in a way which will bring the Corporation into disrepute,
- use information gained in the course of their public services for personal gain,
- use the opportunity of public service to promote their private interests,
- put themselves in a position where there is a conflict (real or potential) between their personal interests and duties to the Corporation,
- be bound in their speaking and voting by mandates given to them by other bodies or persons.

3.4 Behaviours that are considered to be a breach of this Code and which may entitle the Corporation to disqualify the Member include, but are not limited to, single or repeated incidences of:

- lack of engagement with their role of a governor;
- not responding to communications from the College in a timely manner
- failure to respect confidentiality
- improper lobbying and side bar conversations to influence other Members
- engaging in overfamiliar, directive or adversarial relationships with staff
- inability to contribute effectively to strategic discussions
- abstention from votes without any valid reason being given
- failure to complete governance paperwork such as declaration of interest
- failure to complete training mandated by the Corporation
- undermining decisions taken by the Corporation;

4. Duties of Members

4.1 Members should:

- work co-operatively with other Members in the best interests of the College,
- acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation (or a committee) prevails, it must be supported, and Members will be collectively responsible for that decision,
- base his/her view on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views,
- acknowledge that as an individual Member, he/she has no legal authority outside the meetings of the Corporation and its committees,
- understand that an individual Member does not have the right, other than through the Chair and with the Corporation's agreement, to make statements or express opinions on behalf of the Corporation,
- take or seek opportunities to enhance his/her effectiveness as a Member through participation in training and development programmes and by increasing his/her own knowledge of the College,
- attend, as far as is practicable, all meetings of the Corporation and its committees (of which s/he is a member),
- have regard to his/her broader responsibilities as a Corporation Member of a publicly-funded institution, including the need to promote public accountability for the actions and performance of the Corporation.

4.2 Members should have regard to the different, but complementary, responsibilities given to the Chief Executive Officer. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Chief Executive Officer and any other senior postholders, it is the Chief Executive's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members should work together so that the Corporation and the Chief Executive perform their respective roles effectively. The Scheme of Delegation sets out the parameters for the respective roles of the Corporation and Chief Executive.

5. Openness and Confidentiality

5.1 Because of the Governing Board's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection, during the normal hours of the College on application to and by prior arrangement with the Clerk, when they have been approved for publication by the Chair.

5.2 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

5.3 Governors should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair and the Chief Executive Officer. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its committees.

6. Registration and Declaration of Interests

6.1 Members should:

- resist any temptation or outside pressure to use the position of Member to benefit him/herself or other individuals or agencies,
- complete fully and honestly the Declaration of Eligibility for Membership and Declaration of Interests, and amend their Declaration of Interests as soon as is reasonably practicable after any change of interest occurs,
- declare openly and immediately any personal conflict of interest arising from a matter before the Corporation or its committees or from any other aspect of Corporation interest,
- respect the confidentiality of those items of business which the Corporation decides from time to time should remain confidential.

6.2 In the light of any declaration of interest, it should be for the Corporation, or the Chair of any committee, to determine whether the Member should withdraw from discussions and decisions relating to that interest.

6.3 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgment or integrity.

7. Independent Professional Advice

7.1 The Corporation, or any of its committees, may collectively decide to take independent professional advice on any matter by passing a resolution to that effect at a meeting.

7.2 Individual Members shall have the right to take, within reasonable financial limits, independent professional advice at the Corporation's expense on any matter concerning the exercise of their powers and responsibilities. This can be exercised only by giving prior notice to the Clerk in order that they can:

- (a) check whether professional advice on the matter has already been sought and advise the Member accordingly,
- (b) obtain the approval of the Chair, in consultation with the Chief Executive Officer, which may not be unreasonably withheld,
- (c) obtain from the Chair an indication of the financial limits that the Corporation will meet. The Member will be liable for any additional costs incurred unless the prior consent of the Chair is obtained.

7.3 Any advice obtained shall be made available to all Corporation Members.

8. Breach of Code

If a Member is in breach of the Code of Conduct, it may:

- (a) entitle the Corporation to disqualify the Member from continued membership of the Corporation,
- (b) give rise to legal proceedings and/or result in the individual liability of the Member.

The procedure for dealing with breaches is outlined in the Corporation Standing Orders

9. Resolution of Difficulties

9.1 If a Corporation Member has difficulty in understanding the implications of, or complying with, this Code, they should raise the issue with the Chair of the Corporation, who will advise on the resolution of the issue. If the Member remains concerned, they may seek further guidance from the Clerk to the Corporation.

9.2 If a Corporation Member believes that

- (a) the Corporation is proposing to act improperly, or
 - (b) a decision taken, or a process of decision-making, by the Corporation is wrong or flawed,
- there are three possible courses of action to resolve the matter:
- arrange a private meeting with the Chair,
 - request that an item be put on the agenda of the next meeting of the Corporation.
 - request that a special meeting be called, in accordance with the Instrument of Government.

If the Member and/or the Chair feels that the conflict cannot be resolved, then consideration must be given to that Member's continued membership of the Corporation.

The Seven Principles of Public Life

*The following is an extract from the Second Report
of the Nolan Committee on Standards in
Public Life, May 1996*

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

Appendix 7

Removal Process

PROCEDURE FOR REMOVING A GOVERNOR FROM OFFICE

1. REASONS FOR REMOVAL FROM OFFICE

1.1 A governor can be removed from office if the Corporation is satisfied that any of the following apply:

- (a) absence from meetings of the Corporation and any committee(s) of which that governor is a member for a period of longer than six consecutive months without the agreement of the Corporation
- (b) failure to meet the attendance target for governors agreed by the Corporation without the agreement of the Corporation
- (c) they are no longer eligible to be a governor as set out in Instrument 7 of the Instruments and Articles
- (d) they are unfit or unable to discharge the functions of a member of the Corporation
- (e) it is in the best interests of the Corporation that they be removed from office
- (f) the governor has breached the Code of Conduct

2. ACTION TO BE TAKEN BY CLERK, THE CHAIR AND THE GOVERNANCE & REMUNERATION COMMITTEE (GRC)

2.1 Where the potential reason for removal relates to absence from meetings under paragraph 1.1 (a) or (b):

- (a) In consultation with the Chair the Clerk will write on behalf of the Chair to the governor concerned explaining the position and advising that this could result in the governor's removal from office. The governor should be asked to provide, within seven days, written reasons for non-attendance at meetings.
- (b) The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the GRC and, if necessary, shall authorise the Clerk to convene a special meeting. If the GRC consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Corporation who shall deal with the matter in accordance with paragraph 3.

2.2 Where the potential reason for removal relates to any reason under paragraph 1.1 (c) to (f):

- (a) Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.
- (b) When such a question is raised, the Clerk will immediately notify the Chair of the Corporation and the Group Chief Executive Officer. If it appears to the Chair and the Group Chief Executive Officer that the matter should be pursued, they will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- (c) The Chair may suspend the governor's membership of the Corporation under Instrument 9(3) if, in the Chair's view, this is warranted.
- (d) The Chair and Group Chief Executive Officer will decide, in consultation with the Clerk, whether or not the matter should be referred to the GRC and, if necessary, shall authorise the Clerk to convene a special meeting. If the GRC consider that there may be grounds for the removal of the governor from office, they shall report the matter to the Corporation who shall deal with the matter in accordance with paragraph 3.
- (e) If the Chair and Group Chief Executive Officer are not able to reach agreement as referred to under paragraphs (b) and (d) then the matter will be referred to the GRC for consideration as set out in paragraph (d)

3. MEETINGS OF THE CORPORATION REGARDING THE REMOVAL OF A GOVERNOR

- 3.1 Meetings of the Corporation at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor in question") should be provided with written notification setting out why the Corporation is considering taking such action.
- 3.2 The meeting shall be attended by members of the Corporation, the Clerk, and the governor in question. The governor in question has the right to be accompanied and/or represented by a person of their choice.
- 3.3 The governor in question shall be entitled to attend all parts of the meeting relating to whether they should be removed from office save that they shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.
- 3.4 At the meeting, the reasons why consideration is being given to the removal of the governor in question shall be explained to the governor in question and the governor in question shall have the opportunity to state their case in full. Both the governor in question and the Corporation shall have the right to examine witnesses if appropriate.
- 3.5 The Corporation shall decide whether or not the governor in question should be removed from office as a governor of the Corporation. In either case the Clerk shall notify the governor in question of the Corporation's decision in writing as soon as practicable after the meeting and, in any event, within seven days.
- 3.6 A governor removed from office shall have no right of appeal against the Corporation's decision.

4. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE

- 4.1 A person co-opted by the Corporation to serve as a member of a committee ("the co-opted committee member") may be removed from membership of that committee if the person has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Corporation.
- 4.2 In the event that the Corporation is considering the removal of a co-opted committee member, the co-opted committee member shall be provided with written notification setting out why the Corporation is considering taking such action.
- 4.3 The co-opted committee member shall be notified of the time and place of the Corporation meeting at which the co-opted committee member's removal is to be considered and the co-opted committee member has the right to provide written representations as to why they should not be removed from membership of the relevant committee or, if invited by the Corporation, to attend the meeting to state their case as to why they should not be removed. The co-opted committee member shall not be entitled to attend any part of the meeting not relating to their removal and shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.
- 4.4 The Corporation shall decide whether or not the co-opted committee member should be removed from membership of the committee, and the co-opted committee member shall be notified of the Corporation's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 4.5 A co-opted committee member removed from membership of a committee shall have no right of appeal against the Corporation's decision.
- 4.6 For the avoidance of doubt, at no time is a co-opted committee member a member of the Corporation.

Appendix 8

Letter of Engagement

[insert date]

Dear [name of new governor]

Appointment as Governor

This letter outlines the terms which will apply to your appointment as a governor of South Essex College of Further and Higher Education (also known as South Essex Colleges Group) (referred to in this letter as the College). It is agreed between us that this is not a contract of employment.

APPOINTMENT

Subject to the remaining provisions of this letter, your appointment to the Board will take effect from [insert date] and is for a fixed term of 4 years. [Staff Governor a term of 2 years and Student Governor a term of 1 year].

You understand and agree that your appointment is subject to certain checks including a DBS check and the signing of a declaration by you confirming your eligibility to serve.

Your appointment is subject to the Instruments and Articles of Association and Standing Orders of the College, as amended from time to time. Nothing in this letter shall be taken to exclude or vary the terms of the Instruments and Articles or Standing Orders as they apply to you as a governor of the College.

DUTIES AND RESPONSIBILITIES

As a governor you will have the same general legal responsibilities to the College as any other governor and will be required to take decisions in the best interests of the College. The Board as a whole is collectively responsible for the success of the College. Given the nature of the College, success is measured primarily on student outcomes although stability in financial, technological and environmental sustainability are key aims.

The Board has four key functions:

- **determining and developing the College's educational character**
- **setting and communicating the College's strategy and goals**
- **holding executive leaders to account for the educational performance and quality of the College, and for the performance of staff**
- **exercising effective control to ensure that funds and assets are protected, the College remains solvent and legal obligations are met**

As members of the Board governors are also charitable trustees. Governors have six main duties under charity law:

- **to ensure that the Board carries out its purpose for the public benefit**
- **to comply with the Instruments and Articles and the law**
- **to act in the Board's best interests**
- **to manage the Board's resources responsibly**
- **to act with reasonable care and skill**
- **to ensure the Board is accountable**

As a governor you will be entitled to request all relevant information about the College's affairs as is reasonably necessary in order to enable you to discharge your duties.

TIME COMMITMENT

Overall, the College anticipates a time commitment that will include attendance at termly Board and committee meetings (as applicable to your appointment), annual strategy meetings, training and development, and college events. In addition, you will be expected to devote

appropriate preparation time ahead of each meeting and event, if needed. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role.

The College will confirm the specific dates and times for Board meetings in due course. Generally, you will receive an agenda, together with relevant supporting papers, seven days before each Board meeting. However, from time to time, it may be necessary to hold meetings at short notice.

EXPENSES

The College shall reimburse you for all reasonable and properly documented expenses that you incur in performing the duties of your office, in accordance with the College Governors' Expenses Policy from time to time.

REVIEW

You agree to participate in continuous improvement programs from time to time at the reasonable expense of the College in relation to agreed course fees and travel expenses. During the course of your appointment, your performance will be subject to 360-degree appraisals, which you agree to participate in. Continuation of your appointment is contingent on your continued satisfactory performance on an annual basis.,

Such performance will be based on the same criteria as re-appointments, namely:

- a) Attendance record (of Board and committees)
- b) Demonstrable commitment to the College, over and above attendance at formal meetings (e.g., attendance at college events to which governors are invited to attend)
- c) Attendance at training events, sector conferences, network meetings and completion of mandatory training
- d) Quality and appropriateness of contribution to discussions at meetings
- e) Expertise/interests and its continued value to the work of the Board
- f) Compliance with the provisions of the Instruments and Articles and Standing Orders
- g) Adherence to the Code of Conduct for Governors

CONFLICTS OF INTEREST

Particularly as the College is financed through public funds, any conflicts of interest or perceived conflicts of interest can be damaging to the College. You must declare any relevant interests into a register, in accordance with the College's conflict of interest policy. You agree that information from the register may appear in the College's Annual Reports or on the College's website. You confirm that you have declared any conflicts that are apparent at present and that you will declare potential conflicts of interest to the Executive Director Governance and Strategy as soon as they arise. This will extend to a governor's involvement with any other educational organisation in whatever capacity.

In the event that you need to enter any new entry into the register of interests, you should proactively confirm this to the Executive Director Governance and Strategy who will advise the Board.

Governors must act in the best interests of the College and shall not bring a mandate from the group that may have selected them to join the Board.

CONFIDENTIAL INFORMATION

During the course of your appointment, you are likely to obtain knowledge of confidential information with regard to the business and financial affairs of the College (including any of its subsidiary undertakings) as well as its respective customers and suppliers' details which are not in the public domain (confidential information) including, but not limited to, students' personal information. Accordingly, you undertake to and covenant with the College that:

- you shall not at any time during or after termination of your appointment (by whatever means) use or procure the use of the name of the College whether or not in connection with your own or any other name in any way calculated to suggest that you continue to be connected with the business of the College or in any way hold yourself out as having such connection; and
- you shall not at any time during or after the date of this agreement (save by

compulsion of law) use any confidential information (other than in the interests of the College) or disclose or divulge any confidential information to any person (other than to officers or employees of the College whose province it is to know the same) and that you shall use your best endeavors to prevent such use or publication or disclosure of any confidential information by any other person

RETIREMENT AND TERMINATION

At the end of your 4-year term, subject to satisfactory performance, you may be considered for re-appointment by the Board in accordance with the Instrument and Articles and Standing Orders. You may resign from the College at any time by giving written notice to the Executive Director Governance and Strategy.

The College reserves the right to terminate your appointment with immediate effect by written notice if you:

- at any time hold a position with or have interests in another College, without prior approval by the Chair and CEO, which, in their reasonable opinion, is likely to give rise to a material conflict of interest with your position as a governor of the College. If any conflict with your duties as a governor does arise, you should consult the Executive Director Governance and Strategy immediately.*
- commit any serious or repeated breach or non-observance of your obligations to the College (which includes an obligation not to breach your fiduciary duties); or*
- commit any fraud or act of dishonesty or act in any manner which, in the opinion of the College, brings or is likely to bring you or the College into disrepute or is materially averse to the interests of the College; or*
- are declared bankrupt or make an arrangement with or for the benefit of your creditors, or if you have a county court administration order made against you under the County Court Act 1984 or equivalent legislation; or*
- are disqualified from acting as a governor;*
- undertake any actions the result of which is that you no longer comply with the required declaration of eligibility to serve as a governor in any other respect;*
- fail to comply with the terms of this letter of engagement in any respect.*
- breach of the code of conduct*

On termination of the appointment, you shall only be entitled to the reimbursement of any expenses properly incurred prior to that date.

DATA PROTECTION

By signing this letter, you consent to the College holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the UK General Data Protection Regulation).

THIRD PARTY RIGHTS

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this letter. No person other than you and the College shall have any rights under this letter and the terms of this letter shall not be enforceable by any person other than you and the College.

INSURANCE

The College currently maintains governors' and officers' liability insurance and you will be included in such cover with immediate effect.

INDUCTION

It is important to arrange some training for you to assist you in understanding your new role on the Board. We will contact you shortly to arrange that training.

Please confirm your consent to the position of governor on the terms set out above by signing and returning a copy of this letter to me. Please feel free to contact me if you have any queries in relation to the above.

We look forward to welcoming you to the Board.
Yours sincerely

Lana Jackman
Executive Director Governance and Strategy

Acknowledgment

I accept the terms of the proposed appointment as a governor of South Essex College of Further and Higher Education (also known as South Essex Colleges Group) as set out in this letter of engagement.

..... Signature

.....Date

Appendix 9
Terms of Reference