

**EAST COAST COLLEGE CORPORATION.  
TERMS OF REFERENCE AND STANDING ORDERS FOR THE  
CONDUCT OF BUSINESS.  
1 August 17 as amended.**

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## **1. INTERPRETATION**

In these Standing Orders ("SO"):

- "College" means East Coast College
- "Corporation" means the Corporation of East Coast College
- "Committee" means a committee of the Corporation
- "Chair" means the Chair of the Corporation or of a Committee of the Corporation as the context requires
- "Vice-Chair" means a Vice-Chair of the Corporation
- "Meeting" means a meeting of the Corporation or of a committee of the Corporation as the context requires
- "Member" means a Governor of the Governing Body
- "Associate Member" means a person who is not a member of the Governing Body but who is appointed as a member of the committee
- "Independent Member" means a member other than the Principal, Staff or Student Members
- "Principal" means the Principal of East Coast College
- "Director of Governance" means the Clerk to the Corporation

Words imputing one gender shall impute all genders and the singular number shall include the plural and vice versa (unless the context otherwise requires).

## **2. INTRODUCTION AND GENERAL**

### **2.1 Introduction**

East Coast College ("The College", "ECC") was established on 1<sup>st</sup> August 2017 following the merger of Great Yarmouth College and Lowestoft College. Lowestoft Sixth Form College joined 1<sup>st</sup> August 2018.

**2.1.1** Those sections of the Further and Higher Education Act 1992 detailing the powers and duties of Further Education Corporations were amended by the Learning and Skills Act 2000, the Education Act 2002, the Education and Inspections Act 2006, the Further Education and Training Act 2007 and the Education Act 2011.

**2.1.2** A summary of the principal powers and roles and responsibilities of the Corporation deriving from this legislation is given at section 12.

### **2.2 General**

**2.2.1** The Corporation has the status of an Exempt Charity, under Schedule 3 of Charities Act 2011. Exempt Charities, although subject to general Charity Law, are not directly regulated by the Charity Commission, but by a Principal Regulator appointed by the Commission. The Secretary of State for the Department for Education has been appointed Principal Regulator for Further Education Corporations. A note was sent to Chairs of Further Education Colleges on 4<sup>th</sup> November 2014 by BIS setting out the Secretary of State's position and expectations as the then Principal Regulator.

**2.2.2** The Corporation is governed by the provisions of specific legislation:

- a) The Education Acts as defined in Section 578 of the Education Act 1966
- b) The Further and Higher Education Act 1992, as amended
- c) The Learning and Skills Act 2000
- d) s.161 of the Education and Inspections Act 2006
- e) The Further Education and Training Act 2007
- f) The Apprenticeships, Skills Children and Learning Act 2009
- g) The Education Act 2011
- h) The Charities Act 2006
- i) The Charities Act 2011

A synopsis of these, and of other general legislation that has application to the Corporation as employer etc. published by the Association of Colleges (AoC) is available from the Director of Governance.

- j) The Instrument and Articles of Government, adopted by the Corporation on 31<sup>st</sup> March 2017
- k) Code of Good Governance

- l) The Financial Memorandum between the Skills Funding Agency (SFA) and the Corporation – (“the Financial Memorandum”)
- m) These Standing Orders (“SO”)
- n) The East Coast College Financial Regulations (separately approved by the Corporation).

In the event of any conflict between the above regulations, the latter regulations are subordinate to the earlier regulations, e.g. (c) is subordinate to (b) which is subordinate to (a).

**2.2.3** The Corporation is accountable to SFA for the use of public funds and has ultimate responsibility for the College's management and administration. The Corporation is also often referred to or described as the “Governing Body” or “Board of Governors” or “Board”.

**2.2.4** The Financial Memorandum between the SFA and the College sets out the terms and conditions on which grant is made. The Board of Governors is responsible for ensuring the conditions of grant are met. As part of this process, the College must adhere to the Joint (EFA/SFA) Code of Audit Practice (“Audit Code”) which requires it to have sound systems for ensuring adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and financial management control. These Standing Orders form part of this overall system of control.

## **2.3 Status of Standing Orders**

**2.3.1** These Standing Orders set out the Corporation's policies relating to the way in which it conducts its business and supersede all earlier issues. In so far as they expand or interpret the Instrument and Articles of Government they have been adopted as bye-laws of the Corporation as authorised by the Articles of Government and are printed in bold.

**2.3.2** These Standing Orders apply where relevant to the College and all its subsidiary undertakings.

**2.3.3** This document was approved by the Board of Governors on the date given on the title page.

**2.4** A number of the documents which are referred to in these Standing Orders are not included within the Standing Orders and may be found elsewhere on the College Website, or are available from the Director of Governance.

**2.5** The Corporation has adopted a number of appendices setting out details of procedures or documents referred to in these Standing Orders. A full list of these appendices is given on page 1,

**2.6** Having first taken the advice of the Director of Governance, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Corporation or a Committee, nor open to discussion.

### **3. THE COMPOSITION OF THE CORPORATION**

#### **3.1 The Corporation shall consist of:**

Not more than normally 15 independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government.

**3.2** All Members or Associate Members are required to be eligible for Membership, as defined in Article 7 of the Instrument of Government, and to sign a declaration to that effect. The proformas for declaring interests and statement of eligibility is given in Appendices 6 and 7.

**3.3** Members, Associate Members, Student Members and Staff Members shall be selected and appointed in accordance with the appropriate sections of the Policy and Procedures for the Selection of Governors contained in Appendix 11, which also contains a Specification for the role of Governor or Associate Governor. The term of office of Members will be up to four years except for the Principal, who shall serve for the period of appointment as Principal,

### **4. APPOINTMENT OF CHAIR AND VICE-CHAIR(S)**

**4.1** The Corporation is required by Clause 5 of the Instrument of Government to appoint a Chair and one or more Vice-Chairs. Unless otherwise decided by the Corporation, the Chair and Vice-Chair(s) shall be elected bi-annually, subject to the right of the Corporation to remove a Chair or Vice-Chair from office or for either office holder to resign in accordance with the Instrument of Government.

**4.2** The procedure to be used for the appointment of Chair and Vice-Chair(s) is set out in Appendix 12, which also contains a specification of the duties attached to the roles.

**4.3** A Chair or Vice-Chair shall be eligible for re-appointment to a maximum of four consecutive terms of office and not normally exceeding 8 years' service as a Governor.

### **5. APPOINTMENT OF THE CLERK TO THE CORPORATION (Known as Director of Governance)**

**5.1** The Corporation is required by Clause 6 of the Instrument of Government to appoint a Clerk to the Corporation, who shall convene all Corporation and Committee Meetings on the instructions of the Chair, and be entitled to attend all meetings of the Corporation and any of its Committees. The Clerk may also be a member of staff at the institution. The specification of duties of the Clerk is given in Appendix 12 to these Standing Orders. At East Coast College the Clerk to the Corporation will be known as the Director of Governance.

## **6. CODE OF CONDUCT FOR MEMBERS**

- 6.1** Members must agree as a condition of Corporation membership, to be bound by the Code of Conduct for Members agreed by the Corporation.
- 6.2** Acceptance of membership of the Corporation constitutes an agreement to comply with the current Code and any subsequent revisions.
- 6.3** The Code of Conduct for Members is available on the website or from the Director of Governance.

## **7. MEETINGS**

- 7.1** The schedule of meetings of the Corporation and Committees for the following twelve months shall be agreed by the Corporation at the Annual Meeting each year following consultation with members on the most convenient time and day of the week. Variations if required may be agreed by the Chair or Committee Chair provided at least seven working days' notice of the change is given.
- 7.2** In the case of urgent business or at the request in writing of any five members Chair of the Corporation, or in the Chair's absence a Vice-Chair of the Corporation, may authorise the convening of a meeting of the Corporation or a Committee, called a "Special Meeting", and the written notice convening the Special Meeting and a copy of the proposed agenda may be given within fewer than seven calendar days.
- 7.3** All scheduled meetings shall be called by the Director of Governance, who shall, at least seven calendar days before the date of the meeting, send to the members of entitled to attend written notice of the meeting and a copy of the proposed agenda.
- 7.4** Normally only the business on the agenda will be discussed at meetings except where unforeseen issues have arisen which the Chair rules may be considered. Details of such matters must be given to the Director of Governance and to the Chair and Principal in advance of the meeting.
- 7.5** Summary reports accompanying reports to meetings shall comply with the format specified in Appendix 13 of these Standing Orders.
- 7.6** *meeting" includes a meeting at which one or more members attending participate by means of telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this Instrument, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group where the chair of the meeting then is.*

## **8. ATTENDANCE AT MEETINGS**

- 8.1** The Chair or Committee Chair shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
- 8.2** Meetings of the Corporation shall be only open to members of the public and representatives of the press upon a request being received by the Director of Governance not fewer than five working days prior to the meeting and the request being agreed by the Corporation on the recommendation of the Chair.

## **9. PROCEEDINGS**

### **9.1 Resolutions**

- 9.1.1** A Resolution for decision at meetings of the Corporation or a Committee of the Corporation (other than the election of a Chair or Vice-Chair or Committee Chair) shall be clearly shown within the relevant report and shall not require any other proposition.
- 9.1.2** A resolution may be amended if the amendment is proposed and seconded by members entitled to vote on the issues, and after discussion is accepted by a majority of the members present entitled to vote. The amended resolution then becomes the substantive resolution. (In accordance with the common law of meetings, an amendment to a resolution may not be put if it is outside the scope of the meeting, or bears no relation to the original resolution, or its effect is simply to negate the original resolution, or is incompatible with a decision previously made by the meeting).
- 9.1.3** Any question to be decided at a meeting may be decided by consensus, but shall be subject to a vote at the request of any one member entitled to vote on the issue, and decided by majority of the votes cast by members present and entitled to vote on the question.
- 9.1.4** If there is an equal division of votes on the question to be decided upon, the Chair of the meeting shall have a second or a casting vote, as per Instrument of Governance 13(2). This will also apply to written resolutions.
- 9.1.5** Charity law requires that any person who has an interest in a question to be decided upon shall take no part in the discussion or question, or be entitled to vote on the question, and where required, to do so by a majority of the members present, shall withdraw from the meeting whilst the question is being considered and voted on.
- 9.1.6** 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. Unless otherwise determined by the Chair the adjourned meeting will be convened for the same time seven days later and no notice of the adjournment is required; otherwise the normal notice is required.

## **10. AGENDAS AND MINUTES**

### **10.1 Agendas and Minutes**

Agendas for Corporation Meetings will be split into two sections as follows:

- Part I Agenda
- Part II Confidential Agenda

### **10.2** The criteria for confidentiality are:

There shall be excluded from any item made available for inspection any material relating to:

- a named person employed or proposed to be employed at the institution
- a named student at, or candidate for admission to the institution
- the Director of Governance; or
- any matter which, by reason of nature, the Corporation is satisfied should be dealt with on a confidential basis
- the Corporation has determined that this is the last criterion is satisfied if:
- it involves disclosure of the financial position of the College that might harm the College or its competitive position
- there is disclosure of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- there is disclosure of information provided in confidence by a third party who has not authorised its disclosure
- it discloses advice received from or instructions given to the College's professional advisers
- it includes discussion of any legal proceedings in which the Corporation is involved
- it reveals information planned for publication in advance of the scheduled publication date
- it discusses other matters the publication of which would, in the Corporation's view, be detrimental to the College's interest.

### **10.3 Minutes**

**10.3.1** Draft Minutes of any meeting of the Corporation or a Committee of the Corporation shall be prepared by the Director of Governance and provided to the Chair of the Meeting for amendment or approval, normally within seven days of the meeting and after approval by the subsequent meeting published on the College website and circulated to all members who attended the meeting; any such member may request the Chair to amend the draft Minutes.



**10.3.2** If the Chair accepts the proposed amendment, draft Minutes should be modified accordingly and shown in the version published on the College website.

**10.3.3** If the Chair is not willing to amend the Minutes, the proposed amendment shall be debated at the next following meeting of the Corporation or Committee and resolved; any amendment to the Minutes shall be shown in the version published on the College website.

**10.3.4** Minor typographical errors shall be ignored and not be subject to amendment. The agreed Minutes shall be filed securely by the Director of Governance in the College electronic archive without limitation of time.

## **11. COMPLAINTS AGAINST GOVERNANCE**

The Corporation has adopted procedures for consider of complaints against the Corporation or against individual Governors or groups of Governors, this document can be found at Appendix 14 to these Standing Orders.

## **12. ROLES AND RESPONSIBILITIES OF GOVERNORS (CORPORATION) AND MANAGERS**

### **12.1 Requirements of the Articles of Government**

The Articles of Government (Clause 3) state the following responsibilities of the Corporation.

The Corporation shall be responsible for the following functions -

- (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 Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- (g) setting a framework for the pay and conditions of service of all other staff.

## **12.2 Other Responsibilities Deriving From the Financial Memorandum, DFE or SFA Guidance or by Resolution of the Corporation**

- (h) setting the Policy by which the fees payable to the Corporation are determined (subject to terms and conditions of Funding Bodies in respect of courses funded by them), and ensuring that funds from these bodies are used only in accordance with attached conditions
- (i) the approval of the annual Self-Assessment Report on performance of the College and the Governing Body
- (j) the approval of all statements of Corporation Policy listed in Appendix 10
- (k) authorising the application and authentication of the College Seal to any document (or related series of document)
- (l) the approval of the Annual Report and Financial Statements
- (m) the consideration of the case for dismissal for Senior Post Holders

## **12.3 Delegated and Retained Responsibilities**

The Corporation carries out most of its detailed work through Standing Committees or Task Groups, and the terms of reference of each make it clear delegated authority and/or responsibility. Those responsibilities which the Corporation may not delegate are shown within paragraph 13 and Articles 9 and 10.

## **12.4 Committees and Policy Groups**

**12.4.1** There are six Standing Committees, whose terms of reference, composition, etc. are given as Appendices 1-6 to these Standing Orders:

- Finance and General Purposes (F&GP) Committee
- Governance, Remuneration and Search (GRS) Committee (required by Clause 5 of the Articles of Government)
- Quality and Standards Committee (Q&S)
- Audit Committee (required by Article 6 of the Articles of Government)
- People Committee
- Curriculum Development Committee

**12.4.2** Task Groups ("Task and Finish Groups") are set up as required on an ad-hoc basis to consider specific issues and make recommendations to the Corporation. An example of this is the Estates Committee Appendix 7 to these Standing Orders.

**12.4.3** Committees report after each meeting to the following meeting of the Corporation on their work; Minutes of Committees are circulated to all members of the Corporation, subject to any restrictions

imposed by the Articles and Instrument of Government, and are published on the College website.

**12.4.3** Corporation consideration of actions or proposals of Committees are based on reports of decisions of Committees, backed by such supporting documentation or argument as is required for the Corporation to make a properly informed decision, and not on line by line approval of Minutes.

## **12.5 Responsibilities of the Principal and Chief Executive Officer**

**12.5.1** The Articles of Government state:

Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions-

- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- (b) the determination of the institution's academic and other activities;
- (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Director of Governance, where the Director of Governance is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

**12.5.2** The Financial Memorandum assigns the Principal responsibility for advising the Governing Body in writing if at any time any action or policy under consideration by them is incompatible with the terms of the Financial Memorandum or would infringe the requirements of propriety and regularity, and in the event of the Board taking such action or adopting such policies, to report this to the SFA.

**12.5.3** The Job Description of the Principal is available from the Director of Governance

## **12.6 The Senior Leadership Team**

**12.6.1** The Principal may delegate authority (but not her/his responsibility) to any other Senior Postholder, or other Manager, or any other member of the Staff of the College, subject only to the limitations of the Articles of Government or the Financial Regulations of the College.

**12.6.2** The Corporation designated Senior Postholders of East Coast College are:

- Chief Executive and Principal (CEO)
- Deputy Chief Executive
- Director of Governance

and

- Such other posts that are from time to time deemed necessary by the Corporation.

**12.6.3** The Senior Leadership Team comprises the CEO, the Deputy CEO, the Deputy Principal, the Assistant Principals, Director of People and Wellbeing, Principal L6FC and the Director of Governance,

The Senior Leadership Team considers all matters relating to the activities of the College.

## **13. DELEGATION TO THE CHAIR OF THE CORPORATION OR TO OTHERS**

### **13.1 Definition of Powers of Delegation**

The Articles specify in Article 4:

The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Director of Governance and may delegate powers to-

- a) such committees;
- b) the Chair, or in the Chair's absence, a Vice-Chair; or
- c) the Principal

The Corporation or a Committee of the Corporation may delegate any of their functions or responsibilities except those functions or matters reserved to them by Articles 9 and 10.

The Articles specify in Article 9:

The Corporation shall not delegate the following functions

- a) the determination of the educational character and mission of the institution;
- b) the approval of the annual estimates of income and expenditure;
- c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- d) the appointment of the Principal or holder of a senior post;

- e) the appointment of the Director of Governance (including, where the Director of Governance is, or is to be, appointed as a member of staff the Director of Governance 's appointment in the capacity as a member of staff); and
- f) the modification or revocation of these Articles.

The Articles specify in Article 9:

The Corporation may not delegate:

- a) the consideration of the case for dismissal, and
- b) the power to determine an appeal in connection with the dismissal of the Principal, the Director of Governance or the holder of a senior post, other than to a committee *of members of the Corporation*.

### **13.2 Rules Governing Exercise of Power of Delegation Corporation Bye-Law**

**13.2.1** Any function or responsibilities delegated to a Committee or Working Group of the Corporation 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.

**13.2.2** The Corporation may not delegate any function or responsibility which is assigned by Article 3 to the Principal or the Director of Governance or reserved to the Corporation by Articles 9 or 10.

**13.2.3** The Corporation may delegate by specific Resolution any function or responsibility to the Chair of the Corporation or to the Principal or any other member of the Corporation. The functions or responsibilities delegated and any time limitation shall be set out in the Resolution, together with a requirement to report any action taken under that power of delegation, to the next following meeting of the Corporation.

**13.2.4** In any urgent matter, the Chair of the Corporation, after consultation with the Vice-Chair(s) and the Director of Governance, may exercise any power or function of the Corporation not reserved to the Corporation by the Articles. In any exercise of this delegated power, the Chair shall notify (via the Director of Governance) all Members of the Corporation of their action and remind them of their right to convene a "Special Meeting" to consider the matter if they are dissatisfied with the proposed course of action.

## **14. AUTHENTICATION OF DOCUMENTS – COMMON SEAL**

**14.1** The Common 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 Director of Governance. The Director of Governance will authorise the affixing of the Common 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 in his/her absence a Vice-Chair), together with that of any other Member.

- 14.2** Any entry of the Sealing of every Order, Deed, or other document to which the Common Seal of the Corporation has been affixed, must be recorded in a Seal Register maintained by the Director of Governance for that purpose.

**14.3 Signing of Documents**

The Principal is authorised to sign on behalf of the Corporation, where appropriate, any letter, agreement or contract within the Principal's authority as defined in the Articles, or where authorised to do so by the Corporation.

**14.4 Suspension of the Operation of Standing Orders**

By resolution of the Corporation any Standing Order may be suspended for such duration as specified by the Resolution provided that in so doing there is no conflict with any other statutory requirement.

**15. VARIATION OR REVOCATION**

- 15.1** Any amendment, variation, addition to or revocation of these Standing Orders can only be made by resolution of the Corporation. Any such changes to these Standing Orders must not conflict with any statutory provision.

**15.2 Review and Updating**

The Director of Governance will review these Standing Orders, and any other relevant policies and procedures relating to College Governance, at least bi-annually, and will recommend to Corporation through the Governance Remuneration and Search Committee any necessary revisions.

**16. WRITTEN RESOLUTIONS**

- 16.1** Written Resolutions should only be used in exceptional circumstances where, because of time constraints, it is not possible to deal with the matter at a scheduled Corporation Meeting and when the Chair of Corporation does not believe it appropriate to take Chair's action.
- 16.2** A copy of the proposed Written Resolution will be sent to all eligible members in the prescribed format by email.
- 16.3** The form will advise the member how to signify agreement/disagreement to the Resolution, and by when, and the date by which the Resolution must be passed if it is not to lapse.
- 16.4** The Written Resolution, and outcome of any decision taken, shall be an Agenda item for noting at the next scheduled Meeting of the Corporation.

## Form of Written Resolution

### WRITTEN SPECIAL RESOLUTION OF THE GOVERNING BODY

Pursuant to the Instrument and Articles of Government of the College (version) the Principal/Chair of the College proposes that the following resolution is passed as a special resolution ("Resolution").

### SPECIAL RESOLUTION

That the Governing Body resolves to	
Date to be agreed by	
Date to be reported to Corporation	

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

I the undersigned, a member entitled to vote on the Resolution contained above, agree to the Resolution.	
Name	
Signature	
Date	

I the undersigned, a member entitled to vote on the Resolution contained above, do not agree to the resolution because	
Name	
Signature	
Date	

### NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by email to the Director of Governance

If you do not agree to the Resolution, please indicate your disagreement and the reason for this and sign and date this document where indicated above and returning the signed version by email to the Director of Governance

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. In accordance with the Instrument and Articles of Government, quoracy will be the same as for Governing Body Meetings with the Chair of the Governing Body having a right to give a second or casting vote.
4. An item for information regarding the written resolution will be presented to the Corporation meeting noted on the form.
5. A copy of these forms will be held by the Director of Governance filed under the appropriate meeting that the resolution is reported to.



**APPENDIX 1**  
**EAST COAST COLLEGE**  
**FINANCE AND GENERAL PURPOSES COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than four independent members of the Corporation plus the Principal/Chief Executive and up to 2 Associate Governors.

Staff and Student governors are eligible to be members.

Members of the Finance and General Purposes Committee shall not serve on the Audit Committee.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

**2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Appointment of Chair**

The Chair of the Committee shall be appointed by the Corporation and shall serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**4. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent governors being present.

**5. Clerking**

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

**6. Frequency of Meetings**

Meetings shall be held a minimum of four times a year.

**7. Attendance at Meetings**

The Deputy Chief Executive shall normally attend and speak at all meetings of the Committee (they will have no voting rights).

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and to participate, but not to vote

The Principal/CEO shall withdraw from meetings if requested to do so.

Staff and Student Governors, who are members of the Committee shall withdraw from meetings if requested to do so.

## **8. Reporting Procedures**

The Chair of the Committee shall present a summary report of the Committee's proceedings at the subsequent Corporation meeting and the minutes of the meeting will be circulated to the Corporation.

## **9. Purpose of the Committee**

The Finance and General Purposes Committee has overall responsibility, on behalf of the Corporation, for the conduct of the College's financial affairs and for other matters delegated by the Corporation. The Committee's advice and decisions shall be directed to the protection and enhancement of the College's assets and the best use of its income to meet the objects of the College.

### **Financial**

1. To consider, monitor and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy ensuring the efficient use of resources, the solvency of the institution and the safeguarding its assets.
2. The Committee is responsible for making recommendation for approving those organisations with which the College will maintain investments and loans in order to support high quality and innovative learning. The Committee will receive periodic performance reports for invested funds and at least an annual statement of the terms and key covenants of all loans.
3. Actively seek opportunities for partnership working with other training providers that will achieve business efficiencies and meet the needs of employers and learners.
4. To recommend for approval, in detail, by the Corporation, the revenue, cash flow and capital estimates in advance of the financial year in question.
5. To recommend to Corporation annually the financial plan and one- year revenue, cash flow and capital budgets and to monitor and review College performance against them by receiving the previous month's Management Accounts at each meeting.
6. To review any prospective increase to the net expenditure total or any major shift in resources required by changing circumstances. The Committee and/or its Chair shall decide on any report required to the Corporation.

7. To review, periodically, the College's Estates Strategy to ensure consistency with the College's Strategic Plan and to advise the Corporation on its property holdings including acquisitions and disposals of sites and buildings.
8. To consider and advise on capital investment proposals, evaluate financial appraisals on items referred to it and review and make recommendations to the Corporation regarding investment and borrowing programmes.
9. Annually to review and recommend for approval, the Financial Regulations.
10. Annually to review and recommend the principles upon which the College sets Tuition Fees in line with agreed strategic aims and objectives.
11. To advise and make recommendations to the Corporation on the procurement, where needed, of external specialist services relating to the management of the College's physical assets with due regard to the Financial Regulations.
12. To recommend the annual financial statements to the governing body for approval.

#### **Health and Safety**

13. To consider, monitor and advise the Corporation on all matters connected with Health and Safety.
14. To receive, review and monitor the annual report on Health and Safety.

#### **General**

15. Review all College Strategies that relate to financial issues and at least six monthly items in the risk register relevant to the workings of the committee.
16. To monitor and review risk management for those areas that are the responsibility of the Committee.
17. To consider any other specific issues referred to the Committee by the Corporation and report their findings and recommendations back to the Corporation.

**APPENDIX 2**  
**EAST COAST COLLEGE**  
**GOVERNANCE, REMUNERATION AND SEARCH COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than five members to include the Chair of the Corporation and the Principal, and up to two associate governors.

Staff and Student governors are eligible to be members.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

**2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Appointment of Chair**

The Chair of the Committee shall be the Chair of the Corporation.

The agenda item on Remuneration of the Senior Post Holders will be chaired by a Governor that it is not the Chair of the Corporation.

**4. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent members.

**5. Clerking**

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

**6. Frequency of Meetings**

Meetings shall be held as and when required and not less than twice a year.

**7. Attendance of Meetings**

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and participation, but not to vote.

The Principal shall withdraw from meetings when his/her own package is being considered or if requested to do so.

Staff and Student Governors shall withdraw from meetings when remuneration matters are being considered or if requested to do so.

Any member of staff, including the Principal, will withdraw from a meeting where his or her remuneration, conditions of service, appointment or promotion is being discussed.

Any member of staff present at the meeting will withdraw when the remuneration, conditions of service, appointment or promotion of a more senior member of staff is being discussed.

## **8. Reporting Procedures**

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

## **9. Purpose of the Committee**

1. To make recommendations to the Corporation in respect of procedures for the appointment of new members.
2. To implement the agreed procedures for the selection and appointment of members.
3. To be responsible to the Corporation for the nomination of candidates to fill governor vacancies. Interviews for new members to be carried out by the Chair and two other members when vacancies fall between meetings.
4. To consider and make recommendations to the Corporation on the Corporation's composition and balance and to ensure an annual self-assessment by the Corporation of its skills.
5. To develop and recommend to the Corporation, policies and procedures for the induction and training of Corporation members.
6. To make recommendations in respect of the code of conduct for governors and the register of governor's interests taking cognisance of the parameters set by legislation and the guidance available on good governance from the funding agencies, the AoC and other bodies such as the committee on Standards in Public Life.
7. To review the workings of the Corporation and make recommendations to support it in ensuring effective governance, including but not exclusively
  - Review of standing orders and instrument and articles
  - Succession planning
  - Governance self-assessment and
  - Quality improvement plan.

8. To give due regard to the interests of the public and the financial health of the College and ensure that it can be demonstrated that the pay of the senior post-holders is set by a committee which has no personal interest in the outcome of its decisions.
9. To consider and advise the Corporation on the framework of pay and conditions of Senior Post Holders, taking into account relevant surveys, including the Director of Governance to include appraisal, promotion, grading, conduct, suspension, dismissal and retirement and may consider the following elements
  - Basic salary
  - Benefits in kind
  - Pension provision
  - Terms and conditions of service
  - Performance related elements, if appropriate
10. To review and ensure that objectives are set annually for Senior Post Holders. The Committee shall evaluate annually the specific remuneration packages of the Principal and other senior post-holders including
  - Pre-established performance goals and/or
  - An appropriate peer group and any 360 degree review.
11. To advise the Corporation on any compensation which may be payable in the event of the early termination of the employment of the Principal or any other senior post-holder with the aim of
  - Avoiding the rewarding of poor performance and
  - Dealing fairly with cases where termination is not due to poor performance
12. To advise the Corporation on the conduct, composition and procedures of any selection panel for all Senior Post Holders and generally on the appointment of all Senior Post Holders.
13. To review College Strategies and matters that relate to Governance issues.
14. To monitor and review risk management for those areas that are the responsibility of the Committee.
15. To consider any other specific issues referred by the Corporation to the Committee and report their findings and recommendations back to the Corporation.

**APPENDIX 3**  
**EAST COAST COLLEGE**  
**QUALITY AND STANDARDS COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than four independent members of the Corporation plus the Principal/Chief Executive, and up to 2 Associate Governors.

Staff and Student governors are eligible to be members.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

**2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Appointment of Chair**

The Chair of the Committee shall be appointed by the Corporation and shall serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**4. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent governors.

**5. Clerking**

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

**6. Frequency of Meetings**

Meetings shall be held a minimum of four times a year

**7. Attendance at Meetings**

The Deputy Principal shall attend and speak at meetings of the Committee (they will have no voting rights).

Senior managers shall attend and speak at meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and participation, but not to vote.

## **8. Reporting Procedures**

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

## **9. Purpose of the Committee**

1. To advise the Corporation on arrangements for assuring the quality and standards of all educational activities in the College, subcontractors and of its subsidiaries.
2. Monitor the College performance in relation to Safeguarding, Equality and Diversity and Learner Involvement.
3. Monitor the College's performance at a strategic level in relation to teaching & learning activity, student retention, achievement, attendance, destination and value added and recommend to the Corporation annual targets and key performance indicators in these areas, and monitor the College's progress towards achieving them. Including consideration of external agencies judgements and data.
4. Monitor the College's performance at a strategic level in relation to the continued professional development of all College Staff.
5. To receive the Curriculum Strategy and planned programme developments and to review and recommend for approval to the Finance & General Purposes Committee and the Corporation for such developments to be included in the financial forecasts and College Strategy.
6. To receive and review the College's Annual Self-Assessment report and Quality Improvement Plan and to recommend its approval to Corporation including reviewing the effectiveness of the College's Self-Assessment procedures and the effectiveness of the actions taken to improve standards.
7. To receive and review the College's Risk-based Monitoring and Enhancement Report (RiME) and to recommend its approval to Corporation including reviewing the effectiveness of the actions taken to improve standards.
8. Review and assess the College's facilities and infrastructures that affect the teaching and learning experience and make recommendations to the appropriate committee for improvement and investment.
9. Review College Strategies that relate to Curriculum and Quality issues.
10. To monitor and review risk management for those areas that are the responsibility of the Committee.
11. To consider any other specific issues referred by the Corporation and report their findings and recommendations back to the Corporation.



**APPENDIX 4**  
**EAST COAST COLLEGE**  
**AUDIT COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than four Independent members including up to two Associate Governors in order to maximise the Committee's independence and objectivity.

The following people shall not be eligible to be members of the Committee:

- The Principal and other Senior Post Holders;
- Those with executive responsibilities at senior level;
- Members of the Finance & General Purposes Committee;
- The Chair of the Corporation and
- Governors who have significant interests in the college.

The audit committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Audit Committee but may not hold the position of Chair.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Associate Governors may not hold the position of Chair.

**1. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**2. Appointment of Chair**

The Chair of the Committee shall be appointed by the Corporation and shall serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent governors.

**4. Clerking**

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

**5. Frequency of Meetings**

Meetings shall be held a minimum of three times a year

## **6. Attendance at Meetings**

The Deputy Chief Executive shall normally attend and speak at all meetings of the Committee (they will have no voting rights).

Senior managers shall attend and speak at meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance, but not to vote

## **7. Reporting Procedures**

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

The Committee will present an annual report on its work to the Corporation.

## **8. Purpose of the Committee**

1. To review and advise the governing body on the adequacy and effectiveness of the college's systems of internal control and its arrangements for risk management, control and governance processes, and for securing economy, efficiency and effectiveness (value for money).
2. To advise the governing body on the appointment, reappointment, dismissal and remuneration of the external, internal audit services and regularity auditor (the latter when appointed).
3. To advise the governing body on the scope and objectives of the work of the Internal and External Auditors and the funding auditor (where appointed).
4. To ensure the effective coordination between the internal auditors and external auditors, the funding auditor (where appointed) and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes.
5. To consider and advise the governing body on the audit strategy and annual internal audit plans.
6. To advise the governing body on internal audit assignment reports and annual reports and on control issues included in the management letters of the External Auditor (including their work on irregularity) and the funding auditor (where appointed), and management's responses to these.
7. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check

reports (where appropriate) and the financial statement's auditors management letter.

8. To consider and advise the governing body on relevant reports by the National Audit Office (NAO), the Education and Skills Funding Agency (ESFA) and other funding bodies, and, where appropriate, management's response to these.
9. To establish, in conjunction with college management, relevant annual performance measures and indicators to monitor the effectiveness of the Internal and External Auditors through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
10. To produce an annual audit committee report for the governing body and accounting officer, which should include the committee's advice on the effectiveness of the college's risk management; control and governance processes; any significant matters arising from the work of the internal and external auditors and to meet the requirement of JACOP to provide an opinion on the College's processes for securing economy, efficiency and effectiveness.
11. To ensure that all allegations of fraud and irregularity that are reported to the Audit Committee are properly investigated and that suitable systems exist for their detection and reporting.
12. To be informed of all additional services undertaken by the internal and external auditors.
13. To recommend the annual governance section of the financial statements to the governing body for approval.
14. To have overall responsibility for maintenance & review of the Risk Register and any Board Assurance Framework.

#### **General**

15. Review College Strategies that relate to Audit issues.
16. To consider any other specific issues referred by the Corporation and report their findings and recommendations back to the Corporation.
17. At each meeting the Committee shall be entitled to go into confidential session and (subject to the rules as to quoracy set out) exclude any, or all, participants and observers, apart from the Director of Governance to the Committee.
18. The Committee shall be granted rights of access to obtain all the information it considers necessary from members of the staff and governors of the Corporation, and to consult the internal auditors and external auditors directly.

**APPENDIX 5**  
**PEOPLE COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than four members to include the Chair of the Corporation and the Principal, and up to two associate governors.

Staff and student governors will be eligible for membership.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

**2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Appointment of Chair**

The Chair of the Committee shall be appointed by the Corporation and shall serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**4. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent governors.

**5. Clerking**

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

**6. Frequency of Meetings**

Meetings shall be held a minimum of once a term.

**7. Attendance at Meetings**

The Director of People and Wellbeing shall attend and speak at meeting of the Committee (they will have no voting rights).

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and participation, but not to vote.

## **8. Reporting Procedures**

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

## **9. Purpose of the Committee - Continuous improvement and improving wellbeing**

1. To take a strategic view of the College's People policies and operations, ensuring that they contribute effectively to the delivery of the College's business needs, in line with the People Strategy, Strategy and Business Plan.
2. To have oversight and direction of the delivery of the People Strategy.
3. To review at least annually the Program and People Strategy and make recommendations to Corporation regarding any changes of direction.
4. To consider, monitor and advise the Corporation on all matters connected with staffing of the College including current and projected staffing needs and recruitment policy.
5. To review, monitor, evaluate and report to Corporation on matters such as employment law, Safeguarding and Equality & Diversity and to ensure, via annual reports that College policies and procedures comply with relevant and current legislation.
6. To review, monitor, evaluate and report to Corporation on matters identified in staff surveys, Listening Group Feedback and Staff voice.
7. Review College Strategies that relate to Staff's Learning, Development and Wellbeing issues.
8. To review, monitor, evaluate and report to Corporation the College's approach to Staff Professional Learning, Reward and remuneration (with the exception of the Senior Post Holders).
9. To monitor and review risk management for those areas that are the responsibility of the Committee.
10. To agree, monitor and review KPIs relating to the work of the committee.
11. To monitor and review union consultation and to receive the minutes of the union consultation committee.
12. Conduct a Committee self-critique to inform the Governance Self-Assessment.
13. To consider any other specific issues referred by the Corporation and report their findings and recommendations back to the Corporation.

**APPENDIX 6**  
**Curriculum Development COMMITTEE**  
**TERMS OF REFERENCE**

**1. Membership**

Not fewer than four independent members of the Corporation plus the Principal/Chief Executive, and up to 2 Associate Governors.

Staff and Student governors are eligible to be members.

In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

**2. Terms of Office**

Members shall normally serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**3. Appointment of Chair**

The Chair of the Committee shall be appointed by the Corporation and shall serve for a period of two academic years and shall be eligible for re-appointment thereafter.

**4. Quorum**

A quorum shall be one third (rounded up) of the appointed members, subject to a minimum of 2 independent governors.

**5. Clerking**

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

**6. Frequency of Meetings**

Meetings shall be held a minimum of once a term.

**7. Attendance at Meetings**

The Deputy Chief Executive, when required, shall attend and speak at meeting of the Committee (they will have no voting rights).

The Deputy Principal and Assistant Principals shall attend and speak at meeting of the Committee when required (they will have no voting rights).

Senior managers shall attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and participation, but not to vote.

## **8. Reporting Procedures**

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

## **9. Purpose of the Committee**

Objective – To oversee the strategic aim of curriculum development

1. To evaluate, review and monitor the effectiveness of curriculum development.
2. To secure a strong positive reputation as a key provider, ensuring that the College secures year on year growth in participation across all provision.
3. To consider, monitor and advise the Corporation on all aspects of the Corporation's applications data, recruitment and resultant income.
4. To consider market intelligence, assessment and labour intelligence to help define the educational character of East Coast College.
5. To understand the market that the College serves including the regional context in terms of supply, demand, competition and evaluate and monitor its effect on the College's curriculum development.
6. To review, monitor and evaluate the development of the curriculum offer to ensure it meets the needs and aspirations of all students, parents and employers and provides students with effective preparation for progression.
7. To receive and review the Curriculum plan referring issues to the Finance and General Purposes Committee regarding the efficient use of resources, and the potential impact of plans on the solvency of the institution and the safeguarding of its assets.
8. To review, monitor and evaluate the curriculum offer ensuring that it is listening to and responding to local and regional employers and recognising the priorities of New Anglia Local Enterprise Partnership.
9. To review, assess and monitor the College's recruitment with the aim of increasing the number of students each year studying in all aspects of the College's provision including higher, technical and professional qualifications at levels 3, 4 and 5 - including 'T' levels.
10. To review, monitor and evaluate new income streams through projects and partnerships.
11. To monitor provision of Information, Advice and Guidance, and to receive and assess data on student choices and destinations.
12. Review and monitor the implementation of College Strategies that relate to 'curriculum development' issues.
13. Specifically to review, monitor and evaluate the Commercial Strategy, Apprenticeship Strategy, Marketing Strategy, HE Strategy, Sixth Form Strategy

and any other Strategy in relation to curriculum planning, development and recruitment.

14. To receive, evaluate and advise the Corporation on the Curriculum Development and Planning Strategy and planned programme developments for all areas of the curriculum.
15. Recommend for approval to Corporation developments to be included in the financial forecasts and College Strategy that are appropriate to the College's future development.
16. To review, monitor and evaluate the marketing strategy to develop an understanding of perceptions of the College and each of its market segments, including those of business and potential future employers.
17. To receive, review and monitor details of marketing and communication activity and its effectiveness and impact on curriculum development and on securing a strong positive reputation for the College.
18. To monitor and review risk management for those areas that are the responsibility of the Committee.
19. Conduct a Committee self-critique to inform the Governance Self-Assessment.
20. To consider any other specific issues referred by the Corporation and report their findings and recommendations back to the Corporation.



## **APPENDIX 7 EAST COAST COLLEGE ESTATES COMMITTEE TERMS OF REFERENCE**

A Task and Finish Group that is a sub-group of the Corporation.

The Corporation has delegated its responsibilities for College estates and to oversee the discharge of the Corporation's responsibilities for the proper management of the resources and assets of the College in respect of the Energy Centre building project. This was confirmed at the Corporation meeting on 28 11 17.

The Corporation has delegated its responsibilities for oversight of the College Estates Strategy review to the Estates Committee and this was confirmed at the Corporation meeting on 4 12 18.

### **1. Membership**

Not fewer than four members of the Corporation including the Principal/Chief Executive and up to 2 Associate Governors.

Staff and Student governors are eligible to be members.

Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be appointed as Associate Governors on the Committee but may not hold the position of Chair.

### **2. Terms of Office**

Members shall serve for the duration of the Sub-Committee.

### **3. Appointment of Chair**

The Chair of the Committee shall normally be appointed by the Corporation and shall serve for the duration of the Sub-Committee.

### **4. Quorum**

A quorum shall be one third (rounded up) of the members in post and entitled to vote, subject to a minimum of 2 independent governors.

### **5. Clerking**

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

### **6. Frequency of Meetings**

Meetings shall be held as and when required for the duration of the project.

### **7. Attendance at Meetings**

The Deputy Chief Executive will normally attend and speak at all meetings of the Committee (they will have no voting rights).

Senior managers will attend and speak at meeting of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they shall have no voting rights).

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee where business relevant to them is being discussed or where their attendance has been requested by the Committee (they will have no voting rights).

Other Corporation members shall have the right of attendance and participation, but not to vote.

The Principal shall normally attend all meetings of the Committee but shall withdraw from meetings if requested to do so.

Staff and Student Governors, who are members of the Committee, shall normally attend all meetings but shall withdraw from meetings if requested to do so.

## **8. Reporting Procedures**

The Chair of the Committee shall present a written summary report of the Committee's agenda at the subsequent Corporation meeting and the minutes of the meeting will be circulated to the Corporation.

## **9. Purpose of the Committee**

The Estates Committee shall oversee the discharge of the Corporation's responsibilities for the proper management of the resources and assets of the College in respect of the Energy Centre build estates project, as follows:

1. To oversee and monitor the political, strategic, developmental and presentational aspects of the delivery of the college's Energy Centre estates project.
2. To monitor the action of the college management in implementing the Energy Centre estates project and to monitor progress against the project plan on behalf of the Corporation.
3. To be responsible for revisions of the Energy Centre estates project and reporting of these to the Corporation.
4. To advise the Corporation of any matters of concern in relation to the implementation of the Energy Centre estates project
5. To review reports for recommendation to the Corporation.
6. To regularly review the Project Risk Register and report any concerns to the Corporation.
7. To regularly review the Project's budget and finances and performance plan and report any concerns to the Corporation.
8. To review the method(s) of procurement within the project, together with the selection process adopted in short-listing contractors and the appointments of professional advisers to ensure compliance with all

funding agency and statutory requirements and the College's Financial Regulations and Procurement Policy.

**General**

9. Review College Strategies that relate to Estate issues.
10. To consider any other specific issues referred by the Corporation to the Committee and report their findings.

**APPENDIX 8**  
**EAST COAST COLLEGE**  
**DECLARATION OF INTEREST BY A MEMBER OF THE**  
**CORPORATION/ASSOCIATE GOVERNORS/SENIOR POST HOLDERS**  
**AND STAFF WITH SIGNIFICANT INVOLVEMENT IN PROCUREMENT**

This form to be completed by all Corporation Members /Associate Governors/ Senior Postholders / Staff with significant involvement in procurement.

Each Member is invited to register all interests, financial or otherwise, which he or she or (so far as he or she is aware) his or her spouse or partner, children or other close relatives may have which they believe could be perceived to interfere with their independent judgement. Members should inform the Clerk to the Corporation whenever their circumstances change and interests are acquired or cease.

Please refer to attached guidance notes and to the provisions in the College's Code of Conduct, which relate to Conflicts of Interest.

Full name	
<b>Employer (if applicable)</b>	

**Personal Interests**

Organisation	Position Held	Date on which Interest		Nature of Control #
		Started	Changed or Ceased	

**Interests of Close Family Members\***

Organisation	Position Held	Date on which Interest		Nature of Control #
		Started	Changed or Ceased	

# Please see guidance notes below and insert appropriate corresponding letter I, J, F, S, K

I have read the conditions for eligibility for membership of the East Coast College Further Education Corporation printed overleaf and confirm that I am eligible for membership.

I give my consent for the College to include my photograph and brief biographical details provided by me on the Governance section of the College Web-site and in publicity about the College.

In the event of resigning my membership, I agree to notify the Director of Governance immediately.

E-mail address or signature	
<b>Date</b>	

## Register of Interests – Guidance Notes

### Conditions of Eligibility for Membership of the Corporation

The Instrument of Government (the Governing document of the Corporation) states that the following persons are ineligible to be members:

1. No one under the age of 18 years may be a member, except as a student member.
2. The Director of Governance may not be a member.
3. A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
4. Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
5. Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
6. Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease:
  - (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
  - (b) if the bankruptcy order is annulled, at the date of that annulment; or
  - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
  - (d) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
  - (e) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
7. A person shall be disqualified from holding, or from continuing to hold, office as a member for the following:
  - (f) Unspent conviction for specified terrorism, money laundering or bribery offences;
  - (g) Unspent conviction for contravening a Charity Commission Order or Direction;
  - (h) Unspent conviction for misconduct in public office, perjury or perverting the course of justice;

- (i) Unspent conviction for attempting, aiding or abetting any of the above offences;
  - (j) Disobeying a Charity Commission Order;
  - (k) Being on the sex offenders register;
  - (l) Unspent sanction for contempt of Court; or
  - (m) Being a designated persons under specific anti-terrorist legislation
8. Where a person is disqualified by reason of his having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
9. Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if:
- (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
  - (b) within the previous twenty years that person has been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
  - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
10. For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
11. Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Director of Governance.

### Category of Interest and Disclosure

Category of Interest	Information to be Disclosed
Paid employment.	Name of Employer and Position held.
Self-employment.	Names of significant customers/clients accounting for

	more than, say, 10% of income of individual or firm.
Directorships of commercial companies.	Name of companies and Position held.
Significant shareholdings.	Name of companies in which the Governor / External Member or Employee owns, say, 5% or more of the issued share capital.
Elected office.	Name of authority and Position held.
Trusteeships or participation in the management of charities and other voluntary bodies.	Name of body and Position held.
Public appointments (paid or unpaid).	Name of body and Position held.
Memberships of professional bodies and trade or other associations.	Name of body.
Gifts or hospitality in excess of £25 accepted in the last 12 months (or such other figure as is given in the College Financial Regulations).	Full details.
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy) which would make you ineligible for membership/continued membership of the Corporation.	
Any other matter (e.g. an unspent criminal conviction or an act of bankruptcy) which would make you ineligible for membership/continued membership of the Corporation.	Details of the other matter.



## # Nature of Control

**This disclosure requirement provides clarity on the nature and level of control of your interest and those of your close family members. One or more of the categories may apply and you are asked to disclose all that may apply to each interest.**

### **I = Individual Control**

An individual controls the company when the individual is exposed, or has rights to variable returns from its involvement with the company and has the ability to affect those returns through its power over the company

### **J = Joint Control**

This is where two or more parties are bound by a contractual agreement and the contractual agreement gives two or more of those parties control of the company

### **F = Family Members**

Close members of the family of a person are those family members who may be expected to influence, or be influenced by that person in their dealings with the entity and include children, spouse or domestic partner, children of a spouse or domestic partner, other dependants of an individual, spouse or partner

### **S = Significant Influence**

This is where an individual has the power to participate in the financial and operating policy decisions of an investee but does not have control or joint control over those policies.

### **K = Key Management Personnel**

These are persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly including a director (whether executive or not) of that entity.

### **\* Close Family Member**

These are qualified as your spouse, domestic partner, children, children of your spouse or domestic partner, other dependents or dependents of your spouse or domestic partner or other close relatives (e.g. living in the same household). A Member should ask him/herself whether members of the public, knowing such information, would reasonably conclude that the relevant interest might influence his or her judgement.

### **Hospitality, Gifts, etc.**

Members of the Corporation are bound to observe the Corporation code of Conduct which includes a requirement to notify the Director of Governance of any gifts, hospitality or favour (of more than nominal value £25) received (or are offered but declined) by reason of membership of the Corporation, for recording in the Gifts and Hospitality register available for public inspection. (Further guidance for members is available in the College's Code of Conduct; alternatively, please contact the Director of Governance for advice).

**APPENDIX 9**  
**EAST COAST COLLEGE**  
**DECLARATION OF ELIGIBILITY FOR CORPORATION AND ASSOCIATE**  
**MEMBERSHIP**

I \_\_\_\_\_ declare that:

1. To the best of my knowledge, I am fit and able to discharge the functions of a member of the Corporation.
2. I am not currently adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
3. (a) I have not within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine.  
(b) I have not, within the previous twenty years been convicted as set out in sub-paragraph (a) and received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years  
(c) I have not, at any time, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, of more than five years.
4. (a) I do not have an unspent conviction for specified terrorism, money laundering or bribery offences;  
(b) I do not have unspent conviction for contravening a Charity Commission Order or Direction;  
(c) I do not have an unspent conviction for misconduct in public office, perjury or perverting the course of justice;  
(d) I do not have an unspent conviction for attempting, aiding or abetting any of the above offences;  
(e) I have not disobeyed a Charity Commission Order;  
(f) I am not on the sex offenders register;  
(g) I do have an unspent sanction for contempt of Court  
(h)I am not a designated persons under specific anti-terrorist legislation
5. I have not, within the last ten years, been removed from office as a Governor of a Further Education College.

**Signed:** \_\_\_\_\_ **Date:** \_\_\_\_\_

NB: If a member of the Corporation becomes disqualified at any time under 2, 3 or 4 above, he/she must immediately inform the Director of Governance in writing.

## **APPENDIX 10**

### **EAST COAST COLLEGE**

### **GOVERNOR COMMITMENT**

#### **New Governors**

As a new Governor you commit to completing the Induction Programme which includes:

- Participating in a tour of the campuses
- Meeting the Chair and Senior Team for briefings on aspects of the College
- Participating in a learning walk
- Completing all governance paperwork
- Completing the safeguarding and prevent training
- Completing the equalities training
- Agreeing a link area, meeting your link manager, staff and students
- Identifying further training requirements and informing the Director of Governance
- Obtaining a college Photo ID card and writing a short biography for the Corporation's use

#### **Annual Commitment**

As a continuing Governor you annually commit to:

- Minimum attendance target of 80% at Corporation and any committee meetings
- Termly participation in a Learning Walk
- Completing all governance paperwork, as requested by the Director of Governance
- Visibly wearing your photo ID card whenever on College premises
- Termly meetings with your link manager and staff and students
- Responding in a timely manner to written resolutions
- Participation in strategic planning meetings, away days and focus groups
- Attendance at student conferences, focus groups, prize giving, departmental events and other college wide events as agreed and as appropriate
- Participation in self-assessment and review of the College and the Corporation
- Participation in annual effectiveness review of self and Chair

- Participation in training sessions identified as of benefit for you
- Identifying further training requirements and informing the Director of Governance
- Reading briefing and reference documents circulated to you by the Director of Governance
- Providing feedback on events and meetings and suggesting improvements where appropriate
- Acting as advocates for the College in the wider Community

I agree to the commitment detailed above	
<b>Name</b>	
<b>E-mail address or signature</b>	
<b>Date</b>	

**APPENDIX 11**  
**EAST COAST COLLEGE**  
**POLICIES/STRATEGIES FOR WHICH GOVERNORS ARE RESPONSIBLE**

The Corporation delegates responsibility for the adoption, amendment or cancellation of certain policies/strategies to a Committee of the Corporation.

A schedule of the name of the Committee, the date of the most recent approval, and the date when further review is due is held by the Executive admin team,

The Corporation retains responsibility for the adoption, amendment or cancellation of those policies relevant to those areas of its work that cannot be delegated as set out in the articles

All other policies will be reported as adopted to the Board once approved by the relevant Committee as part of their report to the Corporation.

**APPENDIX 12**  
**EAST COAST COLLEGE**  
**POLICY FOR THE SELECTION OF GOVERNORS,**  
**ASSOCIATE GOVERNORS and PATRONS**

**1. Introduction**

- 1.1 The Director of Governance shall be responsible for identifying vacancies.
- 1.2 Governors shall be appointed by the Corporation based on recommendations from the Governance, Remuneration and Search Committee.
- 1.3 The Director of Governance will invite applications and nominations regarding individuals interested in joining the Board as a governor. Methods to be used include:
  - written approach to selected bodies or individuals
  - advertisement in the local press
  - notice on the website and social media
- 1.4 Potential candidates may also be introduced personally by current governors, who will refer their details to the Director of Governance.
- 1.5 All applicants and nominees for membership of the Board are required to apply by CV with a covering letter setting out their reasons for application and to be interviewed by the Governance, Remuneration and Search Committee.
- 1.6 Staff governors are appointed through an election by their peers.

- 1.7 Student Governors shall be appointed by a recognised College student body, elected by their peers in an election organised by the Director of Governance or appointed after interview by the Corporation.
- 1.8 All appointments must be ratified by the Corporation prior to appointment.
- 1.9 The recommendations of the Governance, Remuneration and Search Committee shall be brought to the next Corporation meeting for approval.
- 1.10 If a Governor's appointment is approved, the Director of Governance shall write to the successful applicant requesting formal acceptance of Board membership and completion of:
  - Register of interests and eligibility to serve form.
  - Personal details form.
  - Disclosure and Barring Service form (external governors only).
  - A Governor Commitment form.
- 1.11 If a Governor appointment is not approved the Director of Governance shall write to the unsuccessful applicant noting the reasons for the application being unsuccessful
- 1.12 In the event of applications being received when there are no vacancies or the number of applicants exceeded the vacancies available a waiting list shall be held by the Director of Governance.

## 2. **Appointment Process – Independent Governors**

- 2.1 All applicants shall be sent by email an application pack containing:
  - information about the College
  - the governor role description
  - relevant Governance policies.
- 2.2 All CVs and covering letters shall be assessed against the criteria set out in the Governor role description by the Director of Governance and recommendations made to the Chair of the Governance, Remuneration and Search Committee on who should be interviewed.
- 2.3. The Governance, Remuneration and Search Committee shall meet and interview the applicants; prior to the meeting they will receive the applicant's CV and covering letter and the current skills audit and Equality and Diversity Review of the Corporation.
- 2.4 All Governance, Remuneration and Search Committee meetings shall be clerked by the Director of Governance.
- 2.5 Interviews will be based on a standard set of questions. These will be designed to both assess relevant professional and personal experience and the how they would contribute to the sound governance of the college.

- 2.6 The Governance, Remuneration and Search Committee shall, after the interviews, discuss the applicants and how they would contribute to the skills and diversity of the Board. This discussion shall be minuted.
- 2.7 The Governance, Remuneration and Search Committee shall prepare a brief report on each applicant interviewed and their recommendation and present this to the next available Corporation meeting.

### **3. Staff Governors**

- 3.1 The Corporation shall include a minimum of two staff governors selected from the permanent staff of the college. This shall be based on one per campus.
- 3.2 Staff Governors shall be elected by their peers in an election organised by the Director of Governance.

### **4. Student Governors**

- 4.1. The Corporation shall include a minimum of two student governors, who must be a current student at the college.
- 4.2. Student Governors shall be appointed by a recognised College student body, elected by their peers in an election organised by the Director of Governance or appointed after interview by the Corporation.
- 4.3 Students will be considered for the position of Associate Governor on Quality and Standards Committee.
- 4.4 The Student Governor position will be available for 'job share.'

### **5. Term of Office**

- 5.1 Governors shall be appointed for a term of office not exceeding 4 years and may resign at any time during their term of office by giving notice in writing to the Director of Governance.
- 5.2 The terms of office shall vary from 1 to 4 years and shall depend on the needs of the Corporation at time of appointment or re-appointment. The Governance Committee will include their recommendation on the term of office in their recommendation to the Corporation.
- 5.3 All Governors will be subject to an annual review with the Chair and will include a review of:
  - Attendance;
  - Participation;
  - Contribution to Governance;
  - Committee membership and
  - Personal Development.

## **6. Reappointment of Governors**

- 6.1 Governors reaching the end of their term of office may be re-appointed to a further term, subject to the person continuing to be eligible and after consideration by Governance, Remuneration and Search Committee.
- 6.2 When considering re-appointment the interview process may be waived but the Committee must give due regard when considering a re-appointment to:
- Skills mix on the Corporation;
  - Governor's attendance, participation and contribution to the Corporation;
  - Equality and Diversity Mix and
  - The Governor's annual appraisals.
- 6.3 Re-Appointment shall generally only occur once but can be for a further term if the Governance, Remuneration and Search Committee recommends that the Governor's skills and participation are needed for the good governance of the college.

## **7. Role Description for Governors**

### **Corporation Duties**

The duties of the Corporation are specified in the Instrument and Articles of Government:

- the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- publishing arrangements for obtaining the view of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- Approving the Quality Strategy of the institution
- the effectiveness and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
- approving annual estimates of income and expenditure
- the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Director of Governance, including, where the Director of Governance is, or is to be appointed as, a member of staff, the Director of Governance's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff and



- setting a framework for the pay and conditions of service of all other staff
- setting the Policy by which the fees payable to the Corporation are determined (subject to terms and conditions of Funding Bodies in respect of courses funded by them), and ensuring that funds from these bodies are used only in accordance with attached conditions
- the approval of the annual Self-Assessment Report on performance of the College and the Governing Body
- the approval of all statements of Corporation Policy listed in Appendix 8
- authorising the application and authentication of the College Seal to any document (or related series of document)
- the approval of the Annual Report and Financial Statements, which includes the following statement in satisfaction of the requirement
- the consideration of the case for dismissal for Senior Post Holders

### **Main Duties**

Collectively, individual governors contribute their professional, specialist and general management skills to the Corporation (and its committees) in a non-executive role.

To comply with the Instrument and Articles of Government, Standing Orders and Code of Conduct and any other related governance policies and procedures.

To contribute to the business of the Governing Body in an effective, efficient, open and transparent manner;

To represent and act in the best interests of the College at all times.

To abide by collective responsibility, no governor has the authority to speak or act on the College's behalf unless specifically delegated to do so.

To abide by the Nolan seven principles of public life:

- **Selflessness:** Holders of public office should take decisions solely in terms of the interest of the public. They should not do so in order to gain financial or other material benefits for themselves, their families 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, and recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

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

To prepare for, attend and to contribute actively to meetings, contributing approximately 1 day a month to duties.

To be a member of at least one Committee of the Corporation.

To be prepared to serve as the link governor for key cross-college areas, e.g. Health and Safety, safeguarding, equality and diversity.

To be prepared to engage with college staff and students through their consultative 'voice' forums.

To undertake training and development activities organized by both the College and external bodies, including Governor Away Days.

To participate in the life of the College by attendance at daytime and evening events such as concerts and shows, open evenings and achievement celebrations.

To take responsibility for background reading and research to keep abreast of policy and governance issues in the Further and Higher Education sector.

### **Time Commitment**

To attend Corporation and Committee meetings, governor training, induction and other events as required and this will equate to a commitment of around 1 day a month.

### **Term of Office**

A period of between 1 and 4 years; dependent on the needs of the Corporation at appointment, which may be renewed at its completion.

## **8. ASSOCIATE GOVERNORS**

Where it is seen as appropriate to do so, and in order to provide it with the skills that have been identified as missing, the Board of Governors can appoint someone who is not a Governor, but who has the skills deemed necessary, onto a Committee. Such a person will be known as an Associate Governor.

The appointment of an Associate Governor will be subject to the same procedures as an Independent Governor, as set out in the Policy for the Selection of Governors.

An Associate Governor will have the same rights as other Committee Members including voting rights unless otherwise specified in the Committee's Terms of Reference. These rights do not include attending Corporation meetings other than by invitation from the Chair and/or as an observer.

Associate Governors serving on Committees will be required to abide by the Governors' Code of Conduct, and adhere to Corporation Policies and Standing Orders. This includes the submission of an annual declaration of interests and eligibility. Associate Governors will also be eligible to claim expenses in line with and, at the same rates, as those paid to Governors.

### **Term of Office**

A period of between 1 and 4 years; dependent on the needs of the Corporation at appointment of the Associate Governor, which may be renewed at its completion.

The Local MPs will be offered the position of Associate Governor to the Corporation. This role would be that of observer only, membership would not count towards the quorum and papers would only be sent on request. Their membership would cease should they cease to be an MP.

## **9. PATRONS**

The Governing Body may from time to time appoint any person whether or not a member of the Governing Body to be an honorary patron of the College or to hold such honorary office as the Governing Body may decide.

Patrons will be invited to College events and are seen as distinguished ambassadors for the College. Whilst they are not part of the governance framework of the College their views may be sought from time to time on specific areas where they have a particular interest and expertise.

The Corporation will appoint Patrons on the basis of a recommendation from the Governance Remuneration and Search Committee. The appointment will be for a period of between 1 and 4 years.

The role of the Patron is an honorary position only and does not imply or grant any decision making or authority to the holder.

## **10. COLLEGE FELLOWS**

The Governing Body may award Honorary Fellowship(s). The purpose and objective of Honorary Fellowships is to recognize the contribution of individuals who are not typically employees of the college but have given the college or the community outstanding service. Alternatively they may have achieved

eminence in a field or activity relevant to the work of the college.

Honorary Fellowships will normally be awarded at an annual graduation ceremony

The Corporation will appoint Fellows on the basis of a recommendation from the Governance Remuneration and Search Committee.

The role of Fellow is an honorary position only and does not infer or grant any decision making or authority to the holder.

**APPENDIX 13**  
**EAST COAST COLLEGE**  
**POLICY ON THE ELECTION OF THE CHAIR, VICE-  
CHAIR(S) AND COMMITTEE CHAIRS**

**1. Appointment**

- The Chair, Vice-Chair(s) and Committee Chairs shall be elected, bi-annually, normally at the last meeting of the Corporation in each academic year.
- Unless otherwise decided by the Corporation, the Chair shall normally hold office for 2 years, subject to the annual appraisal. The Vice-Chair(s) shall also hold office as for the Chair.
- Neither the Principal nor any Staff or Student Governor shall be eligible to be appointed as Chair or a Vice-chair.
- An annual appraisal will be carried out of the Chair in a format deemed appropriate by the Corporation; this will be overseen by the Governance, Remuneration and Search Committee.
- Four weeks prior to the meeting to appoint the Chair/Vice-Chair(s)/Committee Chairs the Director of Governance will seek nominations from Governors.
- Nominations must include:
  - A short report from the nominee outlining his/her skills and experience to hold the post of Chair or Vice-Chair or Committee Chair.
  - A member proposer and a member seconder
  - Confirmation of the nominee's willingness to accept the office if selected.
- Nominations, which should be forwarded to the Director of Governance, must be received no later than one calendar week prior to the Corporation meeting.
- The Director of Governance will table the details of the nominees and take the Chair during the election of the Chair.
- In the event of only one nomination being received, the method of election shall be by consensus or a show of hands. All members will be entitled to vote. A member will be entitled to vote for him or herself.
- In the event of more than one nomination being received, the method of election shall be by secret ballot. All members shall be entitled to vote. The Director of Governance 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 him or herself.

- The method of election shall be that of simple majority of those voting (i.e. the first past the post system). The Director of Governance will count the votes and report the number of votes cast for each nominee.
- In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination. If two or more nominees remain or no-one withdraws, a further ballot shall be conducted and the process will be repeated until the matter is resolved.
- If there are two vacancies for Vice-Chair then the persons with the highest number and second highest number of votes will be elected.
- The Director of Governance will be responsible for the organisation and proper conduct of the election process and take the chair for the Chair's election.
- The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Director of Governance.
- At the expiry of their terms of office the Chair, Vice-Chair(s) or Committee Chairs shall be eligible for re-appointment subject, under normal circumstances, to a maximum of four consecutive terms of office and not normally exceeding 8 years' service as a Governor.

## **2. Non-routine appointments**

- In the event of an unexpected vacancy for the office of Chair or in the event of the expiry of the term of membership of the Chair as a Corporation member, the Director of Governance will seek nominations.
- In the event of the Chair becoming vacant during the academic year, at the first meeting following the Chair's resignation, or removal from office, the Director of Governance shall assume the Chair whilst the election procedure for the Chair is undertaken as described above.
- If the Chair and Vice-chair are absent from any meeting of the Corporation, the Governors present shall choose one of the Independent Governors to act as Chair for that meeting.

## **East Coast College Chair Role Description**

<b>Remuneration:</b>	The role of Chair is not accompanied by any financial remuneration, although expenses may be claimed
<b>Location:</b>	Great Yarmouth and Lowestoft
<b>Time commitment:</b>	<p>It is envisaged that it will require a significant time commitment from the Chair of up to 40 hours a month.</p> <p>Up to 10 Board meetings per year plus other committee meetings.</p> <p>The Chair is also expected to have regular meetings with the Chief Executive and Director of Governance, represent the College at various events and attend meetings with key stakeholders.</p>
<b>Reporting to:</b>	The Corporation of East Coast College

### **Objectives**

The Chair and the Board will hold the Chief Executive and senior Executive Team to account for the College's mission and vision and financial management.

The Chair will provide inclusive leadership, ensuring that each Governor fulfils their duties and responsibilities for effective governance.

The Chair will also support, and, where appropriate, challenge the Chief Executive and senior team.

The Chair will ensure that the Board functions as a unit and works closely with the entire senior team to achieve the agreed objectives.

The Chair will act as an ambassador and the public face of the college in partnership with the Chief Executive.

### **Chair's Principal responsibilities**

#### **Strategic leadership**

- Provide leadership for the newly merged East Coast Colleges Group
- Provide leadership to the college and its Board, ensuring that the college has maximum impact for its students, businesses and wider community
- Ensure that Governors fulfil their duties and responsibilities for the effective governance of the college.
- Ensure that the Board operates within its objectives, and provides a clear strategic direction
- Ensure that the Board is able to regularly review major risks and associated opportunities, and satisfy itself that systems are in place to take advantage of opportunities, and manage and mitigate the risks

- Ensure that the Board fulfils its duties to ensure sound financial health, with systems in place to ensure financial accountability
- Ensure that the Board oversees the vision and mission of the College and that this is regularly reviewed

### **Governance**

- Ensure that the governance arrangements are working in the most effective way
- Develop the knowledge and capability of the Board
- Encourage positive change where appropriate
- Address and resolve any conflicts within the Board
- Appraise the performance of the Governors and the Board on an annual basis
- Ensure that the Board is regularly refreshed and incorporates the right balance of skills, knowledge and experience needed to govern and lead effectively, and which also reflects the wider population
- Work within any agreed policies adopted by the College and the Corporation

### **External Relations**

- Act as an ambassador both internally and externally
- Act as a spokesperson for the organisation when appropriate
- Represent the college at external functions, meetings and events
- Build relationships with external stakeholders
- Handle relations with the media on behalf of the Corporation

### **Efficiency and effectiveness**

- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision making process
- Ensure that Governors are fully engaged
- Ensure that decisions are taken in the best, long-term interests of the College
- Ensure that the Board takes collective ownership
- Foster, maintain and ensure that constructive relationships exist with and between the Governors
- Work closely with the Chief Executive and Director of Governance to give direction to Board policy-making and to ensure that meetings are well planned, meaningful and reflect the responsibilities of trustees
- Monitor that decisions taken at meetings are implemented.



## **Relationship with the Chief Executive, Director of Governance and the wider management team**

- Establish and build a strong, effective and a constructive working relationship with the Chief Executive, ensuring s/he is held to account for achieving agreed strategic objectives
- Support the Chief Executive, whilst respecting the boundaries which exist between the two roles
- Establish and build a strong, effective and a constructive working relationship with the Director of Governance to help ensure the good governance of the college
- Ensure regular contact with the Chief Executive and Director of Governance and develop and maintain an open and supportive relationship within which each can speak openly about concerns, worries and challenges
- Liaise with the Chief Executive to maintain an overview of the College's affairs, providing support as necessary
- Conduct an annual appraisal and remuneration review for the Chief Executive, Senior Post Holders and Director of Governance in consultation with other Governors and the Board
- Ensure that the Chief Executive, Senior Post Holders and Director of Governance have the opportunity for professional development and appropriate external professional support

## **Additional information**

The Chair will be supported in their role by the Director of Governance. A description of the Director of Governance's role and responsibilities can be found in these standing orders

The Vice-Chair(s) acts for the Chair when the Chair is not available and undertakes assignments at the request of the Chair.

The above list is indicative only and not exhaustive. The Chair will be expected to perform all such additional duties as are reasonably commensurate with the role.

## **East Coast College Chair Person Specification**

In addition to the qualities required as a Governor, the Chair must also meet the following requirements:-

### **Personal Qualities**

- Demonstrate a strong and visible passion and commitment to the college, its strategic objectives and cause.
- Personal gravitas to lead a significant £30 million organisation.
- Exhibit strong inter-personal and relationship building abilities and be comfortable in an ambassadorial role.
- Demonstrate tact and diplomacy, with the ability to listen and engage effectively.
- Strong networking capabilities that can be utilised for the benefit of the college.
- Ability to foster and promote a collaborative team environment.
- Ability to commit time to conduct the role well, including travel and attending events out of office hours (Corporation meetings are generally held in the evening).

### **Experience**

- Experience of operating at a senior strategic leadership level within an organisation.
- Successful track record of achievement through their career and/or volunteer work.
- Experience of governance and working with or as part of a Board.
- Experience of external representation, delivering presentations and engaging with stakeholders.
- Significant experience of chairing meetings and events.

### **Knowledge and skills**

- Broad knowledge and understanding of the Further Education and Sixth Form sector and current issues affecting it.
- Strong leadership skills, ability to motivate staff and volunteers and bring people together.
- Financial management expertise and a broad understanding of educational finance issues.
- Good understanding of governance issues.

### **Terms**

- The College's Chair will normally serve a two-year term, subject to a successful annual review and will be eligible for re-appointment.

## **East Coast College Vice Chair(s) Role Description**

<b>Remuneration:</b>	The role of Vice Chair(s) is not accompanied by any financial remuneration, although reasonable expenses may be claimed.
<b>Location:</b>	Great Yarmouth and Lowestoft.
<b>Time commitment:</b>	It is envisaged that the first 2 years of the merged group will require a significant time commitment from the Vice Chair(s) of up to 30 hours a month.  Up to 6 Board meetings per year plus in the region of 4 committee meetings.
<b>Reporting to:</b>	The Corporation of East Coast College

### **Objectives**

The Chair has specific responsibilities defined in the Articles of Government and, in addition, the Corporation has delegated a general power to take action in appropriate circumstances as set out in these Standing Orders.

The Vice Chair needs to be cognisant of these and be prepared to stand in for the Chair in the event that they are not able to do so and cover the Chair's objectives of:

- *The Chair and the Board will hold the Chief Executive and senior Executive Team to account for the College's mission and vision and financial management.*
- *The Chair will provide inclusive leadership, ensuring that each Governor fulfils their duties and responsibilities for effective governance.*
- *The Chair will also support, and, where appropriate, challenge the Chief Executive and senior team.*
- *The Chair will ensure that the Board functions as a unit and works closely with the entire senior team to achieve the agreed objectives.*
- *The Chair will act as an ambassador and the public face of the college in partnership with the Chief Executive.*

### **Vice Chair's Principal responsibilities**

Develop an effective working relationship with the Chair, Principal and the Director of Governance based on a full understanding of the role of the Corporation in the governance of the College.

Where appropriate, to offer both general and specific support to the Principal and Chair where strategic, major or contentious issues are involved.

Provide effective leadership in support of the Chair, including in their absence, to ensure that the Corporation:

- meets its statutory duties and responsibilities,
- monitors the financial health of the College,
- maintains a strategic oversight of the College,
- articulates its vision, and sets corporate objectives,
- maintains and develops the educational character, values and ethos of the College,
- establishes high standards of integrity,
- observes the Nolan principles of public life and declares any conflicts of interest,
- acts reasonably, fairly and in line with what is morally right,
- ensures members conflicts of interest are declared and managed appropriately
- operates together as a group, while recognising different views, and
- appoints, supports and authorises suitably-qualified people to key roles and committees

In the absence of the Chair or where deputised to do so, the Vice Chair ensures that they:

- Ensure that the governance arrangements are working in the most effective way
- Chair meetings of the Board effectively and efficiently, bringing impartiality and objectivity to the decision making process
- On an annual basis assist in the appraisal of the performance of Governors and the Board.
- Assist in the assessment of the performance of the Principal and the Director of Governance

**External Role:**

The Vice Chair may be asked to (in the absence of the Chair and with the consent of the external organisation concerned):

- Act as an ambassador both internally and externally
- Act as a spokesperson for the organisation when appropriate
- Represent the college at external functions, meetings and events
- Build relationships with external stakeholders
- Handle relations with the media on behalf of the Corporation

## **East Coast College Vice Chair(s) Person Specification**

In addition to the qualities required as a Governor, the Vice Chair must also meet the following requirements as they will be required to be both a Vice-Chair and act as Chair in the Chair's absence:-

### **Personal Qualities**

- Demonstrate a strong and visible passion and commitment to the college, its strategic objectives and cause
- Exhibit strong inter-personal and relationship building abilities and be comfortable in an ambassadorial role
- Demonstrate tact and diplomacy, with the ability to listen and engage effectively
- Strong networking capabilities that can be utilised for the benefit of the college
- Ability to foster and promote a collaborative team environment
- Ability to commit time to conduct the role well, including travel and attending events out of office hours (Corporation meetings are generally held in the evening)

### **Experience**

- Experience of operating at a senior strategic leadership level within an organisation
- Successful track record of achievement through their career and/or volunteer work
- Experience of governance and working with or as part of a Board
- Experience of external representation, delivering presentations and engaging with stakeholders
- Significant experience of chairing meetings and events

### **Knowledge and skills**

- Broad knowledge and understanding of the Further Education and Sixth Form sector and current issues affecting it
- Strong leadership skills, ability to motivate staff and volunteers and bring people together
- Financial management expertise and a broad understanding of educational finance issues
- Good understanding of governance issues

### **Terms**

- The college's Vice Chair will normally serve a two-year term, subject to a successful annual review and will be eligible for re-appointment.
- There is no assumed progress to the role of Chair.

## **East Coast College Committee Chair(s) Role Description**

<b>Remuneration:</b>	The role of Committee Chair(s) is not accompanied by any financial remuneration, although reasonable expenses may be claimed.
<b>Location:</b>	Great Yarmouth and Lowestoft.
<b>Time commitment:</b>	<p>It is envisaged that the first 2 years of the merged group will require a significant time commitment from the Committee Chair(s) of up to 20 hours a month, including their Governor role.</p> <p>Up to 6 Board meetings per year plus in the region of 4 committee meetings.</p>
<b>Reporting to:</b>	The Corporation of East Coast College

### **Objectives**

- To help ensure effective governance of East Coast College which operates through a framework of committees.
- To work closely with the Senior Management Team, Director of Governance and other Chairs to give direction to Board policy-making.
- To ensure that the Committee meetings are well planned, meaningful and reflect the responsibilities of governors.
- To serve as a link between the committee and the Corporation and update the Corporation on their Committee's work.
- To chair meetings of their respective Committee effectively and efficiently, bringing impartiality and objectivity to the decision making process
- To help ensure that Governors are fully engaged on the Committee.
- To help ensure Committee decisions or recommendations to Corporation are taken in the best, long-term interests of the College.
- To monitor that committee decisions taken are implemented.

### **Terms**

- The College's Chairs of Committees will be appointed by the Corporation to normally serve a two-year term and will be subject to a successful annual review.
- Chairs will be eligible for re-appointment by the Corporation.

**East Coast College**  
**Nomination Form:**  
**Chair of the Corporation / Vice Chairs / Committee Chairs**

Name of Nominee	
<b>I confirm that I am willing to accept the office of _____ if elected</b>	
<b>Signature of Nominee</b>	
<b>Date</b>	
<b>Skills and experience relevant to the role</b>	

Name of Proposer	
<b>Signature of Proposer</b>	
<b>Date</b>	

Name of Seconder	
<b>Signature of Seconder</b>	
<b>Date</b>	

**Nominations must include:**

- The signature of the nominee confirming his/her willingness to accept the office if elected
- The signature of a Governor who proposes the nominee
- The signature of a Governor who seconds the nominee
- A short note from the nominee outlining his/her skills and experience to hold the post of Chair or Vice-Chair

Nominees will be tabled at the relevant Corporation meeting by the Director of Governance and the method of election shall be by a show of hands (if only one nominee) or by secret ballot (for more than one nominee).

All members will be entitled to cast a single vote and the Director of Governance will provide each member with a ballot paper. Governors are entitled to vote for themselves. The method of election is a simple majority.

In the event of a tie, each nominee will be given the opportunity to withdraw their nomination. If two or more nominees remain a further ballot will be held.

The Director of Governance will be responsible for the organisation and proper conduct of the election process and take the Chair for the Chair's election.



# **EAST COAST COLLEGE**

## **ROLE OF DIRECTOR OF GOVERNANCE**

### **ROLE PURPOSE:**

The responsibilities of the Director of Governance are defined in the Articles of Government as advising the Corporation with regard to:

- The operation of its powers;
- Procedural matters
- Business and
- Governance practice

### **ROLE DIMENSIONS:**

The Director of Governance is expected at all times to act as a role model for other staff and to carry out all the duties associated with the post in accordance with the College's Policies and Procedures.

The role of Director of Governance is independent of all other positions in the College.

When carrying out the duties and responsibilities of the role, the Director of Governance must advise the Corporation if, at any time, it is likely to exceed its powers or infringe general or administrative law.

The following arrangements come into effect should the Corporation decline to act upon the Director of Governance's advice:

- The Director of Governance will put his/her advice to the Corporation in writing, having first consulted such external agencies as he/she considers in the circumstances and the Director of Governance's advice shall be recorded in the minutes.
- In the event that the Corporation continue to disregard the Director of Governance's advice, the Director of Governance is authorised, without reference to the Corporation, to refer the matter to whatever external agencies he/she considers appropriate, including the College's funding body, its internal and external auditors and the Department of Education or the Department for Business, Innovation & Skills. The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

### **KEY ROLES**

Ensuring that at all times the Corporation complies with the statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs.

Ensuring that the membership of the Corporation is kept up to strength, reflects the desired profile of skills and is representative of the client groups served by the College.

Ensuring that communications are kept open and transparent between the Corporation and Senior Post Holders and the communities served by the College.

Ensuring that all internal and external complaints about the Corporation, its work or members are dealt with promptly and effectively.

Enabling the Corporation to respond to change and maintain its effectiveness.

Ensuring that there is an accurate record of the business conducted at all meetings of the Corporation.

Ensuring that at all times the Corporation complies with the statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by:

- Drawing up an annual meeting schedules and compliance cycles for the Corporation and its Committees to ensure that they all operate within the Instrument and Articles of Governance and agreed procedures of the Corporation.
- Ensuring the validity of all appointments made to the Corporation, its Committees and any special Committee such as appeals hearings.
- Facilitating the proper conduct of meetings of the Corporation and its Committees by seeking to ensure that correct procedures are followed.
- Providing independent information, advice and guidance on statutory, constitutional and procedural matters relating to the proper conduct of the Corporation's business.
- Making business arrangements for the safe custody of the official record of the Corporation's business and maintain a record of outstanding business.
- Drafting responses and reports to the Corporation in respect of Governance and constitutional matters.
- Ensuring the proper use of the Corporation's seal.
- Provide administrative support to the Chair of the Corporation, Chairs of Committees and individual Governors as required.

Ensuring that the membership of the Corporation is kept up to strength and reflects the desired profile of skills and is representative of the client groups served by the College by:

- Maintaining a record of the membership of the Corporation, notifying any vacancies, making arrangements for staff and student elections.
- Advising the Corporation on strategies for recruiting members with the necessary skills and backgrounds that reflect the needs of the College and its role in the communities.
- Maintaining a Code of Conduct, Register of Eligibility and Declaration of Interests covering all members.

- Maintaining an attendance record of governors and taken action as appropriate for non-attendance.
- Obtain and make available professional support, information, advice and guidance.
- Administer the reimbursement of governors' expenses.

Ensuring that communications are kept open and transparent between the Corporation and its Senior Post Holders and the communities served by the college by:

- Maintaining communications between the Corporation, Principal and other Senior Post Holders.
- Administrating those procedures approved by the Corporation for making information about the Corporation's business available to the public in accordance with the principle of transparent and open accountability.

Ensuring that all internal and external complaints about the Corporation, its work or members are dealt with promptly and effectively by:

**Internally:**

- Advise on, and administer arrangements for appeal hearings involving staff and students and ensure they are conducted within the College's agreed policies and procedures.
- Advise on, and oversee the investigation of complaints against the College, Corporation or an individual Governor.

**Externally:**

- Arrange for any complaint by the public against the Corporation or against an individual Governor to be investigated.
- Subject to the requirements for confidentiality, ensure that a full response is made to the complainant and, where a lengthy investigation is undertaken the complainant is kept advised of progress.
- Report the complaint and the investigation to the Chair and the Corporation, as appropriate to the circumstances.
- Report the matter to the Skills Funding Agency if in his/her judgement this is warranted by the nature of the complaint.

Enabling the Corporation to respond to change and maintain its effectiveness by:

- Facilitating the induction and integration of new Corporation members.
- Facilitating Corporation members' involvement in the Link Governor Scheme.
- Facilitating greater understanding of the College by arranging, where practicable, the rotation of Committee members and their involvement in different aspects of the College's work.
- Facilitating the building up of the levels of understanding and competence of Corporation members.

- Encouraging Senior Post Holders to prepare their papers to the Corporation in ways that facilitate greater understanding of the issues being presented and the decisions being taken.

To undertake such other duties as the Corporation may from time to time reasonably require.

## APPENDIX 14

### Standard Report Format

Corporation 17 <sup>th</sup> December	Agenda Item
<b>Name and author</b>	
<b>Purpose of Report</b> Information <input type="checkbox"/> Decision <input type="checkbox"/> Assurance <input checked="" type="checkbox"/>	
<b>What risk does this report address</b>	

<b>Report Executive Summary</b>	
<b>Actions Requested</b>	
<b>Prior committee consideration</b>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes Corporation/College committee considered by:
<b>Next Stage(s)</b>	
<b>Resource implications and Value for Money</b>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes Brief Details
<b>Risk Assessment Implications</b>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes Brief Details
<b>Equal Opportunities Impact Assessment</b>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes Brief Details
<b>Health &amp; Safety Implications</b>	Yes <input type="checkbox"/> No <input type="checkbox"/> If Yes Brief Details
<b>Strategy Implications:</b>	Winning our Market Learning <input type="checkbox"/> Development & Wellbeing <input type="checkbox"/> Student Success, Progression and Wellbeing <input type="checkbox"/> Improving Our Business <input type="checkbox"/>
<b>Impact on students</b>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> If Yes Brief Details
<b>Source/Background Papers</b>	
<b>Report Attached</b>	

**APPENDIX 15**  
**EAST COAST COLLEGE**  
**COMPLAINTS ABOUT THE CORPORATION OR GOVERNORS**

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 independent Director of Governance via the College.

The Director of Governance is authorised by the Corporation to arrange for any such complaint to be investigated and to report to the ESFA if in his/her judgement this is warranted by the nature of the complaint.

The Director of Governance will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress.

The Corporation is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised.

The Director of Governance will also report on the complaint and the investigation to the Chair and the Corporation, as appropriate to the circumstances.

**APPENDIX 16**  
**East Coast College**  
**Senior Independent Director**  
**Role Description**

<b>Remuneration:</b>	The role of Senior Independent Director (SID) is not accompanied by any financial remuneration, although expenses may be claimed
<b>Location:</b>	Great Yarmouth and Lowestoft
<b>Time commitment:</b>	Up to 10 Board meetings per year plus other committee meetings.  The SID is also expected to be available for meetings with Governors and the Senior Team
<b>Reporting to:</b>	The Corporation of East Coast College

**Examples of SID's role**

The following are examples of where a SID may intervene:

- There is a dispute between the chair and the CEO;
- There is a dispute between the chair and the Governance professional;
- Governors have expressed concerns that are not being addressed by the chair or CEO;
- The strategy being followed by the chair and CEO is not supported by the entire board;
- The relationship between the chair and CEO is particularly close, and decisions are being made without the approval of the full board; or
- Succession planning is being ignored.

**Specific duties of the SID**

In addition to the duties described below the SID has the same duties as the other Governors.

- to serve as a sounding board for the Chair
- to act as an intermediary for Governors
- to hold annual meetings with Governors and the Director of Governance, without the Chair or Vice Chair(S) present, to appraise the Chair's and Vice Chair's performance
- when the Board is undergoing a period of stress to work with the Corporation to resolve major issues

- to be available to governors to address any concerns or issues they feel have not been adequately dealt with through the usual channels of communication
- to attend sufficient meetings with governors to obtain a balanced understanding of their issues and concerns relating to governance and the performance of the College
- The SID must not exercise, as an individual, any of the functions of the Board except where sanctioned by the Board or it is outlined in the Scheme of Delegation. The role of the Senior Independent Director is to provide assurance to the Board that the Chair is also adhering to this.
- The SID will need to accommodate requests for activity/scrutiny/mediation/investigation from the Board at any of its meetings, and on an ad hoc, yet formal basis.
- The SID may act as an investigator; mediator and independent communications channel between parties, but must not unilaterally advocate courses of action without the consensus of the Board, unless this is the focus of the disquiet. At such points, the SID, in conjunction with the Governance Professional, may seek advice from specialist third-party advisers.

### **Person Specification**

#### Knowledge and Experience

- A Governor
- Knowledge and experience of undertaking appraisals.
- Knowledge of governance and compliance
- Experience of dispute resolution

#### Skills

- Highly developed communication and negotiation skills

#### Personal Qualities

- Open and engaging
- Independent
- Candid

#### Additional Requirements

- Willingness to attend meetings as required