REASEHEATH COLLEGE BOARD

CONSTITUTION

PART 1 INSTRUMENT AND ARTICLES OF GOVERNMENT

PART 2 SCHEME OF DELEGATION

PART 3 STANDING ORDERS

PART 4 TERMS OF REFERENCE *(approved separately)*

Approved by the Corporation: 9 December 2022

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PART 1 INSTRUMENT AND ARTICLES OF GOVERNMENT

REASEHEATH COLLEGE

INSTRUMENT OF GOVERNMENT

CONTENTS

1. Interpretation of the terms used
2. Composition of the Corporation
3. Appointment of the members of the Corporation
4. Appointment of the Chair and Vice-Chair
5. Appointment of the Clerk to the Corporation
6. Persons who are ineligible to be members
7. The term of office of a member
8. Termination of membership
9. Members not to hold interests in matters relating to the institution
10. Meetings
11. Quorum
12. Proceedings of meetings
13. Minutes
14. Public access to meetings
15. Publication of minutes and papers
16. Copies of the Instrument of Government
17. Change of name of the Corporation
18. Application of the seal

Interpretation of the terms used

1. In this Instrument of Government—

(a) any reference to "the Principal" shall include a person acting as Principal;

(b) "the Clerk" means the Clerk to the Corporation;

(c) "the Corporation" means any further education corporation to which this Instrument applies;

(d) "the institution" means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;

(e) "this Instrument" means this Instrument of Government;

(f) "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing or telephone conferencing facilities it is possible for every person present at the meeting to communicate with each other;

(g) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;

(h) "staff member" and "student member" have the meanings given to them in clause 2;

(i) "the Secretary of State" means the Secretary of State for Education or that Department that has the regulatory oversight of Further Education Corporations;

(j) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;

(k) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;

Composition of the Corporation

2 – (1) The Corporation shall consist of—

(a) Up to 17 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;

(b) the Principal of the institution, unless the Principal chooses not to be a member;

(c) at least one and not more than three members who are members of the institution's staff and have a contract of employment with the institution;

(d) at least two and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members"); and

(e) up to three members who appear to the Corporation to have the necessary skills and expertise to act as advisors to the Corporation ("Associate Members"). The following rules shall apply in respect of the role of Associate Members:

Associate Members:

- may attend meetings of the Corporation and its committees and are permitted to speak solely for the purpose of providing advice on any matters which are the subject of consideration at that meeting;
- shall not be included as a member for the purposes of calculating the number of members present at a meeting;
- shall not be permitted to take part or vote on any decision which is made at any meeting of the Corporation or its committees.

(2) A person, who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.

(3) Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff.

(4) Where the Corporation has decided or decides that there are to be two staff members—

(a) one may be a member of the academic staff and the other may be a member of the non-academic staff, or

(b) each may be a member of the academic or non-academic staff.

(5) Where the Corporation has decided that there are to be three staff members -

(a) all may be members of the academic or non-academic staff,

(b) one may be a member of the academic or the non-academic staff, one may be a member of the academic staff and one may be a member of the non-academic staff,

(c) two may be members of the academic staff and one may be a member of the non-academic staff, or

(d) one may be a member of the academic staff and two may be members of the non-academic staff.

(6) The appointing authority, as set out in clause 3, will decide whether a person is eligible for appointment as a member of the Corporation under paragraph (1).

Appointment of the members of the Corporation

3 – (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of all its members.

(2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.

(3) The appointing authority may decline to appoint a person as a student member if-

(a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or

(b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or

(c) the person is ineligible to be a member of the corporation because of clause 6.

(4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

Appointment of the Chair and Vice-Chair/s

4 – (1) The members of the Corporation shall appoint a Chair and a maximum of two Vice-Chairs from among themselves.

(2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.

(3) If both the Chair and the Vice-Chair/s are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.

(4) The Chair and Vice-Chair/s shall hold office for such period as the Corporation decides.

(5) The Chair or Vice-Chair/s may resign from office at any time by giving notice in writing to the Clerk.

(6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office or it is in the best interests for the Chair to stand down, it may give written notice, removing the Chair from office and the office shall then be vacant.

(7) If the Corporation is satisfied that a Vice-Chair is unfit or unable to carry out the functions of office or it is in the best interests for the Vice Chair/s to stand down, it may give written notice, removing the Vice-Chair/s from office and the office shall then be vacant.

(8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.

(9) At the last meeting before the end of the term of office of the Vice-Chair/s, or at the first meeting following the resignation or removal from office of the Vice Chair/s, the members shall appoint a replacement from among themselves.

(10) At the end of their respective terms of office, the Chair and Vice-Chair/s shall be eligible for reappointment.

(11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Appointment of the Clerk to the Corporation

5 – (1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.

(2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

(3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).

(4) Subject to clause 12, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

(5) The Clerk may also be a member of staff at the institution.

Persons who are ineligible to be members

6 – (1) No one under the age of 18 years may be a member, except as a student member.

(2) The Clerk 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) No one may be a member or continue to be a member who would be prohibited from being a trustee of a charity under the s178-179 Charities Act 2011 or who would be automatically disqualified from acting as a charity trustee under the Charities (Protection and Social Investment) Act 2016.

(6) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5), the member shall immediately give notice of that fact to the Clerk.

The term of office of a member

7 – (1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

(2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 3 shall apply to the reappointment of a member as it does to the appointment of a member.

(3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

Termination of membership

8 – (1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Corporation is satisfied that –

(a) any member is unfit or unable to discharge the functions of a member; or

(b) any member is in breach of the Code of Conduct; or

(c) any member has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or

(d) it is in the best interest of the Corporation that any member stand down;

(e) any member may be suspended by an order of the Chair for the duration of any investigation in connection with (2)(a) or (b) above;

the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(4) A student member shall cease to hold office—

(a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or

(b) if expelled from the institution,

and the office shall then be vacant.

Members not to hold interests in matters relating to the institution

9 – (1) A member to whom paragraph (2) applies shall -

(a) disclose to the Corporation the nature and extent of the interest; and

(b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and

(c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (3) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

(2) This paragraph applies to a member who—

(a) has any financial interest in—

(i) the supply of work to the institution, or the supply of goods for the purposes of the institution;

(ii) any contract or proposed contract concerning the institution; or

(iii)any other matter relating to the institution; or

(b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

(3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

(4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member—

(a) need not disclose a financial interest; and

(b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
(c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

(5)The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

Meetings
10 – (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.

(2) Subject to paragraphs (4) and (5) and to clause 11(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice (which includes notice given by electronic means, including email) of the meeting and a copy of the proposed agenda.

(3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.

(4) A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.

(5) Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

(6) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

Quorum
11 – (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members (not counting vacancies), determined according to clause 2.

(2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

Proceedings of meetings

12 – (1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.

(2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.

(3) A member may not vote by proxy or by way of postal vote (save that a member may signify agreement to a written resolution as set out in this clause 12 (13) and (14) below).

(4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

(5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw—

(a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

(b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;

(c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

(d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

(6) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).

(7) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal—

(a) for the expenditure of money by the Corporation; or

(b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(8) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

(9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall—
(a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
(b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.

(10) The Clerk—
(a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
(b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).

(11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

(12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk to the committee during this absence.

(13) A resolution or decision in writing agreed by the members of the Corporation who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

(a) a copy of the proposed resolution or decision has been sent (including sent by electronic means including email) to every member who (subject always to the preceding provisions of this clause 12) would have been eligible to form part of any meeting of the Corporation, or any of its committees, at which the subject matter of the proposed resolution or decision would have been considered and voted upon and

(b) a simple majority of the members of the Corporation has signified its agreement to the resolution or decision within the period of 21 days beginning with the date when such a resolution or decision was circulated.

(14) A resolution or decision in writing may comprise several copies or documents containing the text of the resolution in like form to which one or more eligible members have signified their agreement.

Minutes
13 – (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

(2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

(3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

(4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 12(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

Public access to meetings

14 The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 15(2).

Publication of minutes and papers

15 – (1) Subject to paragraph (2), the Corporation shall ensure that a copy of—
(a) the agenda for every meeting of the Corporation;
(b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
(c) the signed minutes of every such meeting; and
(d) any report, document or other paper considered at any such meeting,
shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.

(2) There shall be excluded from any item made available for inspection any material relating to—
(a) a named person employed at or proposed to be employed at the institution;
(b) a named student at, or candidate for admission to, the institution;
(c) the Clerk; or
(d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

(3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

Copies of the Instrument of Government

16 A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Change of name of the Corporation

17 The Corporation may change its name with the approval of the Secretary of State.

Application of the seal

18 The application of the seal of the Corporation shall be authenticated by—

(a) the signature of either the Chair or of some other member, including the Principal, either generally or specifically so authorised by the Corporation; and
(b) the signature of either any other member, the Vice Principal Finance and Resources or the Clerk.

REASEHEATH COLLEGE
ARTICLES OF GOVERNMENT

Contents

1. Interpretation of the terms used
2. Conduct of the institution
3. Responsibilities of the Corporation, the Principal and the Clerk
4. The establishment of committees and delegation of functions generally
5. The search committee
6. The audit committee
7. Composition of committees
8. Access to committees by non-members and publication of minutes

9.,10., 11. Delegable and non-delegable functions

12., 13 Appointment and promotion of staff

14. Rules relating to the conduct of staff
15. Academic freedom
16. Grievance, suspension and disciplinary procedures
17. Suspension and dismissal of the Clerk
18. Students
19. Financial matters
20. Co-operation with the CE of Skills Funding's auditor
21. Internal audit
22. Accounts and audit of accounts
23. Rules and bye-laws
24. Copies of Articles of Government and rules and bye-laws
25. Modification or replacement of the Instrument and Articles of Government
26. Dissolution of the Corporation

Interpretation of the terms used

1 In these Articles of Government—
(a) any reference to "the Principal" shall include a person acting as Principal;
(b) "the Articles" means these Articles of Government;
(c) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 4 of the Instrument of Government;
(d) "the Clerk" has the same meaning as in the Instrument of Government;
(e) "the Corporation" has the same meaning as in the Instrument of Government;
(f) "the CE of Skills Funding" means the Chief Executive of Skills Funding;
(g) "staff member" and "student member" have the same meanings as in the Instrument of Government;
(h) "the Secretary of State" means the Secretary of State for Education or that Department that has the regulatory oversight of Further Education Corporations;

(i) “senior post” means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
(j) “the staff” means all the staff who have a contract of employment with the institution;
(k) “the students’ union” has the same meaning as in the Instrument of Government.

Conduct of the institution
2 The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the Principal and the Clerk
3 – (1) 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;
(aa) 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;
(b) approving the quality strategy of the institution;
(c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
(d) approving annual estimates of income and expenditure;
(e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
(f) setting a framework for the pay and conditions of service of all other staff.

(2) 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 Clerk, where the Clerk 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.

(3) The Clerk shall be responsible for the following functions: -
(a) advising the Corporation with regard to the operation of its powers;
(b) advising the Corporation with regard to procedural matters;
(c) advising the Corporation with regard to the conduct of its business; and

(d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

4 – (1) The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to-

(a) such committees;

(b) the Chair, or in the Chair's absence, the Vice-Chair; or

(c) the Principal.

(2) The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

(3) The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006 governing such arrangements.

The search committee

5 – (1) The Corporation shall establish a committee, to be known as the "search and governance committee", to advise on—

(a) the appointment of members (other than as a student member); and

(b) such other matters relating to membership and appointments as the Corporation may ask it to.

(2) The Corporation shall not appoint any person as a member (other than as a student member) without first consulting and considering the advice of the search and governance committee.

(3) The Corporation may make rules specifying the way in which the search and governance committee is to be conducted. A copy of these rules, together with the search and governance committee's terms of reference and its advice to the Corporation and the appointing authority, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.

(4) The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

The audit committee

6 – (1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

(2) The audit committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of Skills Funding.

Composition of committees
7 Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes
8 The Corporation shall ensure that:—
(a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
(b) the minutes of committee meetings, if they have been approved by the Chair of the meeting,
are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.

Delegable and non-delegable functions
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 Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
(f) the modification or revocation of these Articles.

10 – (1) 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 Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

(2)The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11 The Principal may delegate functions to the holder of any other senior post other than-
(a) the management of budget and resources; and
(b) any functions that have been delegated to the Principal by the Corporation.

Appointment and promotion of staff
12 – (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—
(a) approve an appropriate selection process; and
(b) delegate to the Chair the appointment of a selection panel consisting of—
(i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal ; or
(ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

(2) The members of the selection panel shall—
(a) decide on the arrangements for selecting the applicants for interview;
(b) interview the applicants; and

(c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

(3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

(4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.

(5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff-
(a) may be required to act as Principal or in the place of any other senior post holder; and
(b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.

13 The Principal shall have responsibility for selecting for appointment all members of staff other than -
(a) senior post holders; and
(b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Rules relating to the conduct of staff
14 After consultation with the staff, the Corporation shall make rules relating to their conduct.

Academic freedom
15 In making rules under article 14, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures
16 (1) After consultation with staff, the Corporation shall make rules setting out
(a) grievance procedures for all staff;
(b) procedures for the suspension of all staff; and
(c) disciplinary and dismissal procedures for
(i) senior post-holders, and
(ii) staff other than senior post-holders
and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

(2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Clerk

17 – (1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 16(c).

(2) Where the Clerk is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

Students

18 – (1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

(2) The students' union shall present audited accounts annually to the Corporation.

(3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19 The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE of Skills Funding.

Co-operation with the CE of Skills Funding's auditor

20 The Corporation shall co-operate with any person who has been authorised by the CE of Skills Funding to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

Internal audit

21 – (1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

(2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

Accounts and audit of accounts

22 – (1) The Corporation shall
(a) keep proper accounts and proper records in relation to the accounts; and
(b) prepare a statement of accounts for each financial year of the Corporation.

(2) The statement shall—
(a) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
(b) comply with any directions given by the CE of Skills Funding as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

(4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.

(5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.

(6) The "financial year" means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.

(7) The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the CE of Skills Funding's approval.

(8) If the Corporation is dissolved—
(a) the last financial year shall end on the date of dissolution; and
(b) the Corporation may decide, with the CE of Skills Funding's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws
23 The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

Copies of Articles of Government and rules and bye-laws
24 A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument or Articles of Government
25 – (1) Subject to paragraph (2) the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.

(2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

26 – (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.

(2) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.

Approved by the Corporation on 8 December 2016

Reviewed and approved by the Corporation on 7 December 2017	**No changes made**
Reviewed and approved by the Corporation on 22 March 2018	**Instrument 2 (1) e)**
Reviewed and approved by the Corporation 8 November 2018	**Instrument 6 - alignment with charity law wording**
Reviewed and approved by the Corporation 13 November 2019	**Amendment to reflect staff member title - Instrument 18**
Reviewed and approved by the Corporation 25 March 2021	**No changes made**
Reviewed and approved by the Corporation 9 December 2021	**No changes made**
Reviewed and approved by the Corporation 9 December 2022	**No changes made**

PART 2 SCHEME OF DELEGATION

SCHEME OF DELEGATION
1. Responsibilities

1.1 The Corporation has six main responsibilities:

- for the determination of the educational character and mission of the institution and for the oversight of its activities (including arrangements for consultation thereon)
- for approving the quality strategy
- for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets
- for approving annual estimates of income and expenditure
- for the appointment, grading, suspension, dismissal and determination of the pay and service of the holders of senior posts and the clerk and
- for setting a framework for the pay and conditions of service of all other staff

1.2 The Corporation retains the powers and duties set out in Section 2 below, delegating other functions to the specified Committees and the Chair and Principal in order to ensure effective and efficient governance and management of the Corporation within the legal requirements.
1.3 The Corporation may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post other than to a Committee of members of the Corporation.
1.4 The Corporation is responsible for assessing its own performance, at least on an annual basis.

2. Powers and Duties Reserved by the Corporation

The Corporation will:

- Determine the educational character and mission of Reaseheath College
- Approve and monitor the strategic plan
- Approve the annual estimates of income and expenditure
- Ensure the solvency of the institution and the Corporation and for safeguarding their assets
- Appoint, discipline or dismiss the Principal, holder of a Senior Post and the Clerk.
- Approve and review annually the Safeguarding and Prevent Policies and Annual Report, the Health and Safety Policy, the Equality, Diversity and Inclusion Policy and the Equality, Diversity and Inclusion Annual Report
- Monitor safeguarding, wellbeing, prevent and health and safety matters on a termly basis at board meetings, to ensure full awareness of all board members
- Approve any modification to or revocation of the Articles of Government
- In accordance with the approval categories in the College Financial Regulations, approve the award of tenders, banking services, disposals of assets and contracts for services
- Determine the number of members of the Corporation, the length of term of office, the appointment or removal of any member of the Corporation in accordance with the Instrument of Government
- Establish Committees or task/working groups of the Corporation and the constitution and functions of such committees and the delegation or recovery of any powers, functions or duties to or from such committees, or the Corporation Chair or Principal.

- Determine authorisation arrangements for members to authenticate the application of the Seal of the Corporation
- Ensure the availability of written statements for the Corporation's procedure regarding attendance at meetings by persons who are not members and the publication of the minutes of meetings
- Determine which staff posts within the College shall be defined as senior posts of the College.
- Establish rules and procedures setting out grievance and disciplinary procedures for senior post holders
- Make and maintain a code of conduct for Corporation members and a policy on governor conflicts of interest
- Make appointments to directorships of companies of which the college owns or is a member.

3. Delegation to Chair

The Chair of the Corporation or in their absence the Vice-Chair/s, may:

- Call a special meeting of the Corporation.
- Where it would not be reasonable to wait until the next ordinary meeting of the Board, to establish a task/working group if required as a response to an issue as a matter of urgency and to determine the number, membership and remit of the group following consultation with the Principal and Clerk.
- Undertake duties as assigned to the post in accordance with the disciplinary procedures for senior post holders.
- Agree action taken by the Principal as a matter of urgency in accordance with the Standing Orders of the Corporation.
- Act as the spokesperson for the Corporation.

4. Delegation to Principal

The Principal (who may in turn delegate to the holder of a Senior Post if permitted by the Articles) may:

- Implement the decisions of the Corporation and its committees.
- Organise, direct and manage the College.
- Oversee the day-to-day running of the college estate, including any decision in respect of the closure of all or part of the college in response to any extenuating circumstance.
- Lead the staff of the College.
- Appoint, assign, appraise, suspend and dismiss (within the framework set out by the Corporation) College staff other than holders of Senior Posts and the Clerk.
- Determine the duties of College staff.
- Make rules relating to the conduct of College staff.
- Manage the budget and resources within the estimates approved by the Corporation.
- Make rules with respect to the conduct of students including procedures for suspension and expulsion.
- Maintain student discipline within the rules and procedure of the College and provided in the Articles to suspend or expel students on disciplinary grounds or for academic reasons.
- Deal with all other matters reasonably falling with the scope of the Principal's responsibilities and accountabilities including, without limitation, the granting of special

leave of absence, the authorisation of overtime working and the authorisation of acquisition of goods, materials and services necessary for the activities of the College in accordance with College policy and Financial Regulations.

5. Delegation to Committees

The Corporation may delegate such functions not reserved to itself to committees and task/working groups as set out in Part 4 of this Constitution document in the relevant Terms of Reference for such committees or groups.

6 Further Delegation or Recovery

The Corporation may delegate to or recover from any Committee or the Principal such matters as the Corporation may from time to time determine.

7 Interpretation

7.1 For the avoidance of doubt the Corporation may determine any matter which, in accordance with its scheme of delegation has been delegated to a committee or working group, the Chair or the Principal.

7.2 For the avoidance of doubt a committee, task or working group, the Chair or Principal rather than exercise the powers delegated in accordance with the scheme of delegation may refer the matter to the Corporation or the relevant committee for decision as the case may be.

Approved 9 December 2022

[Reviewed and Approved unchanged 13 November 2019; 25 March 2021; 9 December 2021]

PART 3 STANDING ORDERS

REASEHEATH COLLEGE STANDING ORDERS FOR BOARD AND COMMITTEE BUSINESS

1. Scope

1.1 These standing orders supplement and are subject to the Instrument and Articles of Government of the Governing Body. The Instrument and Articles of Government are the definitive documents relating to the Governing Body. The Instrument defines the constitution and the Articles set out the responsibilities of the Governing Body and the Principal.

2. Membership of the Governing Body

2.1 The numbers and categories of members of the Governing Body are:-

- Up to 17 members to be appointed in accordance with the requirements of clause 2(1) (a) of the Instrument of Government ("independent members")
- Up to 3 associate members to be appointed in accordance with the requirements of clause 2(1)(e) ("associate members")
- 1 Principal.
- 2 staff members;
- up to 3 student members;

2.2 One staff governor will be a member of the academic staff and the other will be a member of the non-academic staff.

2.3 The Clerk to the Governing Body will maintain a register of the members of the Governing Body.

3. Appointment of Governors

3.1 The procedure for recruitment and appointment of governors, including staff and student governors, is available from the Clerk on request.

4. Appointment of Chair and Vice-Chair of the Governing Body

4.1 The Chair and Vice-Chair of the Governing Body are elected by the Governing Body on an annual basis or a term as agreed and are eligible for re-election. The Chair and Vice Chair will normally be appointed following a show of hands of governors present and voting at the meeting. Any governor who is the Principal, a member of staff at the College or a student governor is not eligible to be appointed as Chair or Vice Chair. The Governing Body may choose to appoint more than one Vice Chair if it wishes.

4.2 If the Chair and Vice Chair/s are absent from any meeting of the Governing Body, the governors present will choose one of their number to act as Chair for that meeting, provided that the governor chosen is not the Principal or a staff or student governor.

5. Appointment of Chairs and Vice Chairs of Committees

5.1 The Chairs and Vice Chairs of the committees are nominated by the members of the committee on an annual basis, for approval by the Governing Body. The Principal, staff or student governors are not eligible to be appointed as Chairs or Vice Chairs of the committees.

6. Eligibility for membership of the Governing Body.

6.1 On appointment, governors are required to complete a declaration of eligibility, renew this annually and to inform the Clerk should they become ineligible to serve.

7. Term of Office and Reappointment

7.1 Unless otherwise determined by the Governing Body, a governor will serve a three year term of office and are eligible for re-election. Staff governors will serve up to a three year term of office and student governors a one or two year term of office.

8. Resignation of Governors

8.1 Governors who wish to resign their membership should write formally to the Clerk at the College. It is also helpful if governors who do not wish to seek re-election at the end of their term of office inform the Clerk of this intention well in advance.

9. Role Descriptions

9.1 The role description and person specification for governors is available on the college website.
9.2 The role descriptions for the Chair, Vice Chair and Chairs of committee are available from the Clerk on request.
9.3 The Principal is responsible to the Reaseheath College Corporation, with key responsibilities as set out in the Articles of Government. The Principal will also have a detailed role description that is reviewed regularly. The Principal is appraised annually by the Chair of the Corporation.

10. Committees

10.1 The Governing Body has determined that the following standing committees be established: Audit, Finance and General Purposes, Quality and Standards, Higher Education, Remuneration, Search and Governance. The Governing Body may appoint co-opted members to any of its committees. Each committee reports back to the Governing Body via its Chair and minutes. On an annual basis, the Governing Body reviews its delegated decision-making process taking into account any recommendations made by the Search and Governance Committee.
10.2 The Governing Body has established a Special Committee/Staff Appeals Committee, to deal with any disciplinary issues relating to senior post holders and any staff suspension or disciplinary appeals.
10.3 From time to time, the Governing Body establishes ad-hoc committees or working groups to deal with specific items.

11. Chair's Action

11.1 It will be necessary from time to time for the Chair, or the Vice Chair/s in his or her absence, to act on behalf of the Governing body, in between meetings. The circumstances under which the Chair or Vice Chair/s may act include routine action which would not merit discussion at Governing Body meetings e.g. signing of routine documents, responding to approaches by external organisations, agreeing to detailed aspects of implementation of matters previously agreed by the Governing Body.
11.2 In addition, in exceptional circumstances, the Chair (following consultation with the Principal and the Clerk and at least two other Governing Body members) may act on matters which he or she judges to be too urgent to be left for consideration at the next regular meeting of the Governing Body. If such urgent matters arise the Chair may call a special meeting of the Governing Body at short notice or may seek a written resolution in accordance with 12.3 below, or if he or she deems the matter to be of such urgency that any delay might prejudice or disadvantage the interests of the College, he or she may act on behalf of the Governing Body.
11.3 The Governing Body accepts collective responsibility for actions taken by the Chair outside of a formal meeting within the terms of these Standing Orders. The Clerk will keep a record of all such Chair's actions and report them to the next full meeting of the Governing Body for ratification or subsequent action.

12. Meetings of the Governing Body and its committees

12.1 The Governing Body and its committees will meet at least once in every term in accordance with a calendar of meetings to be approved by the Governing Body and will hold such other meetings as may be necessary. The most recent calendar of meetings is provided on the College website. A forward plan of business prepared by the Clerk, setting out the dates of meetings of the Governing Body and its committees and the main items for consideration at each meeting of the Governing Body and its committees and is available from the Clerk on request.

12.2 Video-conferencing or telephone conferencing may be used if necessary, in accordance with 1(f) of the Instrument of Government.

12.3 Meetings may take place by written communication, including electronic communication, where business may otherwise be delayed, in accordance with 1(f) of the Instrument of Government. Such written communication will be conducted by the Clerk, in consultation with the Chair and the Principal. Where there is a majority decision that a matter should be approved, then it will be taken as approved by written resolution. The actions agreed by written resolution will be minuted at the next meeting of the Governing body or the relevant committee.

13. Attendance at meetings

13.1 Governors are asked to commit to attend meetings on a regular basis. When exceptionally they are unable to attend meetings they should present their apologies to the Clerk or to his or her Personal Assistant. The Governing Body has resolved that an overall attendance rate of 75% and an individual attendance rate of 60% should be maintained.

13.2 The quorum for all meetings of the Governing Body is 40% of the total membership (not counting vacancies), rounded down to the nearest whole number. The quorum for committee meetings is set out in the terms of reference of each committee.

13.3 The Principal will be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.

13.4 Any question of attendance by any other person to participate in a meeting of the Board will be decided by the Corporation after taking advice from the Principal and the Clerk.

14. Agenda setting and protocol

14.1 The Clerk to the Governing Body will prepare the agenda for each meeting, in consultation with the Chair and the Principal. Agendas and papers are despatched to governors 7 days before meetings. Any governor can request that an item is included on an agenda and can prepare a paper to support the agenda item. Such items should be notified to the Clerk at least 14 days before the meeting.

14.2 Agendas are divided into two parts: Part A and Part B. Open access is allowed in relation to Part A items. Part B items are restricted. Part B items consist of those items from consideration of which staff or student members must or may have to withdraw in accordance with clause 12 of the Instrument of Government and any other matter, which may need to be dealt with on a confidential basis.

15. Rules of Debate

15.1 Any motion must be proposed and seconded and will be put to a vote by the Chair of the meeting.

15.2 Governors wishing to speak on a matter will speak in order in which they are invited by the Chair. Only one governor may speak at a time. Whenever the Chair intervenes during a debate a governor then speaking will cease speaking.

15.3 Whilst a motion is being discussed an amendment may be proposed by a governor. The amendment must be seconded by another governor before it can be discussed or voted upon. If the amendment is carried the new form of words becomes the substantive motion. The wording of an amendment can change the meaning of a motion but it cannot contradict it.

16. Disorderly Conduct

16.1 If any governor or other person attending a meeting, in the opinion of the Chair of the meeting, misconducts himself or herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair of the meeting or any other governor may move 'that the governor named should not be further heard' and the motion, if seconded, will be put and determined without discussion.

16.2 If the governor named continues the misconduct, the Chair of the meeting will move 'that the governor named do leave the meeting' in which case the motion shall be put and determined without discussion.

16.3 The Chair of a meeting, in the event of a disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he or she considers appropriate.

17. Voting and divisions

17.1 Voting will be by a show of hands, unless at least five governors demand a division.

17.2 Where a division is called, the names of those voting for or against the motion or amendment will be recorded and entered in the minutes.

17.3 On a formal motion put from the Chair the question may be decided by the voice of the governors, unless any governor demands a show of hands.

17.4 If immediately after a vote is taken any governor so requires, the way in which he or she voted (or abstained) will be recorded in the minutes of that meeting.

17.5 In the event of there being a tied vote, the Chair of the meeting will have a second, or casting vote, regardless of whether he or she has voted when the motion or amendment was put to the meeting.

17.6 A procedural motion requires a seconder. If the motion is carried, it will be acted on without further discussion. A procedural motion includes:

That the question be now put

That the Board adjourns

That the debate be adjourned

That the Board proceeds to the next business.

18. Suspension of Standing Orders

18.1 Any standing order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

19. Minutes

19.1 The Clerk is responsible for producing the draft minutes of Governing Body and committee meetings within 14 days of the meeting, not counting the day of the meeting, to be approved by the appropriate Chair.

20. Public Access to Meetings, Attendance of Non-Members and Access to Information

20.1 The Governing Body has resolved that Part A of its full meetings should be open to the public. The number of observers is restricted to a maximum of six, due to the constraints of the meeting room. Committee meetings are not normally open to the public.

20.2 The written statement of the Governing Body with regard to attendance of non-members is set out on the College website.

21. Allowances to Members

21.1 Expenses which are eligible for reimbursement are reasonable travelling and subsistence expenses. Travelling expenses are reimbursed at either public transport rate or a mileage rate of 45p

per mile. Receipts should be attached to the claim form. Claim forms are available from the Clerk and will be verified and approved for payment by the Clerk.

22. Members' interests

22.1 The Clerk will maintain a register of the financial and other interests of the members of the Governing Body, which are disclosed to the Governing Body, and the register will be made available during normal office hours at the College to any person wishing to inspect it.

22.2 On an annual basis, the Clerk will notify governors of the interests which are registered against their names and governors will confirm whether or not those interests are accurate. Members should inform the Clerk whenever an interest is acquired or lost.

22.3 Members are required to comply with the Governors Code of Conduct and the Governor Conflicts of Interest Policy.

23. Authentication of Documents

23.1 The Governing Body has resolved that the application of the seal of the Corporation should be authenticated by the signature of the Chair or other governor (including the Principal) and the signature of either any other member, the Vice Principal Finance and Resources or the Clerk.

23.2 The Principal (or his nominee member of the Executive team) is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.

24. Complaints against the Governing Body/Clerk

24.1 Any complaint about the maladministration of the Governing Body will be dealt with in accordance with the procedure for complaints against the corporation, board members or the clerk. This procedure is available from the clerk on request.

25. Variation or revocation

25.1 Any amendment, variation to or revocation of these Standing Orders will be approved by the Board and will take effect as from the conclusion of the meeting at which approval is given, subject to any direction to the contrary given by the Board.

26. Review and updating

26.1 The Clerk will review these Standing Orders and all other policies and procedures relating to College governance as part of a cycle of review or as necessary following any changes to associated legislation or practice.

PART 4 TERMS OF REFERENCE

Terms of Reference
Quality and Standards Committee

Title Quality and Standards Committee

Chair Alastair Taylor (independent)
Membership Jane Cowell (independent)
Mike Gorton (independent)
Phil Gibbon (staff)
David Pearson
independent)
Marcus Clinton (principal)
Peter Green (independent)
Alice Warmisham (student)
Andrew Woodhead (student)

The Committee shall have the power to consult external advisers to fulfil its responsibilities.

Quorum 3 Members, including the Chair or Vice Chair of the Committee, but by exception in the absence of both at least one independent member (ie other than the Principal, student or staff member) must be present.

Purpose To advise and assure the Board of Governors (The Board) on the effectiveness of the College quality strategy, to monitor performance and to advise on strategies to exceed expectations and achieve outstanding status.

College Mission ***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference.

Terms of Reference

1. To monitor, consider and assure the Board on the effectiveness of the College's quality assurance systems in order to achieve measurable gains in educational performance to meet all criteria for Ofsted, relevant quality marks and indicators, and to take action to recover poor performance/bring improvement plans into place.
2. To ensure continuous improvement through a culture of learner and client centred focus to all activities.
3. To receive assessment reports on the quality of the Further Education and Apprenticeship educational services provided by the College and advise on any necessary action.
4. To report termly to the Board, including an evaluation of the overall quality of educational services provided by the College.
5. To recommend to the Board challenging educational performance indicators and targets for the College and to monitor and assess performance, using appropriate benchmarks, with a particular emphasis on recruitment, retention, achievement and success rates and measures.
6. To scrutinise and challenge in order to ensure continued improvement, maintenance of high performance and the rigour of the Self-Assessment process to ensure regular and rigorous

assessment of educational performance which identifies strengths and weaknesses, informs strategic planning and leads to continued improvement.

7. To monitor the effectiveness of the College Charters and the standards of service that can be expected by students and other customers of the College.
8. To monitor the effectiveness of systems for teaching and learning observations, appraisal and professional development for staff.
9. Whilst the Corporation retains responsibility for monitoring of all safeguarding and prevent matters across the College, it may from time to time delegate aspects of this responsibility to the committee.

Note: The following reports will be received directly by the Committee:

- OFSTED Inspection and Annual Assessment Reports
- Provider Performance Reviews
- College Self-Assessment Reports
- Student and Employer Feedback
- Teaching and Learning Observations
- Complaints Monitoring

Frequency Termly.
Reporting At each Board meeting following the committee meeting.
Secretariat Clerk.

Terms of Reference
HE Committee

Title	**HE Committee**
Chair	Prof Chris Gaskell (independent)
Membership	Marcus Clinton (principal) Prof Gary Crowe (independent) Liz Watts (staff) Kalliopi Angelakopoulos (student) Paul Johnson (co-opted, University of Chester) The Committee shall have the power to consult external advisers to fulfil its responsibilities.
Quorum	3 Members, provided at least one independent member (i.e. other than the Principal, student or staff member) is present.
Purpose	To advise and assure the Board of Governors (The Board) on the effectiveness of the College HE strategy, to monitor performance and to advise on strategies to exceed expectations and achieve outstanding status.
College Mission	***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference

Terms of Reference

1. To advise, monitor, consider and assure the Board on the effectiveness of the College's HE policies and strategy for academic standards, quality assurance and enhancement in relation to all taught Higher Education programmes.
2. To ensure continuous improvement through a culture of student engagement and `employment ready` focus on course design and delivery.
3. To ensure that appropriate systems are in place to listen to the views of students, respond effectively and ensure outcomes are effectively communicated back to the student body.
4. To advise on, approve and review arrangements for the management of programmes in accordance with college and validating partner policy, external quality requirements and guidelines.
5. To advise on, approve and review learning opportunities for all Reaseheath College Higher Education taught programmes.
6. To advise on and review staff engagement in scholarly activity and research outputs.
7. To advise on, review and approve international work and report activity to the Board.
8. To ensure that procedures appropriately facilitate the enhancement of student learning opportunities
9. To recommend to the Board challenging educational performance indicators and targets for the College and to monitor and assess performance, using appropriate benchmarks, with a

particular emphasis on relevant data. (including metrics articulated in the Teaching Excellence Framework (TEF)).

10. To scrutinise and challenge in order to ensure continued improvement, maintenance of high performance and the rigour of the self-evaluation process to ensure regular and rigorous assessment of educational performance which identifies strengths and weaknesses, informs strategic planning and leads to continued improvement.
11. To scrutinise risk in relation to the Office for Students risk-based quality system, which looks at the following metrics:
    - Graduate employment rates
    - Progression to professional jobs and postgraduate study
    - Student retention
    - Student completion rates
    - Student recruitment
    - Degree outcomes
    - Student entry requirements
    - TEF metrics
    - Number of complaints to OIA
    - National Student Survey results
12. To advise on and monitor the effectiveness of systems for teaching and learning observations, appraisal, professional development for staff and scholarly activity.
13. Whilst the Corporation retains responsibility for monitoring of all safeguarding and prevent matters across the College, it may from time-to-time delegate aspects of this responsibility to the committee.
14. To receive the minutes of the UCR Academic Board and Board of Studies meetings
15. Note: The following reports will be received directly by the Committee:
    - College Self Evaluation Document
    - Student and Employer Feedback
    - Teaching and Learning Observations
    - Complaints Monitoring
    - External Examiner reports (not as routine but reserve the right to see)
    - Scholarly Activity Report
    - OfS Reports

Frequency Termly.
Reporting At each Board meeting following the committee meeting.

Secretariat Clerk.

Terms of Reference
Finance and General Purposes Committee

Title	Finance and General Purposes Committee
Chair	Elizabeth Harrison (independent)
Membership	Malcolm Burns (independent) Marcus Clinton (principal) Jon Furber (associate, independent) David Pearson (independent) Angela Potter (independent) Liz Watts (staff) Paul Weston (independent) In addition the Vice Principal Curriculum and Quality and the Vice Principal Finance and Resources and the Director of People and Culture will be asked to attend each meeting. Other Senior Leaders will contribute as and when appropriate. The Committee shall also have power to engage appropriate external advisers to fulfil their responsibilities and to invite contributions from College Management, as well as setting up working groups, sub committees or ad hoc committees, as necessary.
Quorum	3 Members, including the Chair or Vice Chair of the Committee, but by exception in the absence of both at least one independent member (ie other than the Principal or staff member) must be present.
Purpose	The Finance and General Purposes Committee will consider, advise and assure the College Board on the aspects of the current Strategic Plan, as set out in the following Terms of Reference.

College Mission ***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference

Terms of Reference

Finance

1. Appropriate aspects of the College's financial performance and value for money to meet the requirements of the Financial Memorandum of the funding bodies.
2. Setting of annual budget, mid-year review and end of year financial report.
3. Monthly management accounts and the College's cash flow, investment and borrowing requirements.
4. Solvency of the College and the safeguarding of its assets.
5. Approve expenditure on items in excess of £250,000.
6. Consideration of any financial/resource matters referred to it by the Board for investigation or resolution.

Human Resources

7. Policies relating to the remuneration and conditions of service of staff other than Senior Post Holders and the Clerk.
8. Framework for professional development of all staff.

9. The approval of the College's annual staffing budget.
10. Arrangements for liaison with relevant trade unions.
11. Any proposed major restructuring of the College's staffing.

Strategic/Business Development

12. Development of the College's Mission and Vision on future business development.
13. Promotion of business opportunities in line with national, regional and local priorities.
14. Review and optimisation of income streams across all areas of operation.
15. Regularly review profitability of all the College's trading activities.

Estates and Development

16. Development and monitoring of capital development projects to provide facilities and resources which are safe and accessible to all.
17. The future use, acquisition, or disposal of the land stock of the College estate.
18. Further development of sustainability in all aspects of provision.
19. Rent reviews, leases, and licences.

Health and Safety

20. Whilst the Corporation retains responsibility for monitoring of all health and safety matters across the College estate, it may from time-to-time delegate aspects of this responsibility to the committee.

Other Issues

21. Other appropriate matters referred for consideration by the full College Board.

Frequency Termly.
Reporting At each Board meeting following the committee meeting.
Secretariat Clerk

Terms of Reference
Audit Committee

Title	Audit Committee
Chair	Gary Crowe (independent)
Membership	Karol Bailey (independent) Evelyn Davies-Jones (independent) Peter Green (independent) Mike Gorton (independent) Fran Johnson (co-opted) There must be a minimum membership of three, a majority of whom must be governors, but must not include the chair of the corporation, the principal or staff members. The Committee shall have the power to consult external advisers to fulfil its responsibilities. The Committee must maintain its independence in appointing members. It has a responsibility to 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 assurance and reflect the needs of the corporation and extend to all financial and non-financial areas. The committee must not adopt an executive role.
Quorum	3 Members, including the Chair or Vice Chair of the Committee, but by exception in the absence of both at least one independent member must be present.
Purpose	To advise the corporation on the effectiveness and adequacy of the corporation's assurance framework and play a robust role in good stewardship and risk management. In addition, it advises and supports the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

College Mission ***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference.

Terms of Reference
The Committee has the right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist, and to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit:

1. Assess and provide the corporation with an opinion in relation to the College and any subsidiary companies on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, which may include the board assurance framework, risk management and control processes for the effective and efficient use of resources,

solvency and the safeguarding of assets, taking a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the corporation.

2. Consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the audit committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
3. Advise the corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.
4. Inform the corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded.
5. Review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and monitor the implementation of recommendations to agreed timescales.
6. Advise and assure the Governing Body on the scope and objectives of the work of the external auditor and regularity auditor and other assurance providers, including internal auditors where applicable;
7. Facilitate the effective co-ordination between the external auditor and regularity auditors, internal auditors, where applicable, and the work on the funding audit (where undertaken).
8. To monitor and review the effectiveness of the College's internal audit function, where applicable.
9. Oversee the corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:
    - the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;
    - that investigation outcomes are reported to the audit committee;
    - that the external auditor (and internal auditor if applicable) has been informed of investigation outcomes and other matters of fraud, irregularity and impropriety and that appropriate follow-up action has been planned/actioned;
    - that all significant cases of fraud or suspected fraud theft, bribery, corruption, irregularity, major breakdown in the accounting or other control framework are reported to the ESFA and other relevant funding authorities as soon as possible.
    - Risks around fraud have been identified and controls put in place to mitigate them.
10. Produce an annual report for the corporation, summarising the committee's activities relating to the financial year under review, including:
    - a summary of the work undertaken by the committee during the year
    - the number of the meetings held and attendance records for each audit committee member
    - any significant issues arising up to the date of preparation of the report
    - any significant matters of internal control included in the reports of audit and assurance providers
    - details of the date of appointment of the external auditor and the remaining term of the contract
    - the committee's view of its own effectiveness and how it has fulfilled its terms of reference
    - the committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk

management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets

11. Submit the annual report to the corporation before the statement of corporate governance and internal control in the annual accounts is signed.

Frequency Once per term.
Reporting At each Board meeting following the committee meeting.
Secretariat Clerk

Terms of Reference
Search and Governance Committee

Title Search and Governance Committee

Chair David Pearson
Membership Marcus Clinton
Elizabeth Harrison
Alastair Taylor
Chris Gaskell

The Committee shall have the power to consult external advisers to fulfil its responsibilities.

Quorum 3 Members

Purpose To advise and assure the Board of Governors (The Board) in accordance with the Terms of Reference.

College Mission ***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference.

Terms of Reference

1. Nomination of all new members to fill vacancies on the Board and the criteria for determining the process for appointing new members.

2. Induction of new members including mentoring arrangements where appropriate.

3. Evaluation of the Board's composition and balance to ensure maximum effectiveness.

4. Evaluation of the contribution made by existing Board members before proposing their reappointment, especially after two terms of office.

5. Development and updating of Board members by arranging or promoting appropriate seminars and training sessions.

6. Sustainability of the quality of Governance by on-going monitoring of Governors' skills and experience, and by detailed timely succession planning

7. Recommended adoption of the Code of Good Governance for English Colleges and maintenance of the adherence to the Code

8. Development and adherence to the Code of Conduct for Governors approved by the Board.

9. Maintenance of an up-to-date register of interests.

10. Ensure integrity and accountability of the Board by ensuring openness and compliance with the Articles and Instrument of governance.

11. Adoption of appropriate policies to ensure probity and accountability.

12. Reviewing the effectiveness of the Board and its sub-committees.

13. Effective communication of Board decisions to interested parties.

14. Reporting to the Board, including the Board's recruitment and equality and diversity and any measurable objectives that it has set together with progress in their implementation.

15. Such other appropriate issues which will improve or enhance the effectiveness of the Board and its operation.

Frequency At least annually. Usually once per term.

Reporting At each Board meeting following the committee meeting.
Secretariat Clerk

Terms of Reference

Remuneration Committee

Title	Remuneration Committee
Chair	Dr Elizabeth Harrison (independent)
Membership	David Pearson (independent) Karol Bailey (independent) Evelyn Davies Jones (independent) Sonia Belfield (external, co-opted) Five members to include the Chair of the Board and at least one member with specific human resource expertise/skills. The Principal, staff and student members are precluded from membership of the Remuneration Committee. The Committee from within its membership will appoint a Chair. The Chair of the Board is precluded from appointment as the Chair of the Committee. The Committee shall have the power to consult external advisers to fulfil its responsibilities.
Quorum	3 Members
Purpose	To advise the College Board on the remuneration and related matters of the Senior Post Holders and the Company Secretary.
College Mission	*Industry Focused Career Ready*

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference

Terms of Reference

The Remuneration Committee will report to the College Board on at least an annual basis in accordance with the requirements of the Colleges' Senior Staff Remuneration Code and has delegated authority to consider, advise and assure the College Board on the following:

1. The remuneration policy statement (in the Annual Remuneration Committee Statement) and the package (salary and other benefits and where appropriate any severance payments) and conditions of service of the designated Senior Post Holders
2. The remuneration and conditions of service of the Company Secretary (Head of Governance)
3. In determining remuneration policy, the committee will take into account all factors which it deems necessary including relevant legal and regulatory requirements and the provisions and recommendations of the Association of Colleges' Senior Staff Remuneration Code
4. Review the on-going appropriateness and relevance of the remuneration policy statement
5. The annual performance objectives of the designated Senior Post Holders and the Company Secretary
6. Appropriate procedures for the assessment of the performance of the designated Senior Post Holders and the Company Secretary
7. The Annual Performance Development Reviews of the designated Senior Post Holders and the Company Secretary
8. Appropriate disclosure of the designated Senior Post Holders' remuneration, for example in the annual Financial Statements, and the preparation and publishing of a readily-accessible annual statement on the work of the committee

9. Such other issues referred to the committee by the College Board

Frequency At least annually

Reporting Via confidential minutes to the Part B Board meeting following the committee meeting and via an annual statement published in accordance with the Colleges' Senior Staff Remuneration Code.

Secretariat Clerk

Terms of Reference
Special Committee/staff Appeals Committee

Title Special Committee/Staff Appeals Committee

Membership Karol Bailey (independent)
Mike Gorton (independent)
Evelyn Davies-Jones (independent)
David Pearson (independent)
The Committee from within its membership will appoint a Chair. The Committee shall have the power to consult external advisers to fulfil its responsibilities.

Quorum **2** Members
Purpose To deal with any disciplinary issues relating to senior post holders and the clerk and any staff suspension or disciplinary appeals

College Mission ***Industry Focused Career Ready***

The Reaseheath College Board has formally constituted this Committee as a Committee of the Board under its Scheme of Delegation with authority to advise and assure the Board of Governors on the matters specified in the Terms of Reference

Terms of Reference
The Committee will deal with any disciplinary issues relating to senior post holders and any staff suspension or disciplinary appeals in accordance with the college and corporation policies in place.

Frequency Ad hoc
Reporting Via confidential minutes to the Part B Board meeting following the committee meeting
Secretariat Clerk (or substitute in the case of the matters relating to the clerk)

Terms of Reference
Estates Development and Property Working Group

Title Estates Development and Property Working Group

Membership Malcolm Burns (independent)
Marcus Clinton (principal)
Evelyn Davies-Jones (independent)
Andrew Fletcher (independent)
Paul Weston (independent)
In addition the Vice Principal and Vice Principal Finance and Resources will be asked to attend each meeting. Other Senior Leaders will contribute as and when appropriate.

Quorum 3 Members, provided at least one independent member
(ie other than the Principal, student or staff member) must be present.

Purpose When requested, to advise the Finance and General Purposes Committee on the property and environment strategy, including capital build projects, as set out in the following Terms of Reference.

College Mission ***Industry Focused Career Ready***

Terms of Reference

1 To scrutinise, challenge and monitor college management in relation to the preparation and implementation of the environment and estates strategy, including the financial sustainability and the environmental sustainability of the strategy.

2 To assist the Principal and the Vice Principal Finance and Resources in the submission of capital support bids to the Education and Skills Funding Agency (ESFA), Department for Education (DfE) and other funding bodies.

3 To approve the appointment of professional advisors and project managers in accordance with the decisions of the full Board.
4 To scrutinise and monitor tendering procedures and the appointment of contractors.

5 To scrutinise and monitor progress against budget and programme and report to the Finance and General Purposes Committee and the Reaseheath College Board.

6 To receive regular updating reports from the Principal, Vice Principal Finance and Resources, Head of Property, Design Team and project management staff on capital project progress.

7 To monitor procedures to ensure the continuity of College business during periods of construction.

8 To monitor the effectiveness of measures taken to minimise the negative impact of the construction phases on the quality of the learning experience of students.

9 To report to the Finance and General Purposes Committee and to the Board on any emerging risks, including health and safety issues in relation to the property strategy and construction.

10 To monitor the maintenance and the sustainability of the existing estate.
11 To scrutinise and monitor land sales and acquisitions.
12 To consider any other related matters referred to the Group by the Board or its Committees.