

GOVERNANCE AT WALSALL COLLEGE

August 2021

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Statements in this document have been formally approved by the Corporation. “Governance at Walsall College” has been revised every August, but in July 2017 the Search and Governance Standards Committee decided that this was no longer necessary. Detailed review will now be once every two years unless there is a major change that requires an earlier update. Corporation minutes are placed on the College website at the end of the term in which they were approved, and these minutes are an alternative source of information on any changes in policies and procedures during the course of the year.

The basic documents determining the operation of the Corporation are the Instrument and Articles and these are issued to all members of the Corporation. “Governance at Walsall College” is subordinate to the Instrument and Articles (IAG), and the Funding Memorandum of the Education and Skills Funding Agency.

The Ofsted publications, national audit requirements, former LSIS training materials and other nationally recognised authorities have been used as sources for good practice.

The Corporation’s approach to its responsibilities is guided by the Nolan Committee’s Seven Principles of Public Life, which appear after the table of contents.

“Governance at Walsall College” is publicly available, and is included on the Governance page of the College website.

Auditors and inspectors should note that on a range of issues “Governance at Walsall College” contains an outline statement of key requirements and not a comprehensive explanation of all relevant information. Please check with the Clerk where further details are required.

Alison Buick
Clerk to the Corporation

GOVERNANCE AT WALSALL COLLEGE

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THE SEVEN PRINCIPLES OF PUBLIC LIFE

Selflessness

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

Integrity

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

Objectivity

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

Accountability

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

Openness

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

Honesty

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

Leadership

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

CHAPTER ONE: ROLES AND RESPONSIBILITIES

The starting point for “Governance at Walsall College” is a consideration of the powers and responsibilities of the Corporation and the ways in which the responsibilities of the Corporation determine the relationship between members of the Governing Body and members of the College Management.

A. THE CORPORATION AND PRINCIPAL

1.0 The responsibilities of Corporation are defined in the Instrument and Articles of Government

The Corporation shall be responsible for the following functions:

- (a) the determination and periodically review of the educational character and mission of the institution and for the oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (c) approving the quality strategy of the institution;
- (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (e) Approving annual estimates of income and expenditure;
- (f) The appointment, grading, suspension, dismissal and determination of pay and conditions of service of the holders of senior posts and the Clerk including, where the Clerk is, or is 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
- (g) Setting a framework for the pay and conditions of service of all other staff.

2.0 The Principal shall be the Chief Executive of the institution and shall be responsible for:

- (a) making proposals to the Corporation about the educational character and mission of the institution, and for 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;

- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds, and implementing decisions to expel students for academic reasons.

3.0 Powers of the Corporation

The powers of the Corporation are specified in the Further and Higher Education Act 1992 (Sections 18 and 19). In summary, the Corporation is empowered to:

provide further and higher education;

provide secondary education suitable to the requirement of persons who have attained the age of fourteen years;

provide education which is secondary education by virtue of Section 2 (2B) of the Education Act 1996;

participate in the provision of secondary education at school;

secure goods or services in connection with the provision of education;

conduct an educational institution;

provide facilities appearing to it to be necessary to support its principle powers (including boarding accommodation and recreational facilities for students and staff and facilities for students with learning difficulties);

acquire and dispose of land and other property, enter into employment and other contracts, borrow and invest money, accept gifts and fund scholarships and prizes.

These powers are intended to be sufficiently broad to enable the Corporation to do everything which would normally be required to run the College. The Corporation is therefore precluded from doing anything which lies outside this framework. If it does, there is a risk of legal challenge and possible claims against the Corporation.

4.0 Education and Skills Funding Agency Requirements: The Financial Memorandum

Detailed responsibilities are also placed on the Corporation by the Council as a condition of its annual grant in relation to a wide range of matters. The Funding Agency's Financial Memorandum reflects the provisions made in the Education Act 2011. It reflects important provisions in relation to the roles of FE College governors and the ESFA, including the general conditions of funding for FE corporations.

- (i) Central Government requires the ESFA's accounting officer to monitor the College's compliance with the terms and conditions attached to the ESFA's funds. The ESFA's accounting officer must be satisfied that the College has appropriate arrangements for sound governance, financial management, securing value for money and accounting, and that the College's use of public funds is consistent with the purposes for which the funds have been given.

- (ii) The governing body of the College has wide responsibilities. Specifically, it is responsible for ensuring that the College's funds are used only in accordance with the governing body's powers under the Act, this financial memorandum and any other conditions that the ESFA may from time to time impose.
- (iii) The governing body has wide discretion over its use of the College's funds and it is ultimately responsible for the proper stewardship of those funds. The governing body must ensure that it uses its discretion reasonably, and takes into account any relevant guidance on accountability or propriety issued from time to time by the funding bodies, the National Audit Office or Parliament.
- (iv) The respective responsibilities of the governing body and the Principal are set out in the College's Articles of Government. Within this framework, the governing body shall require the Principal to take personal responsibility, which shall not be delegated, to assure them that there is compliance with the Financial Memorandum and all terms and conditions referred to above. As accounting officer, the Principal may be required to appear before the Parliamentary Committee of Public Accounts, on matters relating to the College's use of public funds and College funds.
- (v) The Principal shall be responsible for advising the governing body in writing if, at any time, in his or her opinion, any action of policy under consideration by the governing body is incompatible with the terms of the Financial Memorandum. The Principal shall be similarly responsible for advising the governing body in writing if the governing body appears to be failing to act where required to do so by the terms and conditions of the Financial Memorandum. Where the governing body determines to proceed despite the advice of the Principal, the Principal should consider the reasons the governing body gives for its decision. If, after considering the reasons given by the governing body, the Principal still considers that the action proposed by the governing body is in breach of the Financial Memorandum, the Principal shall advise in writing the ESFA's accounting officer of the position.
- (vi) The ESFA will not seek to substitute its judgements for those that are properly at the discretion of the College. In particular the ESFA will seek to maximise the College's discretion to use the ESFA's funds in achieving the ESFA's objectives for granting those funds as agreed with the College.

B THE RELATIONSHIP BETWEEN THE RESPONSIBILITIES OF GOVERNORS AND THE RESPONSIBILITIES OF MEMBERS OF THE COLLEGE MANAGEMENT TEAM

- 1.0** Following the passing of the Education Act in November 2011, increased freedoms and flexibilities were granted to FE corporations. Walsall College Corporation received information to consider on the relevant changes as such information has become available, both at that time and in the intervening period.

The responsibilities of governors are set out in Section A (1.0). There is a clear difference between governance and the day to day management of the College's operations, which is the responsibility of the Principal and his management team. The Principal and his management team are required to work within the broad framework of policies and priorities decided by the governing body.

The Principal, however, is clearly and directly accountable to the governors for the performance of the College in both academic and financial matters.

Working closely with the Principal, the Corporation is responsible for approving the College's Mission Statement, establishing College strategy, maintaining the overall framework of policies and procedures within which the College operates and monitoring College performance. Governors help the College maintain a long-term focus whilst working on its shorter-term goals and plans.

The 2015 Code of Good Governance for English Colleges refers to the role of governing bodies throughout and is recommended reading for all existing and prospective Governors. The expected good practice of all governing bodies is set out in the Ten Principal Responsibilities:

1. Formulate and agree the **mission and strategy** including defining the ethos of the college;
2. Be **collectively accountable** for the business of the college taking all decisions on all matters within their duties and responsibilities;
3. Ensure there are **effective underpinning policies and systems**, which facilitate the **student voice**;
4. Foster **exceptional teaching and learning**;
5. Ensure that the college is **responsive to workforce trends** by adopting a range of strategies for engaging with employers and other stakeholders;
6. Adopt a **financial strategy and funding plans** which are compatible with the duty to ensure sustainability and solvency of the college;
7. Ensure that **effective control and due diligence** of takes place in relation to all matters including acquisitions, subcontracting and partnership activity;
8. Meet and aim to exceed its statutory responsibilities **for equality and diversity**;
9. Ensure that there are organised and **clear governance and management** structures, with well-understood delegations;
10. Regularly **review governance** performance and effectiveness.

The Code goes on to outline a range of areas that governing bodies either must or should do under each of the above ten headings.

There has been a consultation on changes to the Code during 2021, although at the time of this update, no firm changes have been published.

There two fundamental responsibilities for governors:

The Corporation is responsible for holding the management accountable for running the College properly. Corporation should do this on the basis of evidence not reassurances.

Corporation is required to approve any proposed developments which are of strategic significance for the College.

These principles have been adopted by the Corporation of Walsall College and guide the range of questions governors should be asking, and the degree of detail they need to be provided with. They offer a perspective for identifying those issues which require governors' attention.

Holding managers to account should not be an exercise which emphasises the negatives. **The evidence they are presented with should help governors to recognise and acknowledge areas of success and achievement. All those aspects of the College which are being run well and those areas which are improving should receive positive feedback from governors.**

Governors should require a systematic programme of reports which provide key data on activities/targets/performance for which managers, not governors, carry the operational responsibility. By one means or another, reports should, over a period of time, cover all main college functions.

Governors do not need the degree of detail which they would require if they were operationally responsible for an issue, however, they **MUST** demand the degree of detail which enables them to be absolutely clear whether an area of activity is being handled properly.

It is clear that whilst the Corporation should hold College managers accountable for strategic targets, governors should avoid involving themselves in day-to-day operational management decisions which are the proper responsibility of the College's professional management team.

The Corporation establishes and maintains the framework within which the College functions. The Principal is personally accountable to the Board for the effective management of the College within that framework.

Sound governance requires more than ensuring that the books balance and that the Principal is getting on with the business of running the College within the parameters established by the governors. Colleges exist within a constantly changing economic and educational environment. The Corporation must be able to respond to changes in direction of government policy and anticipate changing needs in their client group.

The Corporation must therefore be actively involved in reviewing the role of the College and in planning and managing change. This strategic planning is of key significance for the Corporation and crucial to the long-term health and success of the College. The strategic direction of the College's development should inform the decisions of the Corporation in exercising its powers and undertaking the specific duties [summarised in sections 1 and 2].

Developments which are strategically significant for the work of the College should initially be brought to the attention of the Chair by College management, and then be referred to the appropriate Committee and/or Corporation for consideration and, if appropriate, with a recommendation for Corporation approval.

2.0 Ofsted View of Governance

The Further Education and Skills Inspection Handbook (Ofsted, updated 28 June 2021) sets out how Governance will be reviewed during inspection. Governance does not have a separate judgement, but forms part of the Leadership and Management grade. The Handbook states:

‘This judgement is about how leaders, managers and those responsible for governance ensure that the education and training delivered by the provider have a positive impact on all learners, including those with SEND and those who have high needs. It focuses on the areas in which inspection evidence and research show that leaders and managers can have the strongest impact on the quality of education and training provided. Important factors include:

- leaders’ high expectations of all learners and the extent to which these are embodied in day-to-day interactions with and support for learners
- the extent to which leaders focus their attention on the education and training they provide, leading to better outcomes for learners and continued and sustainable improvement
- whether continuing professional development for teachers, trainers and other staff is aligned with the curriculum, and the extent to which this develops teachers’ subject expertise and pedagogical knowledge over time, so that they deliver high-quality education and training
- the extent to which leaders ensure that learners benefit from effective teaching and high expectations in classrooms, online, in workshops, at work or with subcontractors
- whether leaders engage with learners, parents, their community and employers to plan and support the education and training that learners get
- the extent to which leaders consider the workload and well-being of their staff, while also developing and strengthening the quality of the workforce
- the extent to which leaders’ and managers’ high ambitions are for all learners, including those who are difficult to engage
- whether leaders and those responsible for governance understand their respective roles and carry these out to enhance the effectiveness of the provider

Governance

Inspectors will seek evidence of the impact of those responsible for governance. They will determine whether they provide confident, strategic leadership and create strong accountability for, and oversight and assurance of, educational performance to ensure continuous and sustainable improvement’.

3.0 Staff Training and Development: Dissemination of Policies Approved By Corporation

The training and development of staff is the responsibility of the Principal and College management. The Governors’ Finance & Resources and Learning & Quality Committees receive reports from appropriate college managers so that governors can be assured that the overall pattern of staff training and development is well planned in order to meet the needs of the College.

Corporation is of the view that it is an important responsibility of the Principal and College managers to determine which aspects of Corporation policies require staff training, what form that training should take, and to which members of staff it

should be delivered. The Corporation will monitor whether the strategic objectives which governors have approved are being achieved. It is not a responsibility of Corporation to monitor the delivery of specific training needs created by its policies.

4.0 The College Mission Statement and Strategic Pledges

The Mission Statement underpins College strategic planning and is reviewed on a regular basis through discussion involving the Principal, Senior Managers, Chair of the Corporation and governors. It is formally approved by the Corporation.

The Strategic Pledges form the top level of the College's strategic plan. These are regularly reviewed and monitored by the Corporation.

C FENTO STATEMENT ON THE ROLE OF A GOVERNOR

The Further Education National Training Organisation (FENTO) standards for Governors and Clerks were published in 2001. Although FENTO no longer exists, the standards are still deemed to be a useful reference point.

1.0 General Requirements

What you need to do

As an individual governor you must do the following:

- i) act in line with the seven principles of public life;
- ii) identify your own skills, ideas, experiences and knowledge and work out how to transfer them to an educational setting;
- ii) recognise your own ignorance about the changes in education and develop new skills and knowledge to keep up to date;
- iii) take an active interest in the work of the College;
- iv) review the skills, knowledge, experience and work of the governing body every year;
- v) respect the authority, roles and structures of the governing body and the College, and follow rules on confidentiality;
- vi) make sure that you have enough information and advice to make the best decisions possible;
- vii) make use of different viewpoints when making sense of a situation;
- viii) where there is not enough information, or it is conflicting or not clear, make sure that you take effective action to deal with this;
- ix) work effectively with other governors to take decisions through analysing risks, assessing options and being aware of the consequences;
- x) agree decisions that are:
 - in line with the College's best interests;
 - in time for appropriate action to be taken; and
 - communicated to those who need to know.

- xi) accept corporate responsibility for decisions taken by the governing body, even when you do not agree with them;
- xii) check that the minutes of the governing body's work adequately record the thinking behind the decisions taken;
- xiii) where necessary, authorise the Chair to act on behalf of the governing body between meetings.

What you need access to

To be able to carry out your responsibilities as a governor, you will need access to the following:

the instrument and articles of government;
any regulations, standing orders and bylaws that affect the governing body;
advice from the clerk on issues of principle and procedure.

What you need to know

You will also need to know and understand the following:

- the seven principles of public life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership;
- the role of the Chair in leading the work of the governing body;
- the role of the clerk in supporting the work of the governing body;
- the role of the Principal in managing the day-to-day operations of the College;
- the rules of procedure for meetings (for example, how often they are held, the minimum number of members, confidentiality, access to minutes and attendance of advisers);
- the role of committees and what business is given to them;
- the code of conduct for governors, including the policy on governors' travel, meals and accommodation.

How you might need to behave

You will need these personal qualities and behaviours to carry out your role effectively.

- You identify and raise ethical issues, cope with ambiguity and confront difficult questions.
- You say something when you think one interest group is acting in a way that reduces the opportunity for other less powerful groups.
- You resist pressures from other governors or managers to achieve results by any means.
- You think it is important that, even if everyone appears to agree with a particular action, someone is prepared to question why everyone agrees – why are we doing it like this?
- You are aware of your own personal interests and can separate these from your role.
- You call attention to any occasions when your own or others' personal interests affect the work of the governing body or their advisers.

- You recognise that there are dilemmas at the heart of the role of the governing body. You accept that there are no absolute “right ways” of doing things. The demands on colleges and the responses to these demands change over time.
- You act in an assured and unhesitating way when faced with a challenge.
- Your first response is to think before acting.
- You maintain your beliefs, commitment and effort in spite of setbacks or opposition. You can show stamina when faced with difficult challenges without being stubborn or too assertive.
- You work with other governors to develop creative appropriate solutions.
- You take account of the views of others, recognising that the governing body needs to act together to exercise its authority.
- You solve problems by trying to find new approaches, thinking creatively and balancing rational thought and emotion.
- You avoid taking ‘kneejerk’ decisions. You want to know what is going on to understand what is happening and why. You investigate in a way that pays attention to the feelings of those involved.
- You understand and are sympathetic to the wishes and ambitions of students.

The FENTO Statement explains governor responsibilities for:

- mission and character;
- improving curriculum and quality;
- the financial health of the College;
- employer responsibilities;
- student issues;
- health and safety.

2.0 To carry out the responsibilities for the mission and character of the college, the governing body must do the following.

- (i) Set the mission of the College by agreeing its purpose and direction in relation to the local community in a way that is likely to gain the support of the people involved.
- (ii) Set the character of the College by clearly determining the relationship between the needs of current and future students and the ways that education is provided.
- (iii) Make sure that the mission and character of the college:
 - are challenging and realistic;
 - allow staff and students to make a positive contribution;
 - take account of the effects of national and local policies and initiatives;
 - are communicated and promoted within the College and to the wider community; and
 - are regularly reviewed in the light of changing demands, opportunities and risks.
- (iv) Assess management proposals and policies in terms of their match with the College’s mission, character and strategic plan.
- (v) Be prepared to question management proposals if they significantly change the mission and character of the College.

What you need to know

You will also need to know and understand the following:

- who the current and future students of the College are;
- the community that the College works in;
- the wider educational environment that the College works in;
- the College's equal opportunities policy and procedures;
- what the effects of changing the mission and character of the College could be (for example, on students, staff, buildings, finances and wider resource management and the local community);
- what information on strategic planning the funding body wants to receive;
- what national targets have been set on further education;
- the range of formal or informal partnership activities the College has carried out and whether it would be beneficial for the governing body to be involved directly (for example, as a member of the partnership's steering group).

What you must do

To carry out the responsibilities for strategic planning, the governing body must do the following:

- (i) Authorise the senior management team to develop a strategic plan for the College.
- (ii) Make sure that a costed strategic plan, an annual budget and a financial forecast are produced that set objectives which keep to the mission and character of the College, and any changes in these.
- (iii) Make sure that the strategic plan responds to the requirements, expectations and interests of the funding body, other interested people and the labour market.
- (iv) Make sure an appropriate strategy for the upkeep and development of college buildings is produced as part of the strategic plan by:
 - setting overall educational, financial and property objectives;
 - approving the effects of the strategy on College budgets;
 - approving any capital projects, property purchases and asset sales and the sources and uses of funds arising from these activities; and
 - reviewing how the strategy is put into practice in a way that is agreed with the Principal.
- (v) Approve any formal or informal partnership activities as part of the strategic plan.
- (vi) Make sure that the plan and objectives:
 - have been produced in a way that makes it easy for College staff and students to get involved;
 - are likely to gain the support of the people who are interested;
 - set targets that can be achieved within the agreed timescale and budget;
 - can be achieved and measured, and include the information needed to monitor progress;
 - take note of the principles of long-lasting development;
 - are written in a way that supports applications for funding;

- contain enough detail to allow the planning and development of specific programmes of work; and
 - take advantage of actual and possible changes in circumstances.
- (vii) Monitor how the strategic plan is put into practice in terms of progress towards the strategic objectives.

What you need access to

The governing body will need access to the following:

- the funding body's guidance on strategic planning;
- reports on progress against objectives;
- statistical information on performance (for example, student recruitment, retention and achievement) presented in a way that helps to explain the figures (for example, written notes, graphs, charts and diagrams);
- financial information on performance presented in a way that helps to explain the figures;
- information about any planning issues associated with the accommodation strategy.

A significant amount of information to support Governors in meeting their responsibilities is available via Convene to which access is restricted through a user name and password supplied on appointment.

3.0 To carry out the responsibilities for improving the curriculum and quality the governing body must do the following:

- (i) Oversee the College's curriculum to make sure that this relates to the needs of current and future students and the wider community.
- (ii) Make sure that targets are set for curriculum and quality in line with the requirements of the funding body and other interested people.
- (iii) Make sure that the governing body keeps up to date with any developments that affect further education.
- (iv) Approve procedures to protect and improve the quality of the College's teaching and assessment. These procedures need to:
 - be regular, timely and well organised;
 - take account of the views of all interested people;
 - be demanding, focused and accurate; and
 - lead to challenging targets for improvement.
- v) Make sure that effective information systems are in place to tell governors and managers about:
 - the consequences of their decisions;
 - current levels of performance; and
 - benchmarking data.
- (vi) Make sure that specific monitoring activities are in place to alert management and governors to significant changes in quality.

- (vii) Be prepared to take part in the College's self-assessment review and, where appropriate, any arrangements for inspection.

4.0 To carry out the responsibilities for the financial health of the College, the governing body must do the following:

- (i) Make sure that the costed strategic plan:
 - includes financial targets and milestones;
 - is in line with the requirements of the funding council and the financial memorandum; and
 - is used to monitor the financial position of the College.
- (ii) Establish:
 - effective leadership of the finances of the College;
 - the Financial Regulations of the College;
 - the membership of the Audit Committee and any finance committee;
 - the mechanisms to carry out and monitor separate internal and external audits;
 - a risk-management policy
 - a fraud response plan;
 - a way of setting budgets to reflect the most important items in the strategic plan;
 - a capability to produce financial information to meet the requirements of budget holders and funders; and
 - a policy and procedure for setting tuition fees.
- (iii) Scrutinise:
 - the monthly accounts and supporting commentary;
 - the internal and external audit reports and supporting commentary;
 - a financial forecast in line with funding body requirements;
 - an emergency plan to be put into practice if the forecasts are inaccurate; and
 - any changes that need to be made to the budget and revisions to the forecast as the financial year progresses.
- (iv) Identify:
 - the financial health of the College by department and areas of activity;
 - the cost effects of key management decisions; and
 - any changes in the environment which may affect in-year budgets and forecasts.
- (v) Make sure that funds from the funding body are used only in line with the Further and Higher Education Funding Act, the Financial Memorandum and any conditions which are attached to its funding.
- (vi) Make sure that any conditions attached to any grant income or contracts are met by the College.
- (vii) Make sure that any college companies and joint ventures:
 - Have clear aims and plans;
 - Meet all relevant laws and regulations; and
 - Contribute to the benefit of the College.

5.0 To carry out the responsibilities as an employer, the governing body must do the following:

- i) Make sure that there is effective leadership of staff by:
 - recruiting and keeping an effective Principal and senior management team;
 - setting the pay and conditions of service of the Principal, the clerk to the governing body and other senior posts appointed by the governors;
 - agreeing and resourcing performance-appraisal and management-development programmes for people appointed by the governors; and
 - setting a pay and conditions framework for all staff that is fair and meets the relevant legislation.
- ii) Reduce the risks arising from employing staff by:
 - allowing access to appropriate specialist legal advice and knowledge of changes in employment law, regulations and good practice;
 - setting personnel policies and procedures that meet the regulatory framework; and
 - asking for management reports that identify trends in recruiting, keeping and dismissing staff, and grievances.
- iii) Take active responsibility in:
 - hearing appeals relating to the suspension and dismissal of staff for disciplinary reasons, where such a governor role is specified;
 - hearing staff grievances that have not been resolved earlier; and
 - Where necessary, suspending and dismissing people in senior posts.
- iv) Make sure that all policies and procedures contribute to equal opportunities and allow staff and students to take part in how the College is run.

6.0 To carry out the responsibilities for student issues, the governing body must do the following:

- i) Decide what will be delegated for:
 - the admission, assessment, examination and discipline of students;
 - the production and monitoring of a College charter and an internal complaints system;
 - the production of a yearly disability statement; and
 - the activities of any students' union.
- ii) Make sure that any roles or functions that are delegated to others are carried out correctly and efficiently.
- iii) Decide how the interests of learners with different needs will be represented on the governing body.
- iv) Monitor how the needs of students with learning difficulties or disabilities are satisfied through the curriculum and facilities offered.
- v) Approve and review the constitution of the students' union.
- vi) Request timely and accurate information about the following to monitor how the strategic plan is put into practice:

- recruiting and keeping students.
 - achieving and examination performance.
 - student welfare.
 - general disciplinary issues.
 - any complaints made and how they are monitored.
 - the conduct of the students' union.
- vii) Make sure that arrangements are made to allow students to benefit from the whole experience of an academic community.

What you need access to

The governing body will need access to the following:

- the Instrument and Articles of Government;
- the College's charter for its students;
- the College's policy and procedures for internal complaints;
- regular reports on the number of complaints received from students and how they have been resolved;
- the College's procedures for students with learning difficulties or disabilities;
- The Student Union Constitution;
- Information on the activities of the students' union and any other bodies representing particular interest groups within the College.

What you need to know

You will also need to know and understand the following:

- the educational and training needs of the local community;
- the role of the Principal in maintaining student discipline;
- the role of the academic board (where relevant) in advising the Principal on the conduct of student issues;
- what funds are available for improving facilities for students with learning difficulties or disabilities;
- how any changes in legislation may affect students with learning difficulties or disabilities.

7.0 To carry out the responsibilities for health and safety, the governing body must do the following:

What you must do

- i) Make sure the College has in place an effective health and safety management system that meets legal requirements and best practice.
- ii) Make sure adequate resources are available to meet health and safety requirements.
- iii) Make sure health and safety is included in the strategic plan.

- iv) Make sure staff and students are not exposed to unacceptable risks from the working environment, the use of equipment or working pressures.
- v) Include health and safety on the agenda of governing body meetings.
- vi) Monitor the procedures in place that are related to health and safety.

D. HEALTH AND SAFETY RESPONSIBILITIES

The following summary of health and safety responsibilities is set out in the College's Health and Safety Policy, last reviewed in July 2021.

1.0 College Governors

The Governing Body, as the employer, has the ultimate responsibility for health and safety. It has delegated the duty of the day to day running of the College, which includes the management of health and safety to the Principal and Senior Management Team.

The Governing Body provides health and safety leadership in the College.

Corporation receives the annual report on health and safety, which includes where necessary, reports from the staff/management health and safety committee. Corporation is also required to consider the health and safety implications of all actions by SMT with reference to current legislation and to approve the Health and Safety Policy, ensuring that it is reviewed at least annually.

2.0 Principal/Chief Executive

The Principal must

- ensure the health, safety and welfare of employees and others who may be affected by the College's operations, including clients, visitors, contractors, neighbours and members of the public.
- be responsible for the College's Health and Safety Policy and ensure that it is revised as often as is necessary.
- ensure that sufficient resources are allocated to allow the requirements of the policy to be fulfilled and delegate responsibilities for health, safety and welfare matters to the appropriate level of management.
- ensure all operations are carried out in accordance with the College's Health and Safety Policy and Procedures.
- Regularly monitor operations to ensure that the College's Health and Safety Policy is effective and that its objectives are being met.
- Ensure that employees and sub-contractors are fully briefed concerning their health and safety responsibilities and that they are made sufficiently aware of the hazards that they are likely to encounter, how they should protect themselves and others against those hazards and of the actions to be taken in an emergency.

- Ensure so far as is reasonably practicable: safe equipment; systems of work and storage, and handling of materials.
- Ensure that high standards of housekeeping are maintained.
- Ensure that all employees are supervised and so far as is reasonably practicable that they adhere to health and safety rules and make proper use of safety devices and personal protective equipment, when required.
- Ensure that all accidents, dangerous occurrences and near misses are reported as detailed in the Accident Reporting Procedures and funding body requirements.

3.0 The **Health and Safety at Work Act, 1974, Section 2**, states that “it shall be the duty of every employer to ensure as far as is reasonably practicable, the health, safety and welfare at work of all his employees”

Section 3 states “it shall be the duty of every employer to conduct his undertaking in such a way as to ensure, so far as is reasonably practicable, that persons not in his employment who may be affected thereby are not exposed to risks to their health and safety” (this applies to students, contractors, visitors, passers by and to anyone who breaks into the premises!)

Section 4 “it shall be the duty of each person who has, to any extent, control of the premises to which this Section applies to ensure, so far as is reasonably practicable, that the premises are safe and without risks to health.”

Section 9 forbids employers from charging employees for anything they are required to provide by health and safety law e.g. personal protective equipment.”

4.0 The implementation of the Health and Safety Policy is the responsibility of the Principal and the Director of Operations and Resources.

5.0 The Health and Safety Governor

The Corporation resolved to appoint a governor to have oversight of Health and Safety issues – the “Health and Safety Governor”.

The Corporation has a Health and Safety Policy and a recognised structure with a chain of command and levels of responsibility. The Health and Safety governor would not have day to day operational management responsibility for health and safety and neither would he or she play a part in the strategic or operational issues to do with health and safety.

The role of the Health and Safety Governor is to be satisfied, as a non-expert, that health and safety issues appear to be handled effectively by the College, acting as a critical friend and standing back from the day to day operation.

Health and Safety Policy is reviewed in considerable detail annually at the appropriate Management Committee and then at Corporation. It is appropriate, therefore, for the Governor charged with the Health and Safety remit to be a member of that Committee

The nominated governor will be contacted by the Director of Operations and Resources on a termly basis to gain an understanding of the monitoring and review policy and procedures and of their implementation.

The nominated governor may make a brief report at the points at which the Annual Health and Safety Report is presented to governors.

E RESPONSIBILITIES FOR SAFEGUARDING

The college is required to comply with the requirements of statutory guidance on Keeping Children Safe in Education, the Prevent agenda and associated other Government guidance. A senior member of staff has been appointed as Designated Safeguarding Lead (DSL) and Corporation has appointed a Safeguarding Link Governor. This Governor will liaise regularly with the DSL to understand the application of the college's Safeguarding Policy, ensure that staff and governor training is maintained and retain a high level oversight of trends in numbers and types of safeguarding concerns reported.

The DSL will present an annual Safeguarding report to Corporation every July.

The Chair of the Corporation or, in his or her absence, the Vice Chair, will be responsible for dealing with any allegations made against the Principal.

Section 26 of the Counter-Terrorism and Security Act 2015 places a duty on certain specified authorities in the exercise of their functions to have 'due regard to the need to prevent people from being drawn into terrorism', FE colleges fall within the specified authorities. Guidance has been issued by the Education and Training Foundation on this. Corporation received initial training on the new 'Prevent' duties in May 2015 and refresher training at regular intervals since then. There is annual governor training on safeguarding, and this will include Prevent.

F. RESPONSIBILITIES FOR EQUALITY, DIVERSITY AND INCLUSION (EDI)

- 1.0** Walsall College is an inclusive college. Policies, procedures and practice in all aspects of work are rooted in this premise. Governors have a significant role to play in creating and maintaining an inclusive organisation where staff and learners reach their full potential.

As an organisation, Walsall College has a public sector duty regarding socio-economic inequalities, as set out in the Equality Act 2010. As such, the College is required to pay due regard to the nine protected characteristics (age, disability, gender reassignment, marriage & civil partnership, pregnancy & maternity, race, religion or belief, sex and sexual orientation).

The Governing Body carries the ultimate responsibility, under law, for ensuring that Walsall College meets the requirements of equality legislation. It is legally liable for the actions of the organisation, individual staff and learners and agents – including contractors and visiting speakers.

An Equality and Diversity Link Governor will be appointed.

- 2.0** Governors are expected to:
- 2.1** Act as positive role models for staff, students, employers/businesses etc.
 - 2.2** Have agreed up to date equal opportunities policy that explicitly considers the nine protected characteristics and satisfied themselves that it is effectively implemented.

- 2.3 Be confident that procedures for reporting and dealing with bullying are in place and effective.
- 2.4 Be confident that learners and staff are protected from bullying, harassment and discrimination wherever they may be working or learning.
- 2.5 Be aware of progress the college is making on impact assessing its established policies, plans and practice.
- 2.6 Have a process in place to ensure that all new policies, procedures and decisions are impact assessed in relation to EDI.
- 2.7 Receive timely and sufficiently detailed EDI reports which consider multiple inequality, impact of Additional Learning Support (ALS), learners for whom English is not their first language etc.
- 2.8 Monitor rigorous and challenging equality targets.
- 2.9 Be confident that **all** students and learners have a voice.
- 2.10 Oversee HR practice and have awareness of staff profile in relation to gender, race and disability and have strategies to address any equality imbalance in the organisation, including amongst senior postholders.
- 2.11 Have received training which is updated annually.
- 2.12 Ensure that the college upholds the principles of freedom of speech for all, within the current law.

G. RESPONSIBILITIES FOR DATA PROTECTION

- 1.0 The College is required to keep certain information about its employees, students and other users to allow it to monitor its performance and achievements, and ensure health and safety obligations are met. It also needs to process information so that staff can be recruited and paid, courses organised, exam registrations completed and to ensure compliance with legal obligations to funding bodies and government. To comply with the law, information must be collected and used fairly, stored safely and not disclosed to any other person unlawfully. To do this, the College must comply with the General Data Protection Regulations (GDPR), which came into force on 25 May 2018.
- 2.0 The College as a corporate body is the data controller under the Act, and the College Corporation therefore has ultimate responsibility for approval and implementation of the College policy. However, the college has a designated data protection officer and data controllers who have day to day responsibility for dealing with issues arising.
- 3.0 Compliance with the Data Protection Act is a collective responsibility of all members of the College.

H. RESPONSIBILITIES FOR FREEDOM OF INFORMATION

- 1.0 The Freedom of Information Act 2000 established a 'general right of access to all types of recorded information held by public authorities' and operates in

conjunction with the Data Protection Act 1998 and the Environmental Information Regulations Act 2004.

- 2.0 Compliance with the legislation includes adoption of a 'Publication Scheme' as well as ensuring that information requests are handled appropriately according to the relevant legislation. It also requires the College to manage information and records appropriately, as addressed by other policies.
- 3.0 Corporation is responsible for ensuring that the College complies with the Freedom of Information Act, has agreed a Publication Scheme and has made all staff aware of it.

I. ETHICAL AND SUSTAINABILITY GOVERNANCE

- 1.1 Ethical governance is essential to effective governance and is not a new topic,

The Ethical Leadership project was launched by the Association of School and College Leaders (ASCL) in March 2017.

The Ethical Leadership Commission was established because of concerns expressed by ASCL members and others about the lack of guiding principles for ethical leadership in education. The resulting *Framework for Ethical Leadership in Education* provided the profession with principles to support leaders in their decision-making and in calling out unethical behaviour. The framework is based on the Nolan Principles with which Governors will be familiar. The principles were set out in the first report of the Committee on Standards in Public Life (or 'Nolan Committee'). These are:

Selflessness

School and college leaders should act solely in the interest of children and young people.

Integrity

School and college leaders must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. Before acting and taking decisions, they must declare and resolve openly any perceived conflict of interest and relationships.

Objectivity

Schools and college leaders must act and take decisions impartially and fairly, using the best evidence and without discrimination or bias. Leaders should be dispassionate, exercising judgement and analysis for the good of children and young people.

Accountability

School and college leaders are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

School and college leaders should expect to act and take decisions in an open and transparent manner. Information should not be withheld from scrutiny unless there are clear and lawful reasons for doing so.

Honesty

School and college leaders should be truthful.

Leadership

School and college leaders should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles, and be willing to challenge poor behaviour wherever it occurs. Leaders include both those who are paid to lead schools and colleges and those who volunteer to govern them.

The Framework goes on to outline desirable personal characteristics:

Trust

Leaders are trustworthy and reliable.

We hold trust on behalf of children/students and should be beyond reproach. We are honest about our motivations.

Wisdom

Leaders use experience, knowledge and insight.

We demonstrate moderation and self-awareness. We act calmly and rationally. We serve our schools and communities with propriety and good sense.

Kindness

Leaders demonstrate respect, generosity of spirit, understanding and good temper. We give difficult messages humanely where conflict is unavoidable.

Justice

Leaders are fair and work for the good of all children/students.

We seek to enable all young people to lead useful, happy and fulfilling lives.

Service

Leaders are conscientious and dutiful.

We demonstrate humility and self-control, supporting the structures, conventions and rules which safeguard quality. Our actions protect high-quality education.

Courage

Leaders work courageously in the best interests of children and young people.

We protect their safety and their right to a broad, effective and creative education.

We hold one another to account courageously.

Optimism

Leaders are positive and encouraging.

Despite difficulties and pressures, we are developing excellent education to change the world for the better.

- 1.2 Sustainability governance helps an organisation implement a sustainability strategy across the business, manage goal-setting and reporting processes, strengthen relations with external stakeholders, and ensure overall accountability. This is a topic that Walsall Governors have shown a great interest in during the last 18 months. The college Environmental Policy was approved at Corporation in July 2020 and an Environmental Strategy Committee, chaired by the Director of Operations and Resources, has been set up as a management committee with Governor representation. The committee will report back to Finance and Resources Committee regularly and also to Corporation at least annually.

It is expected that the committee will review areas such as:

- Waste reduction/management;
- Recycling;
- Green travel;

- Carbon and pollution reduction;
- Sustainable ICT and procurement;
- Fairtrade policies;
- Intergenerational decision making (ie decision making that considers the implications for future generations).

Governors collectively will consider how the college demonstrates sustainability through:

- Education - curriculum and tutorial activities;
- Consistency – embedding sustainability into all areas of college;
- Measurement – setting targets and reviewing progress;
- Transparency – publishing performance;
- Behaviour – promoting sustainability and acting with integrity.

J. THE CHAIR, PRINCIPAL AND VICE-CHAIR

1.0 The Nature of the Relationship

A critical element in the effectiveness of a College is a constructive working relationship between the Chair of the Governing Body and the College Principal. The precise nature of their roles will vary according to the needs of the College, the nature of the distinctive contributions their experience best equips them to make and, to a degree, the time the Chair can contribute. It is incumbent on the Chair and the Principal to reach an understanding of their respective roles, guided by the aim of securing the well-being of the College.

This well-being also rests in substantial measure on the development of mutual trust, with the Principal having the necessary executive authority to manage the College, whilst recognising that this authority must be founded, especially when major or contentious issues are concerned, on the support of the Chair and more widely of the Governing Body. Such support can only be secure if there are proper arrangements for consulting the Chair and keeping him informed. Similarly, the Chair needs to maintain the trust and support of the Governing Body.

2.0 Regular Meetings

Corporation expects the Chair and Principal to keep in regular contact and to meet formally at least twice per term. The purpose of such meetings is to keep the Chair up to date on the Principal's thinking about issues affecting the College, so that the Chair can express their opinion, and determine which items should be referred to the Corporation or one of its committees.

3.0 Job Description: Principal/Chief Executive

Source: Odgers Berndtson Candidate Brief September 2011.

The Principal is responsible for the overall leadership and management of the College and for proposing its strategic direction to the Corporation. As a senior post holder, the Principal's remuneration and conditions of service are determined by the Corporation and reviewed annually. S/he is expected to serve as a member of the Corporation.

Job Purpose

The Principal will provide effective leadership to the College in fulfilling its mission as determined by the Corporation, inspiring and motivating those engaged in the

activities of teaching and training. The Principal will serve as Chief Executive and Chief Accounting Officer.

A key element of the Principal's role will be to play a leading role in the delivery of the College's services across Walsall and surrounding areas and to play a key role in the development of continuing education provision across the local area, ensuring that it continues with the college's aim to widen participation.

Duties and Responsibilities

Leadership

The postholder will:

- Provide effective and inspiring leadership to the whole College community;
- Make proposals to the Corporation regarding the educational character, activities, and mission of the College, developing an ambitious vision with which to inspire and motivate;
- Ensure that the College is fully engaged in all strategic decisions which affect the mission and character of the College;
- As Chief Accounting Officer for the College, ensure that the Corporation is advised if its actions or policies are incompatible with legal or statutory requirements;
- Take an active and leading role in the development of continuing education provision across the local area and region.

Students

The postholder will:

- Oversee effective strategies for the recruitment and retention of students;
- Ensure high quality arrangements for teaching, learning and student support;
- Ensure the College is an inclusive, student-centred organisation and an effective learning environment for all College users;
- Ensure that there are effective arrangements for the maintenance of student discipline.

Staff

The postholder will:

- Make effective arrangements for the appointment of staff;
- Provide management and leadership of staff which will ensure that the College discharges all its legal responsibilities and that good employee relations are maintained and developed;
- Promote discipline and good conduct and encourage commitment of staff by leading by example;
- Contribute to the training of staff to ensure the effective implementation of policies and systems agreed by the senior management team.

Policies

The postholder will:

- Lead and contribute to the development, implementation and monitoring of College plans and policies;
- Oversee procedures for effective review of policies and procedures which involve the Corporation, staff, students and other College users.

Finance and Management Information

The postholder will:

- Arrange for the preparation of annual estimates of income and expenditure and the management of budgets and resources;
- Demonstrate prudent and effective budgetary management;
- Ensure there is effective operation of financial, planning and management controls;
- Ensure that information systems are in place which provide robust data to support the management of the whole College.

Property and Accommodation

The postholder will:

- Ensure effective management of the whole college estate;
- Lead new development and initiatives with regard to the college estate.

Risk

The postholder will:

- Develop and implement appropriate risk management policies and practices.

Management and Quality

The postholder will:

- Lead the senior management team to ensure that the College offers the highest quality of service and to foster a culture of excellence and innovation;
- Develop an ethos of teamwork throughout the organisation;
- Ensure the dissemination of information about, and examples of best practice in the sector as well as of information on relevant national and local policy developments
- Ensure that appropriate targets are set and agreed throughout the College, that performance against them is monitored and that the College meets or exceeds them;
- Make certain that the College at all levels is committed to the development and personal growth of all the individuals that it employs or serves.

Partnership

The postholder will:

- Continuously seek out innovative development opportunities for the College, including business and community partnerships;
- Work closely with local high schools and other Colleges to deliver the most effective provision for the local community;
- Maintain and develop the College's partnerships with Higher Education Institutions to meet the higher education needs of students;
- Maintain effective partnerships with employers to provide a wide range of education and training opportunities.

Communication

The postholder will:

- Ensure that the College is effectively represented and promoted in local, regional and national forums and that the information from external sources is disseminated widely throughout the College;
- Contribute to the development and maintenance of effective communication within and beyond the College and act as the key ambassador for the College and a powerful advocate of its interests.

Health and Safety

The postholder will:

- Ensure that the College implements and promotes effective health and safety policies and practices.

Equality of Opportunity

The postholder will:

- Encourage a positive attitude towards equality of opportunity and diversity in the College.

Professional Standards

The postholder will:

- Maintain standards appropriate to the post.

This is not a complete statement of all duties and responsibilities of this post. The postholder may be required to carry out other duties in keeping with the nature of this post as directed by, and agreed with, the Corporation.

4.0 Responsibilities of the Chair and Vice Chair of the Corporation

- 4.1 The Instrument & Articles of Government requires each Corporation to appoint a Chair and Vice-Chair. The term of office for individual governors is set by the Corporation up to a maximum of 4 years, as specified by the Instrument & Articles of Government.
- 4.2 Under the Instrument of Government, it is up to the Corporation to determine the period of office for the Chair and Vice Chair (limited by the individual's remaining period of office as a governor).
- 4.3 At the last meeting before the end of the term of office of the Chair or Vice-Chair, or at the first meeting following the Chair or Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves. At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for re-appointment.
- 4.4 The Chair of the Corporation is accountable to the Secretary of State for Education (through the Chief Executive of Education & Skills Funding) for the effective governance of the College.
- 4.5 The Chair and Vice-Chair must undertake the duties required of all governors (as set down in the Instrument and Articles).
- 4.6 The Chair will ensure that the business of the Corporation is conducted properly in accordance with the Instrument and Articles of Government, Governance at Walsall College, the Code of Good Governance for English Colleges and recognised 'Good Practice', and that the Seven Principles of Public Life ('Nolan Principles') are observed in all aspects of the Board's business.
- 4.7 The Chair and Vice-Chair will ensure effective governance of the College through:
 - leading and promoting the Strategic Ambitions and educational character of the College
 - maintaining strategic oversight of the College and ensuring that the Corporation works with the College Executive and Senior Management Team in determining the strategic direction of the College
 - promoting the interests of the College with external stakeholders
 - the development of a strong team spirit among Corporation members

- ensuring that the business of the Corporation's committees is reported back to the Corporation appropriately.
 - promoting a regular self-assessment of Corporation processes and of Corporation performance
 - ensuring managerial freedom and scope of action to the Principal and Chief Executive, and other senior post-holders, to achieve their agreed objectives within executive limitations
 - encouraging on-going Governor participation in all issues and strategic decisions
 - with the Search and Governance Standards Committee, addressing the balance of the Corporation with respect to gender, age, ethnicity, disability and stakeholder representation and ensuring that vacancies are filled promptly
 - providing personal support to other Corporation members and, if and when necessary, discussing matters relating to poor attendance and unsatisfactory performance or conduct.
- 4.8 The Chair and Vice-Chair, with the support of the Clerk, shall ensure the efficient and effective conduct of business at Corporation meetings by ensuring that issues before the Corporation are debated fully, that governors have the opportunity to contribute and that discussions and decisions are properly summarised and recorded.
- 4.9 The Chair shall preside at meetings of the Corporation, and in his/her absence, the Vice-Chair shall preside. If both are absent from the meeting the remaining Governors shall appoint a person from amongst their number to act as Chair for that meeting, providing that the member chosen shall not be the Principal or a staff or student member.
- 4.10 The Chair may call a special meeting of the Corporation (if necessary with less than seven days notice) if there are matters of significance to be dealt with which are too urgent to await the next scheduled meeting.
- 4.11 The Chair shall exercise a second or casting vote where there is an equality of votes at a Corporation meeting.
- 4.12 The Chair will exercise any specific authority delegated by the Corporation together with a general delegated authority to act within the framework outlined in Governance at Walsall College. Such action to be reported to the Corporation for information at the next available meeting.
- 4.13 The Chair and Vice-Chair will develop an effective working relationship with the Principal and the Clerk, and with each other, based on a full understanding of the role of the Corporation in the governance of the College.
- 4.14 The Chair and Vice-Chair will maintain the trust and support of the Corporation.
- 4.15 The Chair and Vice-Chair will offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
- 4.16 The Chair and Vice-Chair shall, together with the Principal, act as the principle spokespersons for the college in communication with the media in the event of any circumstance likely to damage the interest of the College. There will be no media contact by the Chair or Vice-Chair without first consulting the Principal (or if the matter relates to the Principal to the Clerk).

- 4.17 The Chair will maintain regular contact with the Principal to review the business situation and major on-going developments within the College.
- 4.18 The Chair will liaise with the Clerk on routine Corporation business and regulatory requirements, and determine the agenda for meetings of the Corporation in consultation with the Principal and the Clerk having regard to decisions of the Corporation and suggestions from individual members.
- 4.19 The Chair and Vice-Chair shall seek to promote the interests of the College wherever possible.
- 4.20 The Chair and/or Vice-Chair will represent the College at meetings, presentations and conferences as and when appropriate.
- 4.21 The Chair and Vice-Chair will collaborate with the Principal and the Clerk in formulating a programme for Governor training events.
- 4.22 The Chair will assist the appropriate Corporation Committee in compiling a job description and person specification of the Senior Post-holders of the College and will organise with the Clerk and the Principal the appropriate arrangements for the selection process.
- 4.23 The Chair and Vice-Chair, will undertake the annual appraisal of the Principal and will ensure appropriate opportunities for development and training for the Principal.
- 4.24 The Chair and Vice-Chair will undertake the annual appraisal of the Clerk to the Corporation, will oversee the work of the Clerk and will ensure appropriate opportunities for development and training for the Clerk.
- 4.25 The Chair and Vice-Chair will instigate disciplinary action against holders of senior posts should the need arise and exercise those responsibilities detailed in the Articles of Governance and in approved Senior Post-holder policies with regard to the suspension and dismissal of Senior Post-holders.

K THE CLERK TO THE CORPORATION

1.0 Responsibilities of Clerk to the Corporation

The Clerk is responsible for administrative support for the Corporation's work, for advising on proper procedures and for intervening when the Clerk considers the Corporation is going beyond its powers.

2.0 Clerk's Job Description

The Clerk's current job description is based on Annex C of the "Guide for Clerks" and the FENTO statement of the standards for governors and clerks. It also incorporates the responsibilities listed at Section 3(3) of the Instrument and Articles. An updated version has been prepared and is being considered at the time of writing.

The Clerk is responsible for:

1. advising the Corporation and its committees on the proper exercise of their powers and on the application of the education acts and other laws affecting

its work. The Clerk should recommend the appointment of solicitors with expertise in governance issues for important matters beyond the scope of his/her own expertise;

2. advising the Corporation with regard to procedural matters;
3. advising the Corporation with regard to the conduct of its business;
4. in consultation with the Chair and Principal, planning the forward programme of meetings of the governing body and its committees;
5. in consultation with governors and with each committee's "Lead Manager" identifying the main items to be taken at those meetings and liaising with those members of staff or governors preparing papers for forthcoming meetings;
6. facilitating communication on governing body matters between the Chair, Principal and senior staff in the college;
7. summoning meetings and preparing and despatching agenda and papers for governing body and committee meetings;
8. either in person, or by delegation to a named individual, attending all meetings of the governing body and its committees, giving advice on procedure at such meetings and preparing draft minutes of the proceedings;
9. advising the Corporation with regard to governance practice;
10. acting as correspondent for the governors;
11. being designated officer for employment matters relating to senior post-holders;
12. holding the college's seal and preparing documentation to be executed under the seal;
13. giving administrative support to the Chair of the Corporation, to chairs of committees and to individual governors as required;
14. ensuring compliance with the law as regards public access to governors' papers;
15. making arrangements for safe custody of the official record of the governing body's business and maintaining a record of outstanding business;
16. drawing up for approval, and keeping under review, standing orders for the conduct of business of the governing body and its committees;
17. maintaining a record of the membership of the governing body, notifying it of any vacancies, making arrangements for staff, student and parent elections, and advising the governing body on strategies for recruiting governors;
18. maintaining an attendance record of governors, notifying any governors whose membership lapses as a result of non-attendance or who become disqualified for some other reason;

19. maintaining a code of conduct for the governing body and a register of the financial and personal interests of governors; and advising governors on declarations of interest;
20. administering any scheme for the reimbursement of governors' expenses;
21. in conjunction with the college or outside agencies, being responsible for induction and training programmes for governors, on the instructions of the Search and Governance Standards Committee.
22. taking appropriate action if and when the governing body, its Chair or one of its committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful.

Additional responsibilities:

Dealing with Charities Issues;

Point of contact on Whistle-blowing procedures;

Undertaking HR investigations and actions as required, in capacity of a senior postholder.

3.0 Responsibilities of Clerk and Committee Lead Managers

The Clerk is responsible for ensuring the policies and procedures of the Corporation are developed and, with the Principal, adhered to and that the administrative tasks relating to the operation of the Corporation and its Committees are carried out efficiently. Each Committee has its own Lead Manager. The Lead Manager has a duty to ensure that the Committee's information needs in his/her area of specialist advice are being met and a duty to provide advice to the clerk so that the clerk's annual programme for Committee business contains an appropriate schedule for the required specialist reports.

4.0 The Clerk's Responsibilities Where Governors Act Beyond Their Powers

The Corporation is required to specify procedures it would expect the Clerk to follow if they believed the Corporation or any of its members were seeking to act beyond their powers.

The Corporation of Walsall College adopts the following policy based on the FEFC "Guide for Clerks" Section 8.12 to 8.17:

"There may be occasions when the Clerk feels their advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues available to him within the College. The Clerk may take some or all of the following steps:

ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;

ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;

report the matter to the next meeting of the relevant committee or full Corporation and ensure the matter is placed in the publicly available Minutes;

refer the matter to the College's internal auditors.

Where the problem concerns the Chair's failure to take necessary action, the Clerk should raise their concerns with the Vice Chair. They may then, if the issue appears potentially serious and still has not been resolved report the matter to the Chair of the Audit Committee and/or the internal auditors.

The Clerk is authorised to obtain initial legal advice on all issues within the above without the agreement of the College Management or the Corporation. In such a case the Corporation, or the Chair or Vice Chair on behalf of the Corporation, may decide to obtain further legal advice.

If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in his judgement, the Clerk is authorised to refer the matter to the relevant Funding Body or government agency, and inform the Chair and Principal that this has been done.

The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk".

L THE RELATIONSHIP BETWEEN THE CLERK AND THE HEAD OF HUMAN RESOURCES ON SENIOR POSTHOLDER MATTERS

The Clerk is the Corporation's designated officer in matters concerning Senior Postholders, but may refer to the Head of HR any such matters as they or the Chair considered appropriate.

CHAPTER TWO: THE ROLE OF THE CORPORATION IN STRATEGIC PLANNING AND IN MONITORING THE WORK OF THE COLLEGE

A Key Principles

The relationship between Governance and Management is explored in Chapter 1 of “Governance at Walsall College”, where it is made clear that governors will focus on the formulation of the College’s Key Strategic Objectives/Ambitions, and on the monitoring of outcomes.

Dates are set so that key documents will be approved in time to meet deadlines required by external agencies.

Further critical elements in the annual process for governor involvement in strategic are as follows:

Mission Statement

The Mission Statement sets out the fundamental aims and purposes of the College. Governors are responsible for ensuring that the mission statement reflects the needs of the communities the College serves, and that it directly informs the College’s activities.

The Principal’s Report

The Principal’s Report is presented at every meeting of the Corporation, and in it the Principal involves governors in debating major changes which will impact on the College. The Principal’s Reports and the Corporation’s responses to them are recognised as a key element in governor involvement in the strategic planning timetable. The Principal’s Report also provides a range of data and information to enable key targets to be monitored by governors.

Governor Training Days

The important place of the Governor Training sessions is fully established in the annual cycle of business.

Non-Financial Targets

The Learning and Quality Committee acts on behalf of the Corporation in giving detailed consideration to aspects of strategic, curriculum and quality planning, and monitoring outcomes against targets.

Corporation and Committee Meeting Schedule

Key items for Corporation meetings are built into the annual schedule and allocated to particular meetings throughout the year. The schedule includes strategic planning and monitoring. Inspection and audit outcomes and action plans are put to the appropriate committees.

B Preparation and Monitoring of key strategic documents

Governors’ responsibilities at Walsall College are clearly defined, and focus on involvement in and approval of the Corporate Plan, Budget and the Self-Assessment Report and Quality Improvement Plan. Governors then monitor progress towards strategic objectives/ambitions. There is a regular cycle of reports to full Corporation on progress against targets in the Corporate Plan.

The Principal's Reports to Corporation contain performance indicators, top level reports on progress against strategic intentions, and the Principal's thinking about emerging priorities.

The Learning and Quality Committee works to a detailed annual programme including a comprehensive series of reports monitoring targets, including the quality of teaching and learning, reports on particular curriculum areas, and recruitment and retention data.

The Finance and Resources Committee gives detailed consideration to the College's budgetary position and the achievement of its strategic ambitions.

Governors are very aware that their role must emphasise the part they play in bringing about improvements in student recruitment, retention and success, and monitoring these key responsibilities. Governors are also aware of the focus on achieving positive outcomes for learners, and for ensuring that there is high quality teaching, learning and assessment.

CHAPTER THREE: SELF ASSESSMENT BY THE CORPORATION

Reviewing the work of the Corporation is given priority by Governors.

At the first meeting of the Autumn term, Committee members receive from the Clerk a programme of main agenda items for every meeting during the forthcoming year. Governors are therefore in a position to check their planned activities against their responsibilities.

Each committee operates an “action points” list which records all matters on which governors require action to be taken. Items are removed from the list only when governors are satisfied that the necessary steps have been taken. The action points list is reviewed at every meeting to ensure that Governors are fully appraised of progress and completion.

The Corporation, its committees and individual governors carry out a review of governance performance in the summer term.

The outcomes of the self-assessment are considered by the Search and Governance Standards Committee during the Autumn term and feed into the Governance Self-Assessment (SAR) and Quality Improvement Plan (QIP).

Self-Assessment by Individual Committees

During the Summer term each Committee assesses its own performance. The actual issues addressed will vary depending on priorities identified by the Search and Governance Standards Committee, but will always include:

- Whether the terms of reference have been met;
- Whether the terms of reference need amendment.

Other issues have included evidence of:

- the Committee's contribution to meeting inspection requirements;
- contribution to students' learning experiences;
- the annual programme of Committee business;
- frequency of meetings;
- quality of management information;
- quality of chairing, clerking, minutes and agendas.

Governors' Skills Audit

The Governors' Skills Audit is of particular value in planning governor training and governor recruitment. It is updated periodically and the results are considered by the Search and Governance Standards Committee.

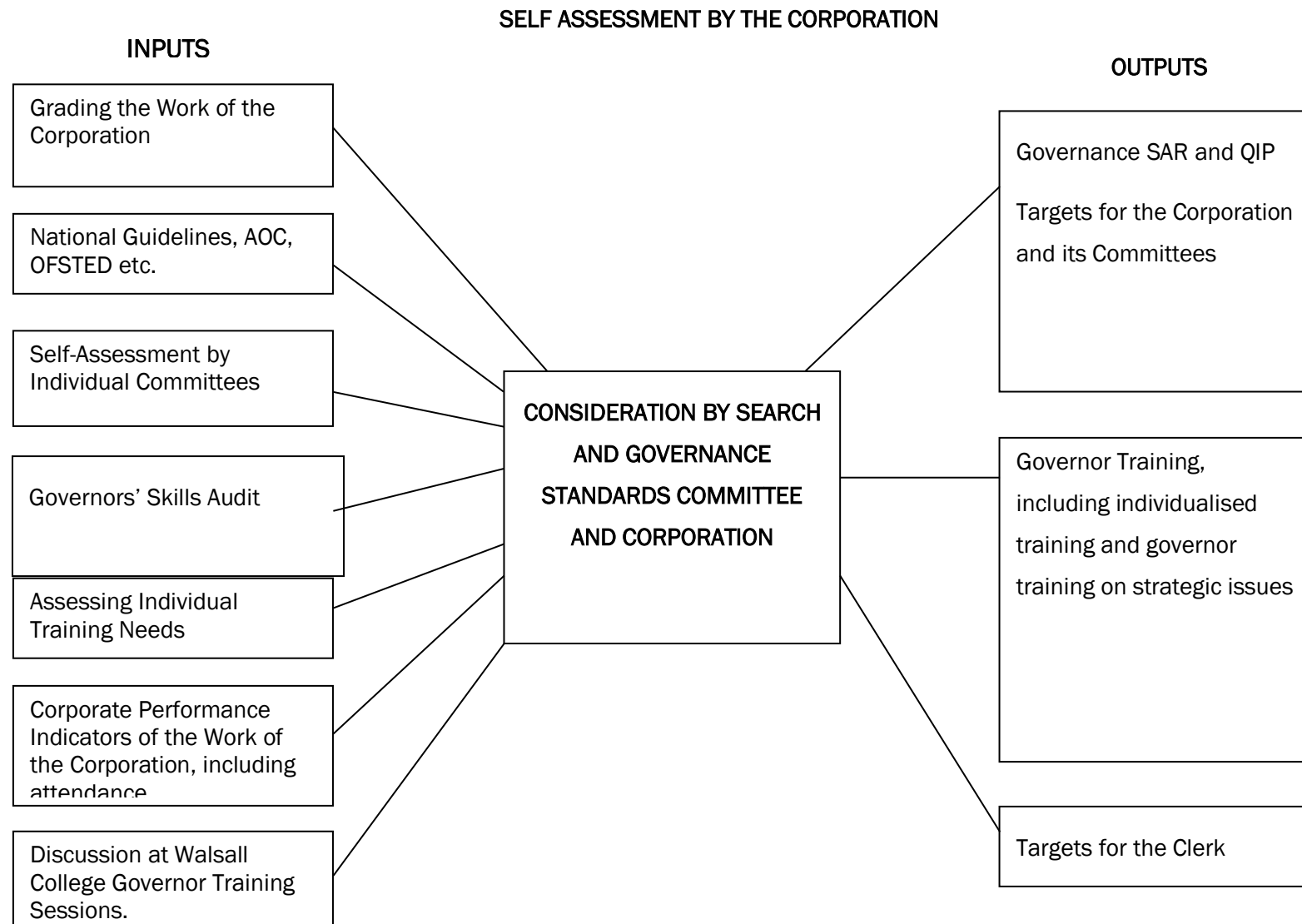
Governor Training

The Governors' Skills Audit includes a section for Governors to identify their training needs.

Relevant advice and guidance from government departments, Ofsted, Association of Colleges, Education and Training Foundation, college auditors and legal advisors is taken into account as necessary.

Draft Governance SAR/Quality Improvement Plan

The following diagram explains the process:



CHAPTER FOUR: COMPOSITION OF THE CORPORATION AND APPOINTMENT OF MEMBERS

A. THE SIZE AND MEMBERSHIP OF THE CORPORATION

In May 2020 the Search and Governance Standards Committee agreed to recommend that Corporation increase the size of the Corporation to a total of 18 members:

External governors	13
Staff governors	2
Student governors	2
Principal	1
Total	18

This was approved at the Corporation meeting in October 2020.

B. THE SKILLS AND EXPERIENCE OF MEMBERS OF THE CORPORATION

1.0 Governors' Skills Audit

The skills and knowledge of members of the Corporation are audited when individuals are initially being evaluated for membership, and at regular intervals thereafter. The results are considered by the Search and Governance Standards Committee.

The Governors' Skills Audit is important in identifying those areas of expertise which need to be strengthened when appointments are being made and is also in identifying collective and individual training needs.

2.0 Membership Records: Governors

The Clerk maintains the following records:

Governors' Skills Audit
Governors' Application Forms
Declarations of Interest
Signed copies of the Code of Conduct
Confirmation that DBS clearance has been secured via the HR department
Lists of members of the Corporation showing personal and contact details, terms of office and membership of committees

3.0 Equality Diversity and Inclusion (EDI)

The Corporation is strongly committed to the EDI policies of the College, and to diversity in governor recruitment. Members receive regular training in EDI, and each Principal's Report updates members on EDI issues.

People are often recruited to be governors in FE through personal contact or word of mouth. However these recruitment methods bring a risk of perpetuating the current equality profile, and this was a particular criticism made by the Nolan Committee on Standards in Public Life".

In recruiting new governors the Search and Governance Standards Committee is quite clear that it sees no conflict between EDI and the need to ensure governors possess the skills and competencies needed for working effectively as members of the Corporation.

4.0 Governor Application Forms

Prospective members of the Corporation are asked to provide completed Application Forms for consideration by the Search and Governance Standards Committee.

Governor profiles are published on the College website.

5.0 DBS Clearances

It is a condition of membership that all new governors secure a Disclosure and Barring Service (DBS) clearance via the College. This is irrespective of whether they have DBS clearance with their employer, or in some other capacity. Securing DBS clearance promptly after appointment is a requirement of the Code of Conduct. The College HR department processes governor DBS checks on behalf of the Clerk.

6.0 Expert Knowledge of Governors and Professional Liability

Governors recognise that it would not in general be appropriate to treat the views of specialist Governors as equating to professional advice. They equally recognise that a specialist Governor is usually working within a limited field in his/her own profession. Accordingly, the role of a specialist Governor will be regarded as the same as that of any other Governor except that, in relation to acts or omissions that fall within the particular expertise or experience of a specialist Governor, they would wish that Governor:

- (i) to alert the Governors if he or she is aware that the act or omission may have adverse or unintended consequences;
- (ii) to offer guidance as to the need to take professional advice;
- (iii) to offer further guidance in relation to the assessment and implementation of professional advice.

C. LENGTH OF TERMS OF OFFICE AND SUCCESSION PLANNING

1.0 Length of Terms of Office Including Terms of Office of Associate Governors

- 1.1 The length of a term of office shall not exceed four years.
(Source: Instrument and Articles)
- 1.2 The practice at Walsall College has been for terms of office to be up to three years. The length of terms of office will be other than three years where this helps achieve a planned succession in the pattern of appointments to the Corporation.
- 1.3 On completion of an initial term of membership of the Corporation, members should not normally be eligible for re-appointment on more than two occasions.
- 1.4 Initial appointment could be as an Associate Governor. There is no formal requirement for an initial period as an Associate before becoming a governor. The

Chapter Four – Composition of the Corporation and Appointment of Members

matter will be determined on the basis of the circumstances of the individual concerned, and the membership position of the Corporation at the time.

A period as an Associate could carry many significant benefits in preparing an individual for appointment as a governor, allowing the individual an initial period in which to learn more about the College and the work of the Corporation. In some cases it could also provide opportunity for the Corporation and the individual concerned to decide that full membership would not be appropriate, based on the experience of the period as an Associate. It could, for example, allow an “honourable departure” for those who, for whatever reason, were not providing the contribution needed of governors and associate governors.

- 1.5 The Clerk maintains records showing length of terms of office of individual members.

2.0 Appointment for the remainder of the unexpired term of office”

Where a Governor vacates office early the filling of the vacancy will not follow the practice of “appointment for the remainder of the unexpired term” but will be an entirely new appointment, the length of which is to be determined by the Search and Governance Standards Committee, but which is usually three years.

3.0 New Governor Appointments: Succession Planning

- 3.1 Appointments will be made in accord with the Instrument and Articles. The Articles state:

The Corporation shall establish a committee, to be known as the Search Committee, to advise on -

- (a) the appointment of members, (other than as a staff or student member) and
- (b) such other matters relating to membership and appointments as the Corporation may remit to them.

The Corporation shall not appoint any person as a member (other than staff or student) without first considering the advice of the Search Committee.

The Corporation may make rules specifying the way in which the Search Committee is to be conducted. A copy of these rules, together with the Search Committee’s terms of reference and its advice to the Corporation, other than 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.

The Corporation shall review regularly all material excluded from inspection under the previous paragraph, and shall make 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.

- 3.2 In accordance with the Nolan Committee Report “Standards in Public Life” November 1997, the following procedures are adopted by the Search and

Chapter Four – Composition of the Corporation and Appointment of Members

Governance Standards Committee in identifying individuals to be recommended for appointment to the Corporation:

- (a) The Search and Governance Standards Committee will consider the Governors' Skills Audit and how the profile will be affected by forthcoming ending of terms of office when it is determining the characteristics sought and the term of office appropriate for any new appointment. The Corporation acknowledges that this cannot be a requirement for elected governors.
- (b) The aim of the Search and Governance Standards Committee is to achieve a profile of membership which encompasses the range of expertise and experience which best enables the Corporation to meet its responsibilities. In doing so, the Committee will take account of the College's EDI policies.
- (c) A summary of the appointment process explained here will be publicly available in written form via the college website
- (d) Governors will, through the Clerk and Chair and through individual members who are able to assist, consult with any bodies who may be able to identify appropriate candidates. This will include search and recruitment agencies if deemed appropriate.
- (e) Vacancies for Governors may periodically be advertised in the press. The advertisements will indicate those areas of knowledge and expertise which are being looked for. The College website will provide information on becoming a governor and direct interested parties to the Clerk.
- (f) There will be encouragement of nominations, including self-nominations.
- (g) Potential candidates will be provided with full information about the work of a governor; the responsibilities of the Corporation; the particular vacancy and the qualities being sought (see c above).
- (h) Candidates where the Search and Governance Standards Committee is responsible for making a recommendation to Corporation will be asked to complete and will be invited to meet representatives of the Search and Governance Standards Committee, including the Chair, prior to such a recommendation being made. There will be discussion of what the role of governor involves and the candidate's suitability for the vacancy. Eligibility for appointment will be checked before a recommendation is made to the Corporation.
- (i) There will be a defined term of office and it will be made clear that re-appointment will not be automatic but will depend on consideration by the Search and Governance Standards Committee of the membership needs of the Corporation identified by the Governor's Skills Audit.
- (j) The names of members of the Corporation will be publicly available. Contact with the Corporation and its members will be through the Clerk, care of the College.
- (k) **All appointees must provide Register of Interests Declarations and secure DBS clearances. The requirement is for DBS clearance through the College, irrespective of whether the appointee already has DBS clearance**

through their current employer or in some other capacity. Securing DBS clearance promptly is a condition of membership (see Code of Conduct).

- (l) All governors and associate governors must maintain an up to date DBS clearance throughout their period of office. The HR Department is responsible for governors' DBS clearances.
- (m) All newly appointed governors will be required to go through the formal induction process approved by the Corporation. This may be tailored according to the previous experience of the governor.

4.0 Arrangements for Appointment of Staff and Student Governors

Elected Staff Governors

- 1 There are two staff governors, one nominated and elected by academic staff and one nominated and elected by other staff (ie support staff).
- 2 When there is a vacancy the Clerk publishes details of the election and the rules governing it, and invites nominations. The information is published widely throughout the College.
- 3 All potential candidates are briefed by the Clerk and are provided with full information about what the responsibilities of the role of governor involve. Eligibility will be checked at this stage.
- 4 Candidates are responsible for their own publicity arrangements.
- 5 Elections are held using secure electronic voting systems approved by the college IT team and accessible to appropriate cohorts of staff. The Clerk is responsible for ensuring that all staff eligible to vote are appraised of the processes to follow.
- 6 Candidates will complete a profile statement and a Declaration of Interests form, which will be checked by the Clerk before the election.
- 7 The winning candidate will be reported to Corporation and their term of office confirmed.
- 8 Newly appointed governors will be provided with a full information pack and go through the induction process. Induction will examine the particular demands which staff governors can face.

Student Governors

- 1 The Student Union President automatically becomes a student governor.
- 2 Usually, the new President is elected by the Students' Union towards the end of the academic year so that it is possible to take up the role of governor early in the autumn term. Candidates for the Presidency will be informed in advance that the role involves being a member of the Corporation.
- 3 As from January 2015, the second student governor is selected via an application and interview process. This procedure was agreed following consultation with the Student Voice Committee, the Director of Student Journey and approval of Corporation.

Chapter Four – Composition of the Corporation and Appointment of Members

- 4 Prospective student governors will be briefed by Student Services team (supported by the Clerk as necessary) before they are interviewed so that they have a clear understanding of what responsibilities they are committing themselves to.
- 5 The prospective student governors will complete an application form and a Declaration of Interest form and eligibility will be checked prior to interview. The interview panel shall include the Clerk, one Governor and one representative of the Student Services team. A recommendation for appointment of the successful candidate will be made to the Corporation.
- 6 The newly appointed student governors will be provided with a full induction process with the Clerk. There will be recognition of the particular demands which student governors can face.
- 7 A student governor will be appointed for a one-year term of office. Under the Instrument and Articles a student cannot continue as a governor after the end of his/her final academic year.
- 8 Where appropriate, student governors will be presented with a certificate recognising their contributions to the work of the Corporation.
- 9 Student governors will not be asked to secure DBS clearances since they are in the College anyway and their appointment as governors does not represent an additional risk to fellow students.

5.0 Ineligibility for Membership

The detailed provisions explaining the circumstances in which a person may be ineligible or become disqualified in law from serving as a Governor are contained in the Instrument of Government.

6.0 Post appointment processes

- 7.1 Following appointment, the Clerk will write a letter of appointment to the new Governor detailing:
 - the date of appointment and length of term of office decided by the Governing Body, any conditions on eligibility attaching to that term of office and an indication of how the Governor should inform the College if he or she becomes ineligible for office at any point or wishes to resign;
 - date(s) of the forthcoming meeting(s);
 - a summary of the circumstances in which people are not eligible to be Governors (comprising the relevant clauses in the Instrument of Government);
 - a request for acceptance of the appointment to be confirmed in writing;
 - a request for completion and return of the Declaration of Interest and signed copy of the Code of Conduct.
 - a requirement to secure DBS clearance.

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The following documents will also be provided or signposted (if on the college website or Convene):

- a list of other Governors, including the Chair's and the Clerk's names, addresses and telephone numbers;
- copies of the Instrument and Articles of Government and the standing orders of the Governing Body;
- a copy of the Nolan Principles;
- a note of the committee structure and membership;
- a copy of "Governance at Walsall College";
- the College prospectus, the strategic plan, the College charter and other background material about the College which would be useful;
- the latest annual accounts, external audit report and internal audit annual report;
- minutes of recent meetings of the Corporation;
- the Financial Memorandum;
- the Governing Body's Code of Conduct.

7.2 On re-appointment the Clerk will send a formal letter of appointment and identify whether further copies of any of the documentation listed above are required.

7.3 Following appointment by the Corporation, a successful candidate will be contacted personally by the Clerk.

An "induction" programme will be provided. All newly appointed governors are required to go through induction training. This will include financial and safeguarding training.

The Corporation operates a system of mentoring so that newly appointed Governors are linked with an experienced member of the Corporation for an initial period.

7.4 Governor Training is considered more fully at Chapter 5, Section F.

D THE ENDING OF MEMBERSHIP

1.0 The Limitation on Re-appointment

On completion of an initial term of membership of the Corporation, members should not normally be eligible for re-appointment on more than two occasions.

2.0 Termination of Period of Office

The usual way in which membership comes to an end is the termination of a full period of office followed by non-renewal. Any governor wishing to resign mid-term should give three months' notice of their intention.

3.0 Determination of Membership according to the Instrument of Government

Any member may resign his office at any time under the Instrument by giving notice in writing to the Clerk to the Corporation.

If at any time the Corporation are satisfied that 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
- is unable to discharge the functions of a member, the Corporation may by notice in writing to that member remove him/her from office and thereupon the office shall become vacant.

Any person who is a member by virtue of being:

- a member of the staff (including the Principal) of the institution; or
- a student of the institution

shall cease to hold office if he ceases to be a member of the staff or (as the case may be) a student of the institution; and thereupon the office shall become vacant.

4.0 Process for Removing an Unfit Corporation Member

The procedure for removal is a resolution of the Corporation followed by a written notice to the member concerned. Upon service of the notice the removal is effective automatically but until the notice is served the member remains a member of the Corporation. This means that removal requires a positive act to be taken by the Corporation.

Whether a member is unable to discharge the functions of a member must be judged in the individual circumstances of every case and Corporation must be satisfied that there is inability or unfitness before removing a member from office. In forming that view, Corporation members must act in the best interests of the Corporation and must not be driven by personal motives or have some other improper purpose.

The question of whether a member is “unable” to discharge the functions of a member is likely to be related to questions of the member’s physical or mental capability.

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The question of unfitness is less clear. Again, the Corporation must be satisfied that the member is unfit and this must be assessed in the light of all the circumstances. If in doubt, Corporations should take external advice.

The guiding principle must be to consider whether, in the ordinary usage of the word “unfit” in the English language, the conduct of a member makes him or her unfit to discharge the functions of a member (that is, a member generally, rather than merely as a member of the Corporation concerned). It is likely that ordinary commercial misjudgement will not of itself justify removal for unfitness. Instead, a member must have displayed a lack of probity or possibly have been grossly negligent or totally incompetent.

Because of the lack of any firm guidance on what conduct is and is not “unfit” the ability to remove any member for unfitness should be treated as a remedy of last resort in the event that a member who has engaged in unacceptable conduct or is the subject of concern is not prepared to tender their resignation but, nevertheless, the Corporation feels that he or she must be removed.

5.0 The ending of membership through unwillingness to comply with the Code of Conduct

Deliberate infringement of the Code of Conduct, despite a formal warning from the Chair of the Corporation, will be grounds for a resolution ending membership of the Corporation. The procedure will be a resolution of the Corporation followed by a written notice to the member concerned.

6.0 The Ending of Membership of Committee Members who are not Governors

The preceding regulations apply to members of Corporation committees who are not Governors.

E. STAFF AND STUDENT MEMBERS OF THE CORPORATION

Requirements relating to staff and student members are clearly explained in the Instrument and Articles and Section C(5) of this Chapter.

In clarification of Section 14.5 of the Instrument, the internal auditors advised in March 2011 that “staff governors were entitled to be present during discussion of budget cuts” (which would lead on to staff redundancies).

1.0 Taxis for Student Governors

Some student governors may find attendance at governors’ meetings difficult because they do not have easy access to cars and buses.

Where a student is likely to need a taxi, he or she should contact the Principal’s PA, Melanie Smith on ext 1137.

Melanie will book and pay for a taxi with the college’s preferred supplier.

Taxis may also be arranged for other governors with transport difficulties, and this should also be requested through Melanie Smith, as above.

F ASSOCIATE GOVERNORS

See Chapter 4 Section C 1, and Chapter 4 Section G 1.2

Chapter Four – Composition of the Corporation and Appointment of Members

Initial appointment could be as an Associate Governor, although there is no formal requirement for an initial period as an Associate before becoming a governor. The matter would be determined on the basis of the individual circumstances of the individual concerned, and the membership position of the Corporation at the time.

There will be certain individuals who make an excellent ongoing contribution to a particular committee as an Associate Governor, perhaps through specialised knowledge or a particular interest that committee's work, and who do not wish to become full members of the Corporation. Such a role might be attractive to someone who could bring specialist skills but was under too much time-pressure to undertake the role of governor.

It has been agreed that

- (i) Associate governors would be circulated with Corporation papers;
- (ii) They would be included in the "Links" scheme;
- (iii) They would be invited to Training Days.

Associate governors are required to comply with Governance At Walsall College and with the Instrument and Articles.

G. MEMBERSHIP OF COMMITTEES

1.0 Governor Members

The Articles state that the number of members of a committee and the terms on which they hold and vacate office shall be determined by the Corporation.

Membership of committees will be reviewed at least every year. Vacancies occurring between full reviews of committee membership will be filled by the Search and Governance Standards Committee, taking full account of the membership profile most appropriate to enable a committee to meet its terms of reference. If no meeting is scheduled minor membership changes can be determined by the Chair acting on the basis of Chair's Action.

1.1 Term of Office

A Governor will be a member of a committee for the remainder of his or her term of office as a member of the Corporation, or such lesser period as the Corporation may from time to time determine.

1.2 Committee Members who are "Associate Governors"

The regulations applying to Governors will, as far as possible, apply also to Associate Governor members of Committees of the Governing Body.

The requirements include, for example, acting in accord with the Code of Conduct, Standing Orders and "Governance at Walsall College".

Managers, other than the Principal and elected staff members, are excluded from formal committee membership.

1.3 Co-options to Committees and Attendance by Non-Members

Committees are not authorised to co-opt additional members, but should refer recommendations to the Clerk for consideration by the Search and Governance Standards Committee, or the Chair acting on behalf of the Corporation.

Committees and their Chairs may invite non-members to attend for items where they have a particular contribution to make. Non-members – even Governors – do not have a right of attendance.

Any proposal that a non-member be invited to attend regularly as “an observer” should be referred to the Search and Governance Standards Committee, or the Chair of the Corporation.

1.4 Committee Attendance by the Chair of the Corporation

The Chair of the Corporation is entitled, ex officio, to attend, speak and vote at all committees except Audit Committee.

The Chair will count in making up the quorum of the Committee. The quorum is 40% for all committees, except in the case of Audit Committee, where the quorum is two full Governors.

2.0 Chairing of Committees

2.1 The Chairing of Committees will be determined by the Search and Governance Standards Committee whenever a committee’s membership is reviewed. Chairing is not determined by majority vote of the Committee concerned.

2.2 Casual vacancies for Committee Chairs will be determined by the Search and Governance Standards Committee, or directly by the Corporation.

2.3 The Chair of the Corporation, acting on the basis of Chair’s Action, may make a temporary appointment of Chair until the next meeting of the Corporation.

2.4 Renewal of the role of Chair will not be automatic, but will follow from consideration of the needs of the Committee and the Corporation.

2.5 At its meeting on 8 October 2020, the Search and Governance Standards Committee agreed role descriptions for the chairs of each committee. These are included as an appendix to this Chapter.

3.0 Succession Planning, Chairing and Committee Membership.

3.1 The selection of Chairs, discussed above, is an important succession planning issue.

3.2.1 The post of Vice Chair of the Corporation should be nominated and elected for a two-year period of office, with nominations encouraged from all eligible Governors. The Vice Chair should have a close involvement with the work of the Chair of the Corporation. The current Vice Chair could seek re-election.

H. THE CODE OF CONDUCT FOR CORPORATION MEMBERS AND FOR ASSOCIATE GOVERNORS OF WALSALL COLLEGE

1.0 Introduction

1.1 The Code is intended as a guide for Governors, and non-governors who are appointed to particular committees, to indicate the standards of conduct which are expected of them, to enable them to understand their legal duties and to assist them both in carrying out their duties and in their relationship with the Corporation and the Principal. This Code is therefore aimed at promoting effective and well-informed College governance.

1.2 In addition to the Code, Governors should familiarise themselves with the following, which are made available to them on appointment:

the Seven Principles of Public Life identified by the 'Nolan' Commission.
(See "Governance at Walsall College Chapter 7);

the College's Instrument of Government;

the College's Articles of Government;

the College's Mission Statement;

the College's Strategic Plan (Development Plan);

the Financial Memorandum entered into by the College with the ESFA.

The Seven Principles of Public Life underpin this Code of Conduct, and the work of the Corporation. If a Governor is in doubt about the meaning of the requirements in any of these documents, the Clerk should be consulted and, if necessary, legal advice will be obtained. Ultimate responsibility for the appropriateness of conduct as a Governor of a corporate body and for any act or omission in that capacity rests with the individual Governor.

1.3 This Code applies to every committee, working party or other subsidiary body of the Corporation to which Governors may be appointed.

1.4 Acceptance of appointment as a Governor of the Corporation will be construed as acceptance of this Code.

1.5 Deliberate (or malicious) infringement of this Code of Conduct by any Governor may result in a formal [written] warning from the Clerk or Chair. Any incidents of further deliberate infringement of this Code of Conduct following a formal warning will be grounds for a formal agenda resolution of the Corporation ending the membership of the Governor concerned. Following the resolution, a letter will be sent to the Governor. Upon service of this notice membership ends automatically. There may be instances of deliberate infringement which the Chair considers so serious that a formal warning will not be given, and in such instances the Chair may proceed directly to a formal agenda resolution of the Corporation ending the membership of the Governor concerned.

1.6 The Code applies to Associate Governors.

2.0 Interpretation

- 2.1 In this Code “College” means Walsall College and “Governor”, “Chair”, “Principal” and “Clerk” mean respectively the Governors, Chair, Principal and Clerk for the time being of the Corporation. The “Corporation” is the technically correct term for the Board of Governors. All other definitions have the same meanings as given in the College’s Instrument and Articles of Government, and words importing one gender will import any gender.
- 2.2 The Code of Conduct shall apply, as far as is practicable, to members of Corporation Committees who are not Governors.

3.0 Duties

- 3.1 Governors owe a fiduciary duty to the College. This means that they are in a position of trust with respect to the College and are obliged to act solely for the College’s benefit. Each Member should show honesty, diligence and independence (subject to the provisions of paragraph 7 of this Code) in their dealings with the College.
- 3.2 Whatever decisions Governors take at meetings of the Corporation and its committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The “benefit of the College” can be taken to mean, first and foremost, the interests of its students and other users of the College’s services, and the safeguarding of public funds. Governors should have regard to those interests, and must not allow any sectional interest to take precedence. Each member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given by any other body or person.

The interests of the College include the aims and objectives of the strategic plan as approved by the Corporation. In particular, Governors are not appointed as ‘representatives’ or ‘delegates’ of any outside body, and may not lawfully be bound by mandates given by others.

- 3.3 Governors must observe the provisions of the College’s Instrument and Articles of Government and in particular the responsibilities given to the Corporation listed in the College’s Articles of Government. Those responsibilities, including a list of “reserved” responsibilities which are so important that they must not be delegated, are set out in Chapter 1 of “Governance at Walsall College”.
- 3.4 Governors should also have regard to the different, but complimentary, responsibilities given to the Principal as the College’s Chief Executive. Whereas it is the Corporation’s function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal’s role to implement the Corporation’s decisions, and to manage the College’s affairs within the budgets and framework fixed by the Corporation. Governors should work together so that the Corporation and the Principal perform their respective roles effectively.
- 3.5 Governors are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the Education and Skills Funding Agency (ESFA) as a condition of receiving public funds.

- 3.6 Although the ESFA is the main provider of funds to the College, Governors should note that they are also responsible for the proper use of income derived from other sources, such as Office for Students, West Midlands Combined Authority and other bodies.

- 3.7 Governors must, as a condition of membership, undertake to uphold the College's EDI policies.

4.0 Skill, Care and Diligence

Governors should in all their work for the College exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the College, for example, when functions are delegated to a committee of the Corporation or the Chair. Governors should be careful to act within the terms of reference of any committees on which they serve.

Governors of the Corporation must exercise independence of judgement and shall not be bound in their speaking and voting by mandates given them by other bodies or persons.

5.0 Powers

Governors are responsible for taking decisions which are within the powers given to the Corporation by Sections 18 and 19 of the Further and Higher Education Act 1992, as amended by the Education Act 2011. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, he should immediately refer the matter to the Clerk for advice.

6.0 Conflicts of Interest

- 6.1 Like other persons who owe a fiduciary duty, Governors should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

- 6.2 Governors are reminded that under the College's Instrument of Government they must not take or hold any interest in any of the College's properties or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education.

- 6.3 Governors are also reminded that under of the College's Instrument of Government they must disclose to the Corporation the nature and extent of any financial interest which they have, or may have, in:

the supply of work or goods to or for the purposes of the College;

any contract or proposed contract concerning the College; or

any other matter relating to the College.

- 6.4 However, an interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere

Chapter Four – Composition of the Corporation and Appointment of Members

with the exercise of a Governor's independent judgement, then the interest, financial or otherwise, should:

be reported to the Clerk; and

be fully disclosed to the Corporation before the matter giving rise to the interest is considered.

Governors should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter.

The policy on Declarations of Interest is presented in Chapter Seven of "Governance at Walsall College".

- 6.5 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of gifts, hospitality or benefits exceeding £25 in value should immediately be reported to the Clerk.
- 6.6 The Clerk will maintain a Register of Governors' Interests which will be open for public inspection. Governors are required to disclose routinely to the Corporation all interests, financial or otherwise, which come within the terms of the policy on declaration. Governors should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members should have regard to the meaning given to "interest" in paragraph 6.4 of this Code.
- 6.7 In addition to the completion of the annual "Declaration of Interest" form, the agenda of all relevant meetings contain an item "Declaration of Interests".

7.0 Collective Responsibility

- 7.1 The Corporation operates by Governors taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Governors collectively and each individual member has a duty to stand by it, whether or not they were present at the meeting of the Corporation when the decision was taken.
- 7.2 If a Governor disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, he should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets.
- 7.3 If no meeting is scheduled, the Governor should refer to the College's Instrument of Government and to the Standing Orders (Chapter 5) for explanation of the power to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Governor's views in advance to the other Governors. Alternatively, the Governor may decide to offer his resignation from office, after consulting the Chair.
- 7.4 Procedures for ensuring items are placed on agendas are explained in the Standing Orders of Chapter 5.

8.0 Confidentiality

- 8.1 Because of the Corporation's public accountability, Governors should ensure that, as a general principle, students and staff and the public have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are as far as possible available for public inspection in accord with Chapter 7 of Governance At Walsall College.
- 8.2 There will be occasions when committee papers and decisions will not be made available for public inspection, for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. The Corporation's policy on confidentiality and access to information is explained at Chapter 7 of "Governance at Walsall College". Staff and Student Members may not have access to minutes dealing with matters in respect of which they are required to withdraw from meetings under Section 13 of the College's Instrument of Government.
- 8.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors must keep confidential any matter which, by reason of its nature, the Chair or the Governors or the Chair or the members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.
- 8.4 Governors must keep confidential any information in a confidential committee report.
- 8.5 Governors should not make written or verbal statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained approval of the Chair or, in his absence, the Vice Chair.
- 8.6 **It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Corporation or its committees.**

9.0 Attendance at Meetings

A high level of attendance at meetings of the Corporation is expected so that Governors can perform their functions properly. The expectation from members is 80%. Corporation is aware that this is a "stretch" target.

Apologies are required for non-attendance and should be submitted as far in advance of a meeting as possible so that the Clerk can check on quorum requirements.

10.0 Governor Development

- 10.1 All newly appointed governors are required to participate in the governor induction programme.
- 10.2 Governors are expected to develop their abilities to meet their duties and responsibilities by participating in the College's governance induction and training

programmes, including regular refresher workshops. See Governor Training at Chapter 8 of Governance at Walsall College.

- 10.3 In order to promote more effective governance, Governors will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing process of self-evaluation.

11.0 Disclosure and Barring Service (DBS) Clearances

Governors must secure a DBS clearance, via the College. A clearance secured elsewhere would no longer be acceptable. The appointment process has not been fully completed until clearance has been secured. Where an appointee has not secured clearance, despite reminders from the Clerk, this matter will be brought to the attention of the Chair of the Corporation with a view to the discussion by the Search and Governance Standards Committee of removing the appointee from the Corporation unless the DBS clearance is progressed promptly. All Governors, excluding students, will be subject to DBS checks.

12.0 Protection from Abuse Procedures

A governor, including the Chair of Governors, will be suspended whilst allegations of abuse against a student under 18 or a vulnerable adult, are investigated if a formal complaint has been received in accord with the College's procedures.

13.0 Termination of Term of Office

- 13.1 The grounds on which a term of office can be terminated are summarised in "Governance at Walsall College" (Chapter 4, Section D) and in section 10 of the Instrument and Articles of Government.
- 13.2 Governors who have decided to resign are required to give three months notice.

APPENDIX

CHAIR OF AUDIT COMMITTEE: ROLE DESCRIPTION

1. APPOINTMENT AND ACCOUNTABILITY

- The Committee Chair will be approved by Corporation;
- The Committee Chair is responsible to the Corporation for the effective discharge of the Committee's terms of reference, which are approved by Corporation.

2. LEADERSHIP

The Chair is responsible for

- The leadership of the Committee;
- Ensuring that the Committee fulfils its terms of reference and that college activities and performance within its remit is effectively monitored;
- Ensuring that the Committee exercises collective responsibility, ie where necessary, decisions are taken or recommendations made to Corporation and adhered to by all members;
- Encouraging members to work together effectively, contributing their skills and expertise appropriately, to develop a sense of team spirit;
- Ensuring that the Committee adheres to accepted standards of behaviour in public life, in accordance with the Nolan Principles and the Corporation's Code of Conduct;
- Establishing a constructive, supportive but challenging working relationship with the Principal and Executive team, recognising the separate roles of governance and management, and avoiding involvement in the day-to-day executive management of the institution;
- Keeping in touch with the Director of Finance & MIS throughout the year on matters relating to the committee business;
- Ensuring that the college auditors are invited to each meeting;
- Developing effective working relationships with the Clerk to the Committee, working closely together on Committee business.

3. COMMITTEE BUSINESS

The Chair should ensure that:

- The Committee acts in accordance with
 - i. The Instrument and Articles of Government
 - ii. Other external regulatory requirements including the Post 16 Audit Code of Practice
 - iii. Governance at Walsall College

And should seek the advice of the Clerk in case of any uncertainty

- The proposed agenda for each meeting is received and agreed in advance
- Through liaison with the Clerk, all relevant information is presented to the Committee in a concise and timely manner
- Committee business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business
- Meetings are run according to the agenda, with time given to items according to their priority. Dominance of the discussion by a few individuals should be discouraged and encouragement given to all governors, including staff and student governors, to contribute
- Draft minutes are received and reviewed prior to them being circulated to other Committee members
- An up-to-date register of members' interests is maintained by the Clerk, and any conflict pertinent to the work of the Committee is identified and managed appropriately
- There is Committee involvement in the periodic tendering exercises for audit services.

4. THE COMMITTEE' PERFORMANCE

The Chair should:

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- Ensure that the Committee self-assesses its own performance/processes in the summer term
- Encourage members to participate in appropriate training and development relevant to their Committee role
- Contribute to the recruitment of new Committee members and ensure effective Committee succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise.

5. THE EXTERNAL ROLE

The Chair may be asked to:

- Represent the Committee at external meetings, presentations and conferences (this is not an exclusive role and should involve other members)
- Play an agreed ambassadorial role on the college's behalf
- Liaise between key stakeholders and the college, as agreed with senior college staff

6. PERSONAL QUALITIES

The Chair will:

- Demonstrate a strong personal commitment to further education and college values, aims and objectives
- Be aware of the general audit landscape by keeping up to date with the education press and announcements from DfE, AOC and the FE Commissioner
- Be aware of briefings and guidance issued from time to time by the college auditors
- Act fairly and impartially in the Committee and college's interests, using independent judgement and maintaining confidentiality as appropriate
- Deal with any problems, issues or concerns which arise clearly and decisively, but with sensitivity and diplomacy
- Attend meetings of which s/he is Chair or a member, giving timely apologies if absence is unavoidable
- Make him/ herself available to attend induction/training events organised by the college/other bodies
- Act as a champion for the work of the Audit Committee in the wider activities of the Corporation, including oversight of board assurance, risk management, fraud prevention and value for money
- Be aware of the overall time commitment required of the Chair to effectively carry out the role noting that this will fluctuate from week to week. This takes into account meetings with the Principal, Executive team and/or Clerk, liaison with other Governors, preparation reading/planning for meetings and wider reading.

THE CHAIR AND VICE CHAIR OF THE CORPORATION: ROLE DESCRIPTION

1 APPOINTMENT AND ACCOUNTABILITY

- The Chair/ Vice Chair should be elected by all Corporation members in accordance with statutory procedures
- The Chair/ Vice Chair are responsible to the Corporation
- The Vice Chair shall deputise for the Chair in discharging all of the Chair's responsibilities listed below where the Chair is unable to due to absence, illness or a conflict of interest.

2 LEADERSHIP

The Chair is responsible for

- The leadership of the Corporation;
- Ensuring that the Corporation exercises its control over the college's strategic direction and that college performance is effectively assessed against Corporation approved objectives/ indicators;
- Ensuring that the Corporation exercises collective responsibility, ie corporate decisions are taken and adhered to by all members;

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- Encouraging members to work together effectively, contributing their skills and expertise appropriately, to develop a sense of team spirit;
- Ensuring that the Corporation adheres to accepted standards of behaviour in public life, in accordance with the Nolan Principles and the Board's Code of Conduct;
- Working within Corporation protocols for use of delegated authority or Chair's action, reporting all instances of using delegated authority or Chair's action to the next Corporation meeting;
- Establishing a constructive, supportive but challenging working relationship with the Principal, recognising the separate roles of governance and management, and avoiding involvement in the day-to-day executive management of the institution;
- Developing effective working relationships with the Clerk to the Corporation, working closely together on Corporation business.

3 CORPORATION BUSINESS

The Chair should ensure that:

- The Corporation acts in accordance with
 - i. The Instrument and Articles of Government
 - ii. Other external regulatory requirements
 - iii. Governance at Walsall College

And should seek the advice of the Clerk in case of any uncertainty

- Through liaison with the Clerk, all relevant information is presented to the Corporation and its committees through its Corporation reports
- Corporation business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business
- Meetings are run according to the agenda, with time given to items according to their priority. Dominance of the discussion by a few individuals should be discouraged and encouragement given to all governors, including staff and student governors, to contribute;
- An up-to-date register of members' interests is maintained by the Clerk, and any conflict is identified and managed appropriately
- Any documents signed using the Corporation Seal are reported to the next Corporation meeting;
- The signing of any documents on the Corporation's behalf is expected to be following Corporation approval of such an action;
- In relation to senior post-holder appointments (ie the Principal and Clerk), s/he assists in compiling job descriptions and person specifications, and supervises selection and appointment processes;
- S/he instigates any disciplinary action against senior postholders
- In meetings, procedures are complied with, liaising with committee chairs to ensure reasonable consistency of practice within Corporation business
- A clear conclusion is reached at appropriate points in the Corporation meeting proceedings

4 THE CORPORATION' PERFORMANCE

The Chair should:

- Ensure that the Corporation self-assesses its own performance/processes, and conducts regular review of members' performance, acting as reviewer;
- Encourage members to participate in appropriate training and development
- Ensure appropriate performance review processes exist, and are used, college-wide
- Together with the Vice Chair, conduct the performance appraisals of the Principal and the Clerk to the Corporation, and make recommendations to the Corporation accordingly
- Encourage and participate in the review of his/her own performance and participate in training and development to enhance his/her work as Chair
- Participate in the recruitment of new Corporation members and ensure effective Corporation succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise.

5 THE EXTERNAL ROLE

The Chair may be asked to:

- Represent the Corporation and college at external meetings, presentations and conferences (this is not an exclusive role and should involve other members)
- Play an agreed ambassadorial role on the college's behalf
- Liaise between key stakeholders and the college, as agreed with senior college staff
- Attend meetings of the AOC Midlands Chairs group.

6 PERSONAL QUALITIES

The Chair will:

- 1 Demonstrate a strong personal commitment to further education and college values, aims and objectives
- 2 Act fairly and impartially in the Corporation and college's interests, using independent judgement and maintaining confidentiality as appropriate
- 3 Deal with any problems, issues or concerns which arise clearly and decisively, but with sensitivity and diplomacy
- 4 Attend meetings of which s/he is Chair or a member, giving timely apologies if absence is unavoidable
- 5 Make him/ herself available to attend induction/training events organised by the college/other bodies
- 6 Be aware of the overall time commitment required of the Chair to effectively carry out the role (estimated at averaging one working day per week, noting that this will fluctuate from week to week). This takes into account meetings with the Principal and/or Clerk, liaison with other Governors, preparation reading/planning for meetings and wider reading.

CHAIR OF FINANCE AND RESOURCES COMMITTEE: ROLE DESCRIPTION

- **Appointment and Accountability**
- The Committee Chair will be approved by Corporation;
- The Committee Chair is responsible to the Corporation for the effective discharge of the Committee's terms of reference, which are approved by Corporation.

2 Leadership

The Chair is responsible for

- The leadership of the Committee;
- Ensuring that the Committee fulfils its terms of reference, that college performance within its remit is effectively monitored, and that value for money considerations are taken into account;
- Ensuring that the Committee exercises collective responsibility, ie where necessary, decisions are taken or recommendations made to Corporation and adhered to by all members;
- Encouraging members to work together effectively, contributing their skills and expertise appropriately, to develop a sense of team spirit;
- Ensuring that the Committee adheres to accepted standards of behaviour in public life, in accordance with the Nolan Principles and the Board's Code of Conduct;
- Establishing a constructive, supportive but challenging working relationship with the Principal and Executive team, recognising the separate roles of governance and management, and avoiding involvement in the day-to-day executive management of the institution;
- Attending meetings with the Director of Finance & MIS in the role of Link Governor at least termly, but at a frequency that is mutually agreed;
- Developing effective working relationships with the Clerk to the Committee, working closely together on Committee business.

3 Committee Business

The Chair should ensure that:

- The Committee acts in accordance with
 - i. The Instrument and Articles of Government
 - ii. Other external regulatory requirements
 - iii. Governance at Walsall College

And should seek the advice of the Clerk in case of any uncertainty

- The proposed agenda for each meeting is received and agreed in advance
- Through liaison with the Clerk, all relevant information is presented to the Committee in a concise and timely manner
- Committee business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business
- Meetings are run according to the agenda, with time given to items according to their priority. Dominance of the discussion by a few individuals should be discouraged and encouragement given to all governors, including staff and student governors, to contribute
- Draft minutes are received and reviewed prior to them being circulated to other Committee members
- An up-to-date register of members' interests is maintained by the Clerk, and any conflict pertinent to the work of the Committee is identified and managed appropriately

4 The Committee' Performance

The Chair should:

- Ensure that the Committee self-assesses its own performance/processes in the summer term
- Encourage members to participate in appropriate training and development relevant to their Committee role
- Contribute to the recruitment of new Committee members and ensure effective Committee succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise.

5 The External Role

The Chair may be asked to:

- Represent the Committee at external meetings, presentations and conferences (this is not an exclusive role and should involve other members)
- Play an agreed ambassadorial role on the college's behalf
- Liaise between key stakeholders and the college, as agreed with senior college staff

6 Personal qualities

The Chair will:

- Demonstrate a strong personal commitment to further education and college values, aims and objectives
- Be aware of the general FE landscape by keeping up to date with the education press and announcements from Ofsted, DfE, AOC and the FE Commissioner, with particular reference to the areas within the remit of the F&R Committee
- Have a broad understanding of financial and management accounting, HR, Estates and Health & Safety requirements
- Act fairly and impartially in the Committee and college's interests, using independent judgement and maintaining confidentiality as appropriate

Chapter Four – Composition of the Corporation and Appointment of Members

- Deal with any problems, issues or concerns which arise clearly and decisively, but with sensitivity and diplomacy
- Attend meetings of which s/he is Chair or a member, giving timely apologies if absence is unavoidable
- Make him/ herself available to attend induction/training events organised by the college/other bodies
- Be aware of the overall time commitment required of the Chair to effectively carry out the role noting that this will fluctuate from week to week. This takes into account meetings with the Principal, Executive team and/or Clerk, liaison with other Governors, preparation reading/planning for meetings and wider reading.

CHAIR OF LEARNING AND QUALITY COMMITTEE: ROLE DESCRIPTION

1 APPOINTMENT AND ACCOUNTABILITY

- The Committee Chair will be approved by Corporation;
- The Committee Chair is responsible to the Corporation for the effective discharge of the Committee's terms of reference, which are approved by Corporation.

2 LEADERSHIP

The Chair is responsible for

- The leadership of the Committee;
- Ensuring that the Committee fulfils its terms of reference and that college performance within its remit is effectively monitored;
- Ensuring that the Committee exercises collective responsibility, ie where necessary, decisions are taken or recommendations made to Corporation and adhered to by all members;
- Encouraging members to work together effectively, contributing their skills and expertise appropriately, to develop a sense of team spirit;
- Ensuring that the Committee adheres to accepted standards of behaviour in public life, in accordance with the Nolan Principles and the Board's Code of Conduct;
- Establishing a constructive, supportive but challenging working relationship with the Principal and Executive team, recognising the separate roles of governance and management, and avoiding involvement in the day-to-day executive management of the institution;
- Attending meetings with the Assistant Principals for Curriculum and Quality & HE in the role of Link Governor at least termly, but at a frequency that is mutually agreed;
- Attending termly Quality Summits for agreed curriculum areas (as determined by the Link Governor arrangements agreed with Corporation)
- Attending Student Voice Committee (as an observer if not also a member of that Committee) to ensure effective links between Committees;
- Participating in Learning Walks as agreed with the Assistant Principal Quality & HE
- Developing effective working relationships with the Clerk to the Committee, working closely together on Committee business.

3 COMMITTEE BUSINESS

The Chair should ensure that:

- The Committee acts in accordance with
 - i. The Instrument and Articles of Government
 - ii. Other external regulatory requirements
 - iii. Governance at Walsall College

And should seek the advice of the Clerk in case of any uncertainty

- The proposed agenda for each meeting is received and agreed in advance
- Through liaison with the Clerk, all relevant information is presented to the Committee in a concise and timely manner

Chapter Four – Composition of the Corporation and Appointment of Members

- Committee business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business
- Meetings are run according to the agenda, with time given to items according to their priority. Dominance of the discussion by a few individuals should be discouraged and encouragement given to all governors, including staff and student governors, to contribute
- Draft minutes are received and reviewed prior to them being circulated to other Committee members
- An up-to-date register of members' interests is maintained by the Clerk, and any conflict pertinent to the work of the Committee is identified and managed appropriately

4 THE COMMITTEE' PERFORMANCE

The Chair should:

- Ensure that the Committee self-assesses its own performance/processes in the summer term
- Encourage members to participate in appropriate training and development relevant to their Committee role
- Contribute to the recruitment of new Committee members and ensure effective Committee succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise.

5 THE EXTERNAL ROLE

The Chair may be asked to:

- Represent the Committee at external meetings, presentations and conferences (this is not an exclusive role and should involve other members)
- Play an agreed ambassadorial role on the college's behalf
- Liaise between key stakeholders and the college, as agreed with senior college staff

6 PERSONAL QUALITIES

The Chair will:

- Demonstrate a strong personal commitment to further education and college values, aims and objectives
- Be aware of the general FE landscape by keeping up to date with the education press and announcements from Ofsted, DfE, AOC and the FE Commissioner
- Act fairly and impartially in the Committee and college's interests, using independent judgement and maintaining confidentiality as appropriate
- Deal with any problems, issues or concerns which arise clearly and decisively, but with sensitivity and diplomacy
- Attend meetings of which s/he is Chair or a member, giving timely apologies if absence is unavoidable
- Make him/ herself available to attend induction/training events organised by the college/other bodies
- Attend the end of year award ceremonies, HE Graduation, Student Conference and other college events if possible and at the invitation of the Principal
- Be aware of the overall time commitment required of the Chair to effectively carry out the role noting that this will fluctuate from week to week. This takes into account meetings with the Principal, Executive team and/or Clerk, liaison with other Governors, preparation reading/planning for meetings and wider reading.

CHAIR OF STUDENT VOICE COMMITTEE: ROLE DESCRIPTION

1 APPOINTMENT AND ACCOUNTABILITY

- The Committee Chair will be approved by Corporation;
- The Committee Chair is responsible to the Corporation for the effective discharge of the Committee's terms of reference, which are approved by Corporation.

2 LEADERSHIP

The Chair is responsible for

- The leadership of the Committee;
- Ensuring that the Committee fulfils its terms of reference and that there are effective mechanisms to engage students in its work
- Ensuring that the Committee exercises collective responsibility, ie where necessary, decisions are taken or recommendations made to Corporation and adhered to by all members;
- Encouraging members to work together effectively, contributing their skills and expertise appropriately, to develop a sense of team spirit;
- Ensuring that the Committee adheres to accepted standards of behaviour in public life, in accordance with the Nolan Principles and the Board's Code of Conduct;
- Establishing a constructive, supportive but challenging working relationship with the Principal and Executive team, recognising the separate roles of governance and management, and avoiding involvement in the day-to-day executive management of the institution;
- Attending meetings with the Assistant Principal Workforce Development and Learning Services in the role of Link Governor at least termly, but at a frequency that is mutually agreed;
- Developing effective working relationships with the Clerk to the Committee, working closely together on Committee business.

3 COMMITTEE BUSINESS

The Chair should ensure that:

- The Committee acts in accordance with
 - i. The Instrument and Articles of Government
 - ii. Other external regulatory requirements
 - iii. Governance at Walsall College

And should seek the advice of the Clerk in case of any uncertainty

- The proposed agenda for each meeting is received and agreed in advance
- Through liaison with the Clerk, all relevant information is presented to the Committee in a concise and timely manner
- Committee business is carried out efficiently and effectively, in a manner appropriate for the conduct of public business
- Meetings are run according to the agenda, with time given to items according to their priority. Dominance of the discussion by a few individuals should be discouraged and encouragement given to all governors, including staff and student governors, to contribute
- Draft minutes are received and reviewed prior to them being circulated to other Committee members
- An up-to-date register of members' interests is maintained by the Clerk, and any conflict pertinent to the work of the Committee is identified and managed appropriately

4 THE COMMITTEE' PERFORMANCE

The Chair should:

- Ensure that the Committee self-assesses its own performance/processes in the summer term
- Encourage members to participate in appropriate training and development relevant to their Committee role

Chapter Four – Composition of the Corporation and Appointment of Members

- Contribute to the recruitment of new Committee members and ensure effective Committee succession plans are in place, taking account of the need to ensure a diverse membership with the necessary skills and expertise
- Encourage participation in the committee by the widest possible cohort of students

5 THE EXTERNAL ROLE

The Chair may be asked to:

- Represent the Committee at external meetings, presentations and conferences (this is not an exclusive role and should involve other members)
- Play an agreed ambassadorial role on the college's behalf
- Liaise between key stakeholders and the college, as agreed with senior college staff

6 PERSONAL QUALITIES

The Chair will:

- Demonstrate a strong personal commitment to further education and college values, aims and objectives
- Be aware of the general FE landscape by keeping up to date with the education press and announcements from Ofsted, DfE, AOC, NUS and the FE Commissioner, with particular reference to the areas within the remit of the Student Voice Committee
- Have a broad understanding of the curriculum offer and pastoral/enrichment activities available at the college
- Act fairly and impartially in the Committee and college's interests, using independent judgement and maintaining confidentiality as appropriate
- Deal with any problems, issues or concerns which arise clearly and decisively, but with sensitivity and diplomacy
- Attend meetings of which s/he is Chair or a member, giving timely apologies if absence is unavoidable
- Make him/ herself available to attend induction/training events organised by the college/other bodies
- Attend Student Conference, HE Graduation, award ceremonies and other student activities where possible and at the invitation of the Principal, Exec team or SU President
- Act as a point of contact or mentor for student governors if required
- Be aware of the overall time commitment required of the Chair to effectively carry out the role noting that this will fluctuate from week to week. This takes into account meetings with the Principal, Executive team and/or Clerk, liaison with other Governors, preparation reading/planning for meetings and wider reading.

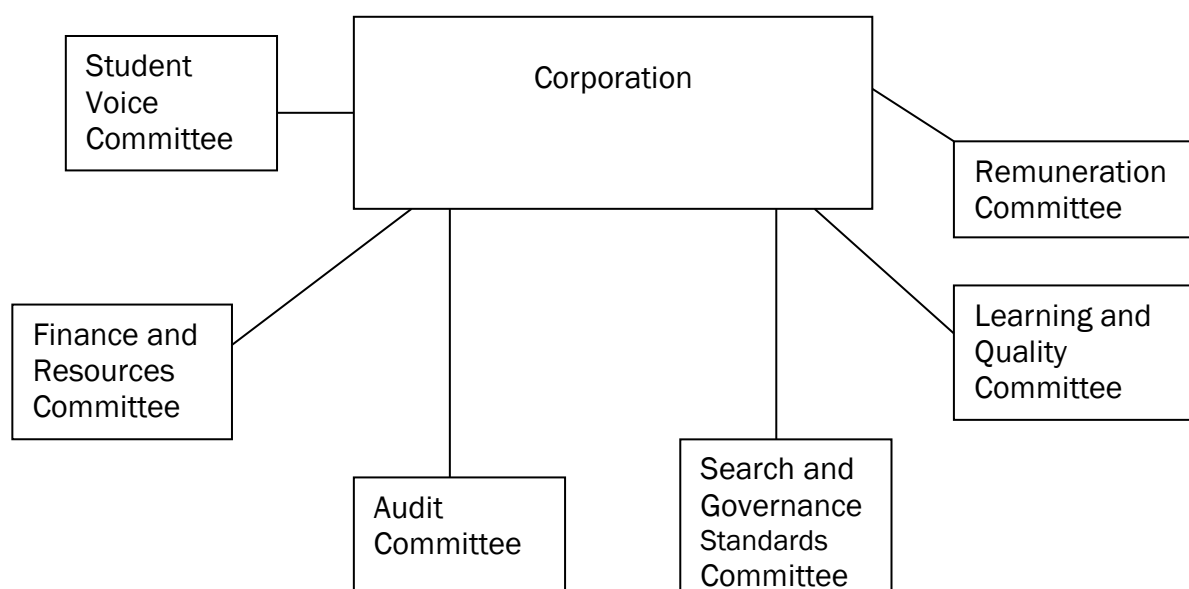
CHAPTER FIVE: CONDUCT OF THE GOVERNING BODY

A. THE COMMITTEE STRUCTURE

- 1.0 The structure of the Corporation and its Committees is shown on the attached diagram. The expertise available at committee meetings coupled with the greater time for debate means that governors can examine issues more rigorously and effectively by operating this structure than would be the case if matters were referred directly to the full Corporation.
- 2.0 Effective reporting of committee business to the Corporation is viewed as essential. Summaries of Committee minutes are presented to all meetings of the Corporation, with full minutes available to Governors via the document library on Convene. On matters of particular importance an executive summary of the paper considered by the committee, or the full paper which was considered by the committee, goes to the Corporation.
- 3.0 The committees are:

Finance and Resources Committee
Audit Committee
Learning and Quality Committee
Search and Governance Standards (Search Committee with additional responsibilities)
Remuneration
Student Voice Committee

Committee Structure



B. TERMS OF REFERENCE

- 1.0** Each Committee reviews its Terms of Reference and its performance as part of the annual review leading to the Corporation's Self-Assessment Report. See "Self-Assessment by the Corporation" in Chapter Three.

1.1 The Articles and Corporation Committees

Section 4 of the Articles states:

The Corporation may establish a committee of the Corporation for any purpose or function, other than those assigned elsewhere in these Articles to the Principal, and may delegate powers to such a committee or to the Chair of the Corporation or in the Chair's absence, the Vice Chair, or to the Principal.

The number of members of a Committee established under this article, and the terms on which they are to hold and vacate office shall be determined by the Corporation.

Such a committee may include persons who are not members of the Corporation.

The Corporation may also establish committees under collaborative arrangements with other further education institutions or schools.

- 1.2** The Audit and Search and Governance Standards Committees are the only committees required under the Instrument and Articles.

C. CHAIR: POWER TO ACT

- 1.0** Specification of matters to be dealt with under Chair's Action:

- routine action which would not have merited an agenda item and discussions at a Governing Body meeting (Quotation from the FEFC - Guide to Clerks).
- the signing of legal documents, where the policy relating to the matter in hand has been approved by the Corporation or one of its Committees, and; the documents had been recommended for Chair's signature by the Corporation's legal advisors.
- agreement to partnership arrangements on the recommendation of the Director of Finance. Such partnership arrangements having been previously approved in principle by the Finance and Resources Committee or Corporation, or intended to be ratified by the next meeting of the Finance and Resources Committee or Corporation.
- urgent purchases over the limit in the Financial Regulations requiring Finance and Resources Committee approval where, on the advice of the Director of Finance & MIS, action has to be taken before the next meeting of the Finance and Resources Committee or Corporation.
- the signing of documents jointly with the Principal involving arrangements with other agencies, where the relevant broad policy has already been

approved by the relevant Committee, and where, in appropriate cases, the actual contract has already been approved by the College's legal advisors.

It is the responsibility of the Principal, members of the Senior Management Team, and the Clerk to ensure that where the Chair's authorisation will be required, the matter has already been approved in principle at the relevant Committee meeting in advance of the Chair's authorisation being sought.

Where the matter is important and prior Corporation approval has not been sought, the Chair may refuse to deal with it on the basis of Chair's Action until the approval of Corporation or appropriate Committee has been secured.

Recording and Reporting:

Chair's Action is recorded and reported to the next meeting of the Corporation.

The Vice Chair may take Chair's Action when the Chair is unable to carry out this responsibility and/or cannot be contacted by any reasonable means to make the decision himself or herself.

D. DELEGATED FUNCTIONS

1.0 The Corporation

The Articles state that the Corporation shall NOT delegate the following:

- the determination of the educational character and mission of the institution;
- the approval of the annual estimates of income and expenditure;
- ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- the appointment or dismissal of the Principal or holder of a senior post;
- the appointment of the Clerk; and
- the modifying or revoking of the Articles.

2.0 Committees

The Terms of Reference clearly identify responsibilities, and distinguish between those issues on which a committee has delegated powers to make a decision, and those on which the committee is empowered only to make a recommendation to another committee or to the Corporation.

For each committee there is an annual programme of main agenda items.

Committees assess their own performance on a regular basis.

3.0 Delegated Powers of Principal and Chair

The roles and powers of the Principal and Chair are explained in Chapter 1.

Corporation meetings include reports on the use of the Seal and the Chair's Power to Act, where appropriate.

At each meeting of the Corporation the Principal presents a report on the key management issues facing the College, including use of delegated powers.

4.0 Reporting the Use of Delegated Powers

At each meeting of the Corporation the Clerk presents a report on the work of the committees. Committee reports are available on the governors' secure portal. The rules governing the presentation of minutes are as follows:

- 1 Full minutes are noted at Corporation meetings once they have been agreed by the Committee Chair. Until the minutes have been approved by the subsequent Committee meeting they are technically still draft.
- 2 Some meetings occur close to the deadline for despatch of Committee papers. For such meetings minutes will be emailed to members as soon as they have been agreed by the Committee Chair. They will then be referred to at the Corporation meeting. Committee minutes are no longer provided in the meeting packs for information as they are available on Convene to be reviewed by Governors. Corporation papers included a list of meetings held and minutes available on Convene.
- 3 The Clerk will report the main decisions taken for any meetings for which full minutes are not yet available.
- 4 Committee Chairs and governors are encouraged to comment on the work of the Committees.

E. SCHEDULE FOR THE PROVISION OF INFORMATION TO THE CORPORATION AND TO COMMITTEES

- 1.0** For each committee there is an annual programme for major management and monitoring reports and major regular agenda items. The programme is presented by the Clerk to the Committee's first meeting in the new College year for approval.

The programme is reviewed on an annual basis. See Chapter Three "Self-Assessment by The Corporation".

Committees at Walsall College meet on a frequent basis and this makes it far easier for them to be kept abreast of emerging issues falling within their terms of reference.

- 2.0** It is the Committee Lead Manager's responsibility to ensure that the Committee's information needs are met.
- 3.0** The terms of reference of all committees are reviewed annually to ensure that all major strategic issues are allocated within the committee structure.
- 4.0** As part of their annual self-assessment process all committees consider the quality, adequacy and timeliness of reports from management.
- 5.0** The Chair and Principal meet on a regular basis. A regular item for discussion is the identification of issues to be referred to committees.

F. THE STANDING ORDERS FOR THE CONDUCT OF THE CORPORATION AND CORPORATION COMMITTEES OF WALSALL COLLEGE

1.0 Quorum

- 1.1 The quorum for the Corporation is 40%.
- 1.2 The quorum for Corporation Committees is specified in their Terms of Reference, and is generally set at 40%.
- 1.3 The rules on quorum apply not only at the start of a meeting but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest.
- 1.4 An inquorate meeting cannot make valid decisions. Where a meeting is inquorate discussion can take place only on the basis of an informal “Chair’s briefing”.

2.0 Voting and Procedures at Meetings

- 2.1 Every question to be decided at a meeting should be determined by a majority of the votes of the members present and eligible to vote on the issue. The question will be put to the meeting by the Chair. **The Chair will have a second or casting vote in the event of a tie.**
- 2.2 Proxy votes on behalf of absent Governors are not permitted.
- 2.3 A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Governing Body in committing expenditure, making a contract or incurring debt or liability. Rules on staff and student governors are as expressed in the Instrument and Articles.
- 2.4 Should an individual member of the Governing Body request a vote on a particular issue being discussed under the agenda, the Chair must allow it to take place.
- 2.5 It is for the Chair to decide whether to record the number voting for and against in the minutes.
- 2.6 It is for the Chair to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded.
- 2.7 Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor has the right to have his or her disagreement recorded in the minutes.
- 2.8 The Chair will determine the order in which members of a Committee will speak, seeking to achieve an appropriate representation of the views of members present.
- 2.9 The Chair may limit the number of times a member may speak on a single item if, in his opinion, it is repetitive or otherwise hindering the contributions from other members.
- 2.10 Members of the Corporation and its Committees must exercise independence of judgement and shall not be bound in their speaking and voting by mandates given to them by other bodies or persons, in accordance with the Code of Conduct.

3.0 Proposals and Amendments

- 3.1 Proposals can only relate to agenda items. It is not permissible to seek to introduce during the course of a meeting a new issue which is not on the agenda. The means of ensuring an item is placed on the agenda are considered at Section 13.
- 3.2 Where an amendment is proposed it must be within the scope of the agenda and must not commit the meeting to anything more onerous than the original motion. Thus amendments which substantially alter the motion should not be accepted.
- 3.3 The essence of the amendment is that it must amend, therefore it cannot be a direct negative of the original proposal.
- 3.4 The amendment must be proposed and seconded.
- 3.5 If there are several amendments to a motion then priority is in accordance with the order of the words in the motion.
- 3.6 The Chair has no right of himself to confirm the motion and the amendment. The Chair must outline to the meeting the original motion, explain what the amendment is and put the amendment to the meeting.
- 3.7 If the amendment is lost the situation goes back to the original position and the original motion must then be put.
- 3.8 If the amendment is carried then the meeting has decided only to alter the words of the original motion. Usually the Chair will read it in its new form, and he will call it the substantive motion. This is the technical term for the amended proposal.
- 3.9 The Chair should always read to the meeting exactly what has been decided.

4.0 Reconsideration of Resolutions

- 4.1 No resolution of the Governors can be rescinded or varied at a subsequent meeting of the Governing Body unless its reconsideration appears on the agenda as a specific item of business for that meeting.
- 4.2 A resolution cannot be overturned or varied, as part of discussions of matters arising from the previous minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

5.0 Declaration of Personal Interest

[See Chapter 7]

6.0 Withdrawal from Meetings: Student and Staff Governors

Limitations on student and staff members are clearly explained in the Instrument of Government.

7.0 Barring from Attendance at a Particular Meeting

If at any meeting the Chair of the meeting considers that the behaviour of a member or any other person present is such as to be disruptive or obstructive so as to affect the proper conduct of business, he or she shall have the authority to require the removal of such person or persons from the meeting and at his or her discretion from the premises. Such behaviour will include refusal to adhere to Standing Orders or the Code of Conduct.

8.0 Public Access to Agenda and Minutes

College policy is included at Chapter Seven.

9.0 Minutes

Minutes will be recorded by the Clerk and circulated as soon as practicable after the meeting, having been first checked for factual accuracy by the Lead Manager and the Chair. They will be written in a way which makes the meeting comprehensible to someone who was not present. Resolutions will be clearly indicated in bold print. Minutes will be cross referenced to the agenda papers for the meeting, through using the same title for agenda, agenda paper, and minute.

9.1 A resolution approving a paper

From time to time governors will be required to 'Approve' certain complex and lengthy documents which fall outside their normal areas of expertise. Such approval indicates governors are content that any strategic issues are in line with Corporation Mission, Policy and Strategic Direction. The approval indicates that the detail and operational issues have been considered as far as reasonably possible, placing reliance where relevant, on the professionalism of staff for the document to be technically correct, the approval of outside College advisors/auditors (where appropriate), and thereafter approval by the relevant governors' committee. Where it is significant the date of the advice by the outside advisors/auditors should be indicated on the document.

- 9.2 For Finance Reports, minutes will note that governors "received and accepted" them. This resolution may be appropriate for other papers where "approval" is not the appropriate term to describe governors' response.

10.0 The Appointment of Governors

The Search and Governance Standards Committee is responsible for Governor selection procedures and will make recommendations to the Corporation.

Details of appointment and membership issues are presented in Chapter 4.

11.0 Appointment of Chair and Vice-Chair

11.1 Chair

- (a) The Instrument and Articles clarify that 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, members shall appoint a replacement from amongst themselves.
- (b) The Clerk will circulate members seeking nominations. Neither the Principal nor any staff or student member shall be eligible to be appointed. Nominations of fellow governors and self-nominations are encouraged.

- (c) Should there be no nomination at the first time of calling, the above procedure will be repeated.
- (d) Should there be no nomination received after the second circulation of members, the matter will be put to the meeting for decision.
- (e) At the meeting of the Corporation at which the appointment of Chair is to be considered, the Clerk will take the chair for this item and conduct a ballot if there is more than one candidate; otherwise the decision will be taken by a show of hands.
- (f) As noted at paragraph 2.2 above, proxy votes on behalf of absent Governors are not permitted.
- (g) The term of office of Chair shall be the unexpired term of office as a member of the Corporation or such lesser period as the Corporation may determine.
- (h) A retiring Chair is eligible to stand for re-election unless they have served the maximum number of terms of office as a Governor.

11.2 Vice-Chair

- (a) The 2012 Instrument and Articles clarify that at the last meeting before the end of the term of office of the Vice- Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, members shall appoint a replacement from amongst themselves.
- (b) Corporation resolved in July 2017 that the post of Vice Chair should be nominated and elected every two years, with nominations encouraged from all Governors. The Vice Chair should have a close involvement with the work of the Chair.
- (c) Election procedures will reflect those for the election of Chair.
- (d) The existing Vice-Chair can stand for re-election.
- (e) The role of Vice Chair is defined in Chapter 1, alongside the definitions of the roles of Principal and Chair of the Corporation.

12.0 Chair's Action

The internal auditors recommended in October 2010 that "It would be better for the Chair to remain impartial in the election of the Vice Chair, as the decision on who to appoint should be from a majority of governors. The Chair would have a casting vote if there were a draw. It would not be appropriate for the Chair to be seen to favour one candidate over another".

The use of Chair's power to act is defined at Chapter Five, Section D.

13.0 Special Meetings

A Special Meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his or her absence, the Vice-Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda therefore are given within such period, being less than seven days, as he specifies.

The detailed arrangements governing Special Meetings are those outlined in the former LSC's "Guide for Clerks".

A Special Meeting of a Corporation Committee can be called only by the Chair of that Committee, with the agreement of the Chair of the Corporation.

14.0 Agendas

- 14.1 Committees are asked to approve an indicative schedule of main agenda items at their first meeting of the year, and to propose amendments.
- 14.2 The agenda item "Matters of Report" allows any member to raise any issue within the terms of reference, subject to the restriction that the Corporation will not make a decision on it. For this a formal agenda item will be required at a later meeting.
- 14.3 The draft agenda is drawn up by the Clerk following discussion with the Lead Manager for the Committee. The draft agenda is emailed to the Chair for consideration and approval. The Clerk will assume the Chair's approval of the agenda where the Chair does not contact them with any comments within five working days.
- 14.4 An individual governor may request that an item is included on the agenda, and this will be raised by the Clerk with the Chair at the agenda planning stage.
- 14.5 Even when the Chair is unwilling to include an item on the agenda a governor can propose it for inclusion in the next agenda. The Committee can decide, by resolution, whether to include the item on the agenda of the next meeting, and whether or not to call an additional meeting.
- 14.6 Any five Governors can require that an item be included on a Corporation agenda. A majority of Governors can request that an item be included on a committee agenda.
- 14.7 Detailed procedures for planning meetings and arranging the writing and circulation of papers are presented in Chapter 6.
- 14.8 All meetings will be summoned by the Clerk to the Corporation who shall send to members written notice of the meeting and a copy of the agenda therefore at least seven clear days in advance of the meeting
- 14.9 Draft minutes will be distributed to Committee members by the Clerk as soon as possible after the meeting, following agreement by the Lead Manager and the relevant Chair.

15.0 Tabled Papers

Tabled papers should be kept to a minimum.

A tabled paper should be allowed only after the Chair has asked the manager why the paper needed to be tabled, followed by a vote on whether to:

- consider the paper at the current meeting;
- defer the matter to the next meeting;
- refer the matter for Chair's Action by the Chair of the Corporation;
- hold an 'Additional Meeting' before the next planned meeting in order to consider the item only after members had had further opportunity to read the background papers carefully.

The Committee should only debate the paper after such a vote had been taken and this rule should be included in the standing orders. The Manager's reasons, together with the fact that a vote had been taken, would be recorded in the minutes.

Where a matter is urgent, important and unexpected, it can be sensible to deal with it through Chair's Action rather than ask a committee to reach a decision on the basis of information it has not had time to consider sufficiently.

16.0 Other Business

A copy of the Terms of Reference will be available on Convene for all Governors to access.

17.0 Public Access and Confidentiality

The College's policy is specified at Chapter Seven, Section B.

18.0 Expenses

The College's policy is specified at Chapter Nine, Section D.

19.0 Safekeeping of Committee Papers

The Clerk is required to store committee papers in a safe and orderly manner, within the facilities made available to him/her.

20.0 Staff Appointments and Dismissals

Procedures for the appointment and dismissal of senior postholders are specified in Chapter 11.

21.0 Attendance

- 21.1 Where the Corporation is satisfied that any member has been absent from meetings of the main Corporation for a period longer than six consecutive months without permission of the Corporation, the matter will be referred to the Search and Governance Standards Committee. The Corporation may give notice in writing to

that member to remove him/her from office and thereupon the office shall become vacant.

21.2 A record of committee attendance will be maintained. Governors should aim to achieve at least 80% attendance.

21.3 Action where Attendance is below Target.

The Search and Governance Standards Committee resolved to:

(a) authorise the Clerk and Chair in consultation to approach Governors whose attendance during the year had fallen below the pro rata percentage, initially by telephone, then more formally with a view to improving their attendance. Members should be aware this may result in resignation.

(b) Authorise the Clerk and Chairs of committees to approach absentee committee members to address issues like the convenience of times and days of meetings, and encourage attendance.

21.4 **Governors should notify the Clerk of their apologies as far in advance of the meeting as possible.**

22.0 Chair's Action

The Chair has power to act on behalf of the Corporation in urgent matters which occur between meetings. Power to Act is explained more fully at Chapter Five, Section D.

Use of the Chair's Action must be reported to the next meeting of the Corporation.

23.0 Code of Conduct

Members must adhere to the Code of Conduct as a condition of membership.

Deliberate breach of the Code of Conduct would be grounds for termination of membership. See section 1.5 of the Code.

24.0 Contact with Governors

The Clerk is independent of the College management structure. Contact with Governors will be via the Clerk. Governors' addresses and telephone numbers will not be published but will be provided to other governors. Letters marked 'confidential' or 'personal' will be forwarded by the Clerk who will retain and file a copy of the contents.

25.0 Frequency of Meetings

Committees other than the Remuneration Committee will meet at least once a term.

G. REGULATIONS CONCERNING CHAIRING GOVERNING BODY MEETINGS

See Chapter 4 Section G part 2.

H CHAIRING CORPORATION COMMITTEE MEETINGS AT WALSALL COLLEGE

These notes focus on practical advice to newly appointed Chairs for Walsall College Corporation committees.

It is assumed that someone becoming a committee chair will have already served on one or more committees and have a good understanding of the work of the Corporation.

1.0 First Steps

As all governors know, “Governance at Walsall College” is a comprehensive guide to the policies and procedures of the Corporation.

The part of “Governance at Walsall College” which is of most direct relevance to chairing is the section dealing with Standing Orders, and incoming chairs should pay particular attention to it.

2.0 The Responsibilities of the Committees

The Corporation is responsible for determining the educational character and mission of the College, and for oversight of its activities.

It is responsible for approving College strategy and monitoring College performance. It delegates important tasks to committees.

It is the Chair’s task to make sure these responsibilities are fully met, Committees need vigorous and effective chairs to be successful.

3.0 Agenda Planning

Each committee has a Lead Manager, who is the College’s expert in the area of activity for which the committee is responsible. The Clerk will present a programme of agenda items for the forthcoming year for the Committee’s approval.

It is the committee’s job to hold managers accountable for running the College properly, and as such to ask for additional agenda items if deemed necessary.

It is vital that this involves congratulation and recognition of successes, but it also involves Committee members recognizing that they need to be willing to ask the awkward questions as well.

4.0 Committee Papers

Corporation has been clear that it requires committee papers to be in a set format which is specified in “Governance at Walsall College”. See Appendix A. Papers should not be too long; they should not have extensive photocopied documents attached to them; members should not just be asked to note reports, and so on.

Committee chairs have a key role in ensuring papers adhere to the format and that managers are questioned in the meeting if the required standards are not met. If the Chair appears unconcerned managers will continue to ignore the Clerk’s insistence that requirements should be adhered to.

Chairs have an even more important role in checking that papers do address the issues fully and don't omit the weaknesses.

Tabled papers are to be discouraged and should only be accepted after an explanation by the manager as to why tabling is needed and a vote by members on whether to accept it.

It's a key role of the Chairs to ensure that a "strengths, weaknesses, opportunities, threats" approach is adopted by managers and committees and that managers aren't allowed to underplay difficulties.

All papers include a section on "Recommendations and Proposed Actions". Committees are there to make decisions not just "note reports". Chairs should examine the proposed action carefully.

5.0 Late Papers

The year's programme of committee meetings is approved by Corporation as early as possible in the previous year. The internal version of this shows timings for planning agendas, deadlines for papers and the dates of meetings. This is used by the Clerk as the basis on which to plan agendas, preparation and issue of papers. There is therefore generally little excuse for papers failing to meet the deadlines, and **it is a legal requirement of the Instrument and Articles that members should receive papers seven days ahead of the meeting.**

If papers are late, Chairs should ask about the reason for the delay when the committee actually meets. The Clerk does her best to get papers in on time, but there is far more pressure to ensure deadlines are met when it is known that the Chair supports this and keeps a check on this issue.

6.0 Discussion During The Meeting

Managers presenting papers should ensure that they keep their remarks brief, highlighting the key points and making clear what actions are required of Governors. Managers should never read their papers to Governors in meetings.

Agenda items all have indicative times, and these aim to give sufficient time for items to be presented and debated. Timings are a guide only though, and it is for the Chair to ensure that debate is sufficient and thorough, whilst being succinct and relevant. Where necessary, if managers and/or governors comments begin to move off topic, Chairs should intervene to bring discussions back to the agenda item. It is important that Governors maintain strategic level debate that has impact and demonstrates sufficient challenge where required.

It is also important to make sure the right questions are asked, and it is also important to make sure committee members are brought fully into the debate. There is a conflict between these two aims.

Where committee members feel the Chair will ask all the key questions without need for them to say anything meetings can – over a period of time – increasingly become a dialogue between the Chair and the managers presenting the papers, with other committee members acting as little more than spectators.

Members will feel more commitment to their committee where they feel actively involved in its business. Although it might make things a bit more difficult for them at times, managers generally prefer working to vigorous and effective committees.

If a Chair or Governor has major concerns about a paper provided, the best way forward is to contact the manager before the meeting so s/he is aware of the issue to be raised and has time to think about it.

7.0 Reaching a Conclusion

It is a great temptation for a Chair to move on to the next agenda item once “views have been aired” without actually making sure a resolution has been formulated and approved.

It is a main responsibility of Chairing to ensure that a conclusion is reached, and that the conclusion is generally more proactive than a note that the committee merely approved the paper.

The whole point of the discussion is to determine what decision the committee has reached, and this is expressed in the resolution.

The section on the paper headed “Recommendations and Proposed Actions” shows how the manager who wrote the paper hopes the committee will respond and the easiest way to formulate a resolution is to base it on the wording of the “proposed action”.

However:

Remember **the committee** has to decide how it wishes to respond. It may decide to reject the paper, ask for further information, or reach a conclusion which is significantly different from the one the manager wanted. The Chair needs to summarise the agreed actions from the debate so that the Clerk is clear on what needs to be minuted.

8.0 The Technicalities of Committee Work

“Governance at Walsall College” covers most of the problems and issues Governors are likely to need to deal with. The important area for new chairs to focus on is to foster a vigorous supportive and challenging atmosphere in the relationship between members and managers to the end that both committee members and managers feel the work of the committee has led to tangible positive benefits for learners.

The other area new chairs need to prioritise is their role in improving standards in terms of issues like:

- the quality of committee papers, and the adequacy and appropriateness of the information they contain;
- the format of papers;
- timeliness of delivery of papers;
- the quality of debate at committee and broad participation by committee members in the discussion.

I. USE OF CORPORATION SEAL

The Corporation adopts a Seal and the Chair is authorised to authenticate the application of the Seal where required and that a record be kept of all applications of the Seal.

J. THE RESPONSIBILITIES OF THE GOVERNING BODY IN RELATION TO THE CONTROL OF PUBLIC MONEY, AND TOWARDS STUDENTS, STAFF AND THE COMMUNITY

The Corporation has explicitly identified the responsibilities which it exercises in relation to the control of public money, and towards students, staff and the community, and defined how it will meet those responsibilities.

1.0 Corporate Plan

See Chapter 2 of Governance at Walsall College.

2.0 Financial Responsibility

2.1 The Corporation must ensure that its Financial Regulations are adhered to and are regularly reviewed.

The Corporation and management must follow a risk based approach to key developments and associated expenditure.

The Corporation must ensure that the College's financial procedures comply with the requirements of the Financial Memorandum, (and successor documents), and national audit regulations.

The major financial responsibilities of the Corporation are to ensure the solvency of the College, the stewardship of public funds and assets, securing value for money and accounting for the funds which have been spent. Governors approve the College's mission and strategies and ensure resources are effectively and appropriately deployed to implement the strategies.

Whatever delegation it makes to the Principal for the management of the College, the Corporation's responsibility is absolute.

2.2 The Corporation satisfies itself about the existence of a sound financial management information system. It considers and approves financial forecasts and budgets within the framework of the College's Strategic Plan. Performance and expenditure against budgets are regularly examined by governors.

The Terms of Reference of the Audit and Finance and Resources Committees define committee responsibilities, identifying those issues on which the committees make decisions and those where they advise the Corporation.

2.3 The annual cycle for the work of the Finance and Resources Committee, its terms of reference and the regularity of its meetings ensure appropriate coverage of the full range of governors' financial responsibilities. The Committee has had a major role in securing the College's financial health, and in its ambition to move forward in its financial health category.

An annual cycle has been drawn up of the key tasks facing the committee.

The Finance and Resources Committee membership includes governors who have considerable experience of handling large budgets in their working lives, and ideally should include a qualified accountant.

2.4 Members of the committee have worked with the Director of Finance & MIS over a period of time to develop the format of Finance Reports so that the information

they contain and the way it is presented fully meet the needs of the committee. The report always includes sections on financial performance including ratios and benchmarking, and recruitment and retention.

The Finance and Resources Committee clearly focuses on the financial implications of the issues facing the college, and collaborates with other committees on aspects of projects which come more properly within their terms of reference.

Meetings of the Corporation receive summaries of the Finance Reports which have been considered by the Finance and Resources Committee, in order to ensure that all governors understand and take proper responsibility for financial decision making. Corporation is able to access the Finance and Resources Committee minutes via the document library on Convene.

The Committee actively pursues value for money.

3.0 Responsibilities toward Staff

- 3.1 See Chapter 1 Section B of Governance at Walsall College.
- 3.2 Staff working in College are all employees of the Corporation. The Corporation has a responsibility to identify and adopt good employment practices and ensure that the relevant law is adhered to.
- 3.3 The Corporation delegates the operational management of human resource matters to the Principal, and through the Principal, to the Human Resources Department.
- 3.4 The Finance and Resources Committee and the Learning and Quality Committee act on behalf of the Corporation in the development and monitoring of human resources and professional development matters at a strategic level. The responsibilities of the Committees are outlined in their Terms of Reference.
- 3.5 The Corporation acts on the advice of the Remuneration Committee in the remuneration and discipline of senior post holders. Corporation delegates to Remuneration Committee responsibility for ensuring the development and appraisal of Senior Postholders.

4.0 Responsibilities toward Students and Community

- 4.1 See also Chapter 1 Section B.
- 4.2 The ways in which the Corporation seeks to identify and meet student and community needs are identified within the Strategic Plan.
- 4.3 The way governors monitor the meeting of those needs is central to the quality assurance system, and is part of the focus of the work of the Governors' Learning and Quality Committee and the Student Voice Committee. The Principal briefs Corporation on the College's role within the community through the Principal's Report.

**K LINKS BETWEEN THE CORPORATION, THE STAFF, STUDENTS AND OTHER
STAKEHOLDERS.**

Main mechanisms for governor involvement with staff include:

- (a) Members of the Executive and the Senior Management Team attend meetings of the Corporation, and main Governor training events.
- (b) Members of the Senior Management Team regularly attend Corporation Committees and present papers, for example reports by Heads of department.
- (c) There is an active “Links” scheme between particular governors and College curriculum departments and support departments.
- (d) The work of the Learning and Quality Committee gives Governors a detailed insight into the standards of recruitment, retention and success resulting from the efforts of College staff and students.
- (e) The Corporation includes two Student Governors, a Governor elected by academic staff and a Governor elected by support staff.
- (f) The Finance and Resources and Learning and Quality Committees are active in considering not just technical and procedural staffing issues, but also staff development, training and appraisal.
- g) Governors have access to Convene, which has been implemented from 2018/19 to provide electronic access to meeting paperwork and also a repository for other key reference documents and training materials for Governors. This is in addition to items that are made publically available through the College website.
- h) Governors are invited to attend all major College events and, over a period of time, this facilitates the development of contact with individual members of staff and with students.

The ways in which contacts are developed with students include the following:

- (a) The President of the Students’ Union is a student member of the Corporation, and sits on committees agreed by the Search and Governance Standards Committee.
- (b) Membership of the Student Voice Committee comprises the two student governors. Students who are not formally members of the Committee are encouraged to attend its meetings. The President of the Students Union is consulted on suggesting items for the agenda for the Student Voice Committee and in presenting papers.
- (c) In evaluating data on recruitment, retention and student performance, the Learning and Quality Committee is alert to the need to identify ways in which the College can improve the extent to which it meets the changing patterns of student need.

- (d) Governors scrutinise annual reports on student satisfaction and complaints, and action being taken by management in response. Governors are invited to attend the annual Student Conferences.
- (e) Membership of the Corporation gives student representatives important direct access to much of the most important strategic decision making in the College.
- (f) Students may attend Corporation, by invitation, to give presentations on particular issues.

L POLICY ON “GOVERNOR LINKS”

Link Governor Policy

Introduction

A Link Scheme has been long established at Walsall College. This enables Governors to engage more closely with different aspects of the organisation in order to improve governance through a better understanding of the College, its curriculum and support areas, and the wider context in which the College operates. A key aim is to develop knowledge and allow trust to develop. In turn, this fosters stronger leadership and management, which is an essential element to our aim to return to being an outstanding college delivering excellent outcomes for our learners, whatever their subject and mode of study.

The Corporation recognises that good governance practice takes place beyond designated meetings enabling managers and governors to develop a more flexible and informal approach and a better understanding and a learning relationship. Behaviour and relationships are as important as procedures and compliance.

The College recognises that Corporation members come from a variety of professional backgrounds, bringing a wide range of business/personal expertise, access to networks and general support across all areas.

Governor Links

Members of the Corporation are linked with a senior member of staff responsible for a specific area. The links for the current year are attached. Links are reviewed annually in the summer in readiness for the new academic year.

Senior managers will be informed of their Link Governor, including contact details by the Clerk every September.

All senior managers are required to invite their Link Governor to an initial meeting to provide the Governor with an introduction to the area, their staff teams and to offer a tour of the facilities/offices for the area.

It is suggested that linking could be through one or any of the following activities at timescales agreed by both parties:

- One to One link meetings to discuss developments/progress;
- Contact via phone call, Zoom, Teams or email if a quick catch up is useful without needing an actual visit to the college;
- Attendance at staff meetings in the link area, or a department within the area;

- Attendance at termly Quality Summit meetings (curriculum areas only) – these are performance management meetings attended by all curriculum staff to review topics across the academic year cycle. Invitations to these meetings will be issued via the Assistant Principal Quality and HE;
- Attendance at college events, such as student productions/shows, award ceremonies, open days, or any other such events as the senior manager deems appropriate.

It is important that Governors continue to maintain a profile at whole College Events, such as the Staff Conference or the HE Graduation.

Governors should take care to ensure that:

- they are not drawn into any opportunity for staff and students to lobby governors or to raise complaints that should properly be dealt with by management;
- they do not become involved in operational activity and decision making;
- they do not undertake informal inspection or criticism of an area of activity;
- they do not express personal opinions that may appear to be the collective view of Corporation or to give a commitment on behalf of the college.

There is no set number of link meetings that should take place – this is a matter for decision between the Governor and senior manager based on the circumstances of the area. Governors need to feel comfortable that there is sufficient contact

Ensuring the effectiveness of Governor Links and the wider involvement of Governors in college activities

The benefits of Governor Links create the ethos of a learning community in which all parties can contribute to the success of the college, and for governors will include:

- Extending governor's knowledge of staff, students, facilities and the breadth of curriculum delivery, commercial activities and support areas, and providing a more-in depth knowledge of college activity including quality issues and targets;
- Providing an opportunity for staff and students to meet informally with governors;
- Supporting governors to use their skills, experience and networks to the benefit the college.

College managers and their teams will have a greater understanding of, and contact with, the work of the Corporation and will be able to draw upon the input of an independent **"critical friend"**.

Staff and students will feel that governors are more accessible and have a more in-depth understanding of the work of the College.

Governor links should:

- Have clear boundaries that are understood by all parties involved;
- Enable governors to feel they are making a useful contribution and improving their knowledge;
- Encourage relationships with staff other than the Exec and Senior Management Team, many of whom are already well known to governors;
- Not be onerous for either governors or staff, i.e. minimise additional meetings or paperwork;
- Be monitored, reported and reviewed where appropriate, eg by a verbal update at Corporation meetings under the agenda item 'Matters of Report';

- Be guided by a working relationship and two way communication which will be developed with the relevant manager(s) over the course of the academic year (or possibly longer)

Reporting and Reviewing Link visits

Reporting and recording actions after meetings/visits can be via an email exchange between those present, with copies to the Clerk, Chair or Principal if there are matters of concern.

CHAPTER SIX: THE ADMINISTRATION OF GOVERNING BODY MEETINGS

A. ATTENDANCE BY MANAGERS

Lead Managers

Each committee has an identified “Lead Manager” who is the College’s senior manager in that particular area of activity. The “Lead Manager” ensures that the committee’s information needs in his/her specialist area are being met, and provides advice to the committee and the Clerk to ensure that the committee’s annual programme contains an appropriate schedule of required specialist reports. The Clerk to the Corporation is responsible for the clerking of all Corporation committees.

Attendance by Managers

The presentation of reports to committees is not restricted to members of the Senior Management Team, but often involves the managers with most direct responsibility for the topic under debate. This helps the committee, and provides sound professional development for the manager concerned.

B. PAPERWORK

All meeting paperwork is provided on Convene. Governors receive a user name and password to log in.

1.0 The Circulation of Papers

- 1.1 The Clerk shall, at least seven calendar days before the date of the meeting, send to members written notice of the meeting together with a copy of the prepared agenda. This is done via Convene.
- 1.2 Draft minutes will be produced promptly after a meeting.
- 1.3 The draft minutes will be sent to the Lead Manager and then to the Chair for suggested amendments or amendment of any errors of fact.
- 1.4 Following such amendment, the draft minutes will be circulated as soon as possible to the members and managers concerned.

2.0 Agenda Planning

- 2.1 Please see the Standing Orders.
- 2.2 The Clerk keeps a list of Action Points for each committee so that incomplete matters are not neglected but are carried forward. The Clerk also keeps a record of items the Chair or any member of the committee wishes to include in a forthcoming agenda.

Minutes presented to Committees will be accompanied by the Action Points Record so that matters discussed previously and requiring action are not neglected.
- 2.3 All Managers involved in committees receive an annual programme which identifies dates of meetings, dates for agreeing draft agendas, and dates for finalising agendas. A date with a 10am deadline is specified for the receipt of papers by the

Clerk. Papers not meeting this deadline are sent on a “To Follow” basis. Papers sent out in this way must be kept to the absolute minimum.

- 2.4 There is a lead manager for each committee, with whom the Clerk will discuss a proposed agenda. The prepared agenda will be proposed to the Chair and copied to the Principal for observations before it is finalised.
- 2.5 Once an agenda has been agreed and approved by the Chair it will not be altered, other than for very pressing reasons. The Chair should be asked to approve the alterations.
- 2.6 Any likely delays meaning that papers will not reach the Clerk until after the deadline should be known about and notified and agreed by the Clerk **before** the deadline.
- 2.7 **Items should not be added to an agreed agenda after the deadline has passed.** They should be listed for consideration at the next agenda planning session or tabled. If they are clearly urgent, the Committee will have no problem in agreeing to accept a tabled paper.

If all other courses of action are closed the Chair of the Corporation can agree an urgent matter on Chair's Action.

3.0 Information Arriving too late to meet the deadline

- 3.1 It is weak practice to have papers late or have papers added at the last minute with no advance warning having been given.

Governors do not expect managers to present information which has become available so tight to the deadline as to mean that it is unreasonable to write a paper in the remaining time available. However, on occasion there may be external circumstances (ie beyond the control of the College) which may justify a tabled paper.

Auditors and other external professional advisors will be notified when the deadlines are and advised that their papers must be finalised in time to meet the deadlines.

- 3.4 Meeting Committee Terms of Reference
Committees review their terms of reference on a regular basis as an aspect of self-assessment. See Chapter Three.

4.0 Joint Papers

Where the issue covered by a committee paper involves shared responsibility between two College Managers, the paper should go out under their joint names. Governors will assume that papers are the collective view of all relevant managers.

Occasionally some papers need to go to two committees for their joint consideration. Lead managers should alert the Clerk to the possibility of joint discussion of an issue at the agenda planning stage. There should be no unnecessary duplication.

5.0 The Use of PowerPoint Presentations

Papers may be supplemented by PowerPoint presentations. However, PowerPoint should not replace papers sent out in advance of meetings.

Where PowerPoint is being used, there is a duty on the manager to ensure personally that the equipment has been set up properly **before** the start of the meeting.

6.0 Format of Minutes

- 6.1 The minutes are as brief as possible, compatible with the basic principle that they should clearly convey the essence of the issue under debate to someone who was not actually present at the meeting. Minutes are not intended to be a verbatim record of a meeting, but should record the key elements of importance in discussions.
- 6.2 Minutes are presented in standardised format with items clearly numbered and decisions reached indicated in bold type.

7.0 Public Availability of Minutes

See Chapter 7: Public Confidence In Further Education.

C. TIME AND PLACE OF MEETINGS

A committee decision concerning the date, time and place of a meeting is a minuted resolution of that Committee and is regarded as such.

Any request for a change in the above arrangements must be notified to the Clerk for discussion with the Chair of the Committee concerned. Changes in the time and date of a meeting are particularly to be avoided.

Where it is the Committee Chair who initiates a change in the date for the meeting of his or her committee less than three weeks before the planned meeting was due to take place, the Clerk must obtain approval of the Chair of the Corporation.

The Coronavirus pandemic has necessitated changes to the format of meetings during 2020 and 2021, with all being held virtually since March 2020. The format of future meetings is a matter for Corporation to agree.

D. REPORTS TO THE CORPORATION

The business of committee meetings is adequately reported to Corporation and is examined at Chapter 5.

CHAPTER SEVEN: PUBLIC CONFIDENCE IN FURTHER EDUCATION COLLEGES

A. DECLARATIONS OF INTEREST

1.0 General Principles and Hospitality Policy

- 1.1 Register of Interests forms are completed each year by members of the Corporation, non-governor members of committees and managers with significant financial responsibilities. The statements are publicly available via the Clerk.
- 1.2 In addition to the annual declaration, the Clerk maintains a separate record of declarations relating to specific issues, including any minor gifts and benefits received by staff or Governors. Managers will be reminded regularly of the need to complete the register.
- 1.3 Individual Governors, non-governor Committee members (Associate Governors) and managers must not accept gifts or gratuities other than insignificant items such as diaries, calendars or publicity items of little commercial value. If non-acceptance would cause misunderstanding or offence to the prospective donor, individuals should consult a senior manager or the Clerk. The decision to refuse or accept a gift, and the reasons for it, must be put in writing.

The policy of the College is that managers with significant financial responsibilities and members of the Governing Body must notify the Clerk and register any benefit (including hospitality) exceeding £25 in value.

- 1.4 The contents of these records are publicly available via the Clerk, and will be brought to the attention of the Chair and Principal by the Clerk, as need arises.
- 1.5 Where an individual Governor feels that the College or the Corporation should offer hospitality to an individual or organisation this should be referred to the Principal or Clerk respectively.
- 1.6 Detailed procedures on hospitality are explained in Chapter 9: Financial Procedures, at Section D.

2.0 Declarations by Members of the Senior Management Team and Members of Staff with Significant Financial Responsibility

- 2.1 It is important that all members of staff within the College discharge their responsibilities in a way which is demonstrably free from outside interests. Whilst the Clerk maintains the record of declarations by staff with significant financial responsibilities, any action to be taken in relation to members of staff completing declarations, other than Senior Postholders, is an aspect of the operational management of the College, and therefore primarily an issue for the Principal. The guidelines are as follows:

Any interest financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Manager's or Governors' independent judgement should be disclosed. Managers and Governors are in the best position to decide what business interests are relevant and should be disclosed.

The interest will then be recorded in a voluntary register which will be maintained by the Clerk of the Corporation. This Register enables Managers and Governors to disclose relevant business interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Corporation's decision-taking process.

- 2.2 Members of the College who have business relations with outside organisations should carefully consider the position in which they place themselves and the College.

Where a conflict of interest is, or could be perceived to be present, the person concerned should declare the fact and withdraw from the decision making process. Particular care should be taken not to use business information which has been gained in the course of work for personal gain, or to the advantage of relatives and friends.

- 2.3 Consultants whose advice can have significant impact on College spending decisions, and new members of staff with significant financial responsibilities for College funds, will be required to sign a Register of Interests form. It is the responsibility of HR Services to ensure that this happens on appointment and forward the form to the Clerk for filing. Human Resource Services will draw the attention of the Principal and the Director of Finance & MIS to any concerns arising from the form at appointment stage. In subsequent years the Clerk will add the names of these recently appointed staff/consultants to the annual circulation of the Register of Interest form for which he/she is responsible.

- 2.4 The Clerk will share the full set of completed staff declarations with the Director of Finance & MIS. He may also draw staff declaration information to the attention of the Principal where, at his discretion, he feels this is appropriate.

3.0 Register of Interest: Governors and non-Governor Members of Committees

- 3.1 The relevant information is printed on the form, a copy of which follows at the end of this section.

- 3.2 A "Register of Interest" form will be sent by the Clerk to all Governors for completion on an annual basis . Agendas of appropriate committees include an item "Declarations of Interest" to remind Governors to make declarations not only relevant to particular agenda items, but to their position as governors more generally.

- 3.3 New governors will be required to complete a declarations form on appointment

- 3.4 Where a Governor has declared an interest in a particular issue he or she can take no part in the discussion or vote, and should physically withdraw from the meeting.

Such a Governor may, nevertheless, have information or opinions which he or she wishes to bring to the attention of the Committee. If this is the case the Governor may make a formal statement before the agenda item is discussed by the Committee, and should then withdraw.

- 3.5 The Register of Interest form includes a statement of willingness to uphold the College's Equal Opportunities practice.

- 3.6 Each agenda includes an item reminding governors of the need to declare interests.
- 3.7 Non governors who are members of Committees will be expected to complete “Registers of Interest”. This requirement will not apply to members of the Student Voice Committee. This Committee is consultative without power to make financial or strategic decisions. Non-member students are encouraged to attend, and express their views.
- 3.8 A Register of Interests Form follows this page.

DECLARATION OF INTERESTS FORM

Name:	
Category of Governor:	

CATEGORY	
Current Employment and any previous employment in which you continue to have a financial interest.	
Appointments (voluntary or otherwise) eg trusteeships, directorships, local authority memberships, elected office.	
Membership of any professional bodies, special interest groups, trade unions or mutual support organisations.	
Companies in which you hold more than 1% of the share capital.	
Gifts or hospitality in excess of £25 accepted in the last 12 months.	
Any contractual relationship with the Corporation (or any company or other organisation connected with Corporation).	
Any other interests which you consider are appropriate to disclose and are not covered by the above.	
Any other matter (eg an unspent conviction or an act of bankruptcy) which would make you ineligible for membership/continued membership of the Corporation.	

Declaration:

To the best of my knowledge, the above information is correct and complete. I undertake to update as necessary the information provided and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy (as set out in Chapter 4, Section H of Governance at Walsall College) and for no other purpose.

As far as I am aware, connected persons:

- are not, and have not been involved in any roles, positions or activities that would conflict with my role at Walsall College;
- do not have, and have not had, any interests that would conflict with my role at Walsall College.

In accordance with Paragraph 8 of the Instrument and Articles of Government, I confirm that I am eligible to be a member of the Corporation.

Signed

Date

Appendix 1

Meaning of ‘connected person’

The following persons are connected with a charity trustee or trustee for a charity:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within paragraph (a);
- (c) a person carrying on business in partnership with the trustee or with any person falling within paragraph (a) or (b);
- (d) an institution which is controlled—
 - (i) by the trustee or by any person falling within paragraph (a), (b) or (c), or
 - (ii) by two or more persons falling within sub-paragraph (i), when taken together.
- (e) a body corporate in which—
 - (i) the trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (i), when taken together, have a substantial interest.

B. REQUESTS FOR INFORMATION: THE ADVICE OF THE NOLAN COMMITTEE

- 1.1 The “Nolan Commission on Local Public Spending Bodies” May 1996, stated the fundamental principle that “The most powerful tool for ensuring that public business is transacted with propriety is openness”.

Nolan states that best practice in local public spending bodies includes the following elements:

making the agendas and minutes of the Governing Body meetings widely available, together with board papers where this will not inhibit frankness and clarity;

publicising forthcoming meetings and summarising decisions in a newsletter or through some other user-friendly method;

holding an open annual meeting at which board members can be questioned by the public and press;

setting up more specialised consultation bodies for important interest groups;

publishing an annual report which includes information on the role and remit of the body, its plans or strategy; the membership of the board; and where further information can be obtained;

publishing audit reports;

making publications available as widely as possible, for example by sending them to interested parties and putting them in local public libraries.

- 1.2 The report continued that these elements must not inhibit effective debate. It admitted that the effect of circulating full minutes could be to displace real decision making from the Governing Body to an informal caucus. Similarly real arguments and options might no longer be set out in writing if board papers were invariably open documents.

- 1.3 The Instrument and Articles includes a requirement to publish minutes on the College website

- 1.4 A consideration necessitating a degree of confidentiality at Walsall College is the very real competition in the West Midlands involving other colleges and other private training providers.
The balance between openness and confidentiality must ensure that the viability of the College is not damaged by sensitive information falling into the hands of competitors. It must equally recognise the legitimacy of the demand for transparency and disclosure in publicly funded institutions.

C. WALSALL COLLEGE PUBLICATION SCHEME ON ACCESS TO COLLEGE INFORMATION

1.0 Introduction

This framework sets out the policy of Walsall College in relation to access to information. It is known as the Publication Scheme.

The statement is periodically checked by the College's Data Protection Manager and has been updated to incorporate the new model publication scheme for colleges, which was approved by the Principal in January 2012.

2.0 Policy

Information about College activities is generally available to the public on request to the Clerk or the Data Protection Manager. In particular, the documents listed below are routinely available for inspection.

Documents Routinely Available

- Names of members of the Corporation and its committees
- Agendas, papers and minutes of the Corporation and committee meetings, other than papers and minutes classed as commercially sensitive or those which contain data protected third party data
- Statement of Policy on Attendance at Governing Body and Committee Meetings
- Monthly Finance Reports are commercially sensitive until approved by Corporation, at which point they become publicly available
- The Annual Report and Accounts similarly become publicly available after Corporation approval
- The College Prospectus
- Information on Examination Results
- Registers of Interest
- Code of Conduct of Corporation
- Instrument and Articles of Government
- Policy on Access to Information
- Policies and procedures on Whistleblowing, Data Protection Act, Freedom of Information, Equality & Diversity.
- "Governance at Walsall College"
- Management and Staffing Structures

3.0 Access to College Documentation

Any person wishing to inspect the documents listed in Section 2 may do so by contacting the Clerk. Copies of some of these documents are available free of charge and some are published on the College website. Copies of others may be made available at a charge to cover the costs of copying. The advice of the college Data Protection Manager may be sought in the event of any sensitive information being requested, to ensure that there is appropriate compliance with the General Data Protection Regulations and the Freedom of Information Act.

4.0 Placing Of Minutes On The College Website

Under Section 17(3) of the Instrument in the March 2020 revisions to the Instrument and Articles:

“The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation shall be placed on the institution’s website and shall, despite any rules the Corporation shall make regarding archiving such material, remain on the website for a minimum of twelve months”.

At Walsall College the Corporation minutes will appear on the website after they have been approved by Corporation and signed, because until that point the Corporation could reject any account contained in the minutes as incomplete, misleading or factually incorrect.

Under Section 8(b) of the Articles there is a requirement to place on the website the minutes of committee meetings, if they have been approved by the Chair of the meeting. The position of the Corporation is that the minutes have not been approved by the Chair until they have been signed by him/her or have been approved by a meeting of the Corporation, whichever event occurs earlier. Until that point they could be significantly amended, or even withdrawn for a partial re-write, by vote of members of the Committee or Corporation. There may be cases where a Chair is willing to authorise release of minutes to an enquirer before they have been formally approved, but this is a matter for the Chair’s judgement not an entitlement. Committee minutes will as a general rule appear on the website after the end of the term in which they were approved.

5.0 Exemption from Disclosure

5.1 Some information held by the College is protected from disclosure, and will be withheld from any documentation or other information generally provided. The criteria *for non-disclosure* are listed in the next section.

5.2 Where the question of non-disclosure is one relating to the commercial sensitivity of the College the interpretation of the criteria will be the responsibility of the Principal.

6.0 Criteria for Non-disclosure

Personal private information relating to an individual other than the applicant.

Information provided to the College in confidence by a third party who has not authorised its disclosure and disclosure of which may give rise to an actionable breach of confidence.

Information supplied by or relating to bodies dealing with security matters.

Financial or other information relating to procurement decisions, including information relating to the College negotiating position.

Information relating to the negotiating position of the College in industrial relations matters.

Information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation or the committee concerned.

Legal advice received from, or instructions given to the College legal advisors.

Information which would prejudice the commercial interests of the College.

Information planned for publication in advance of that publication.

Any other information whose disclosure may be deemed appropriate to withhold under the provisions of the Freedom of Information Act or the General Data Protection Regulations (GDPR).

7.0 Non-disclosure of Committee and Corporation Agenda Papers and Minutes

7.1 When an agenda is being planned the Chair of the Committee will decide on the advice of the Clerk or the lead manager, which Committee papers should be confidential, bearing in mind the criteria for non-disclosure in this policy statement.

7.2 The intention must be to keep confidential items to the minimum, and to ensure that the reasons for non-disclosure are properly identified.

It should be noted that agendas themselves are never confidential, and minutes relatively rarely contain confidential elements.

7.3 Confidential agenda items will be marked 'Confidential'. Confidential minutes will also be marked as such. Confidential papers will be made available only to members of the Committee entitled to take part in the debate of the issue, and to the Chair of the Corporation.

7.4 The Instrument of Government, Section 14 (2), requires that separate minutes shall be taken of those parts of meetings from which staff and student members have withdrawn. A staff or student member who has withdrawn in accord with Sections 13 (4) (7) or (8) shall not be entitled to see the minutes of that part of the meeting.

7.5 The decisions and recommendations of Committees will be reported to the Corporation.

7.6 Monthly Finance Reports are confidential to protect the commercial interests of the College until they have been approved by Corporation at which point they become public documents.

7.7 Audit Committee, Remuneration Committee, risk management papers and internal audit reports are confidential.

8.0 Attendance at Committee Meetings

Attendance at individual meetings by non-members on an occasional basis will be at the discretion of the Chair of the committee concerned. Attendance may be agreed for part of the meeting only.

Attendance by non-members on a more regular basis will be at the discretion of the Chair of the Corporation.

The Lead Manager will advise the Chair on the attendance of managers who are being asked to present papers or otherwise contribute to the work of the committee.

Governors who are not members of the Audit Committee have a right of attendance at the Audit Committee, except that the Committee may, when it is satisfied or it is appropriate, go into private session and exclude any or all participants and observers.

9.0 Responses to Enquiries

The College will endeavour to provide information in addition to that listed in Section 2 on request, and to do so within the framework agreed within the college's policy for dealing with Freedom of Information requests. There may be a request for information where no precedent has been established about its availability. In such cases the Principal will make the decision for matters relating to the operational management of the College, and the Chair of the Corporation will make the decision for matters within the scope of the responsibilities of the Corporation. In both cases the judgement will be based on the criteria for disclosure listed in this policy statement and in the Freedom of Information Act and the General Data Protection Regulations (GDPR) and other relevant legislation, and after seeking advice from the college Data Protection Manager.

10.0 Complaints

Any person with a complaint about the availability of governance information should raise it with the Clerk to the Corporation. If this fails to resolve the matter the complainant should write to the Chair of the Corporation.

D. HOW LONG WILL ITEMS REMAIN CONFIDENTIAL?

Committee papers and minutes classed as confidential (not available for disclosure) will remain confidential for a minimum of one year, subject to the Corporation, or the Chair on behalf of the Corporation, deciding that information on a particular issue can be released in less than the one year limit. Such a decision to release a confidential item in less than a year will generally be in response to a specific request for access to the information.

At the end of the academic year the Chair of the Corporation will examine all committee papers and minutes which have been confidential for a minimum of a year, and identify those items where consideration of openness and transparency and the need to maximize public availability means that they can be released for public access. The Chair of the Corporation will consult with the Principal, Clerk and Chair of the relevant committee where necessary, and take legal advice if he/she determines that this is necessary. This review of confidential items will be part of the annual schedule of business and not in response to a particular request for information.

There may remain a number of items which the Chair of the Corporation judges still need to be classed as confidential.

After the judgement of the Chair at year-end the remaining items continuing to be classed as confidential may still be made available following a request for access. The Chair of the Corporation will review whether factors which led to the decision

to class the item as “confidential” still apply. The Chair will have regard to the provisions of the Freedom of Information Act and the advice of the relevant college managers in deciding whether information requested can be released.

Agendas are never confidential. Minutes rarely contain confidential reports and, where they do, the subject matter of the confidential item is always indicated in the publicly available minutes.

It is therefore straightforward for anyone with a query on a confidential matter to track where and when it was discussed and ask for access.

E. WHISTLEBLOWING POLICY (updated by HR department, April 2019)

1.0 Definition of Whistleblowing

“The disclosure by an employee (or professional) of confidential information which relates to some danger, fraud or other illegal or unethical conduct connected with the workplace, be it of the employer or of his fellow employees”

Lord Borrie Q.C.

2.0 To whom and when does this policy apply?

- 2.1 This policy and the legislation behind it are designed to encourage employees at the College to recognise and identify with the **wider public interest**, and not just their private position. Put simply, if an employee has a private grievance about the way in which they have been treated at work, he or she should seek redress using the internal grievance procedure. This separate Whistleblowing Policy should be a channel for complaints with a “public spirited” element. It is the responsibility of employees to raise concerns, and the responsibility of the College to investigate. It is in both parties’ interests that disclosures are made so that malpractice is stopped.
- 2.2 Only in exceptional circumstances will an employee be entitled to bypass the internal procedures of this internal Whistleblowing Policy. An example of such circumstances would be if an employee had a reasonable belief that evidence would be destroyed if he or she pursues the matter through the internal Policy first. In the event that recourse to an external body is appropriate, the employee should approach the nominated representative of the internal auditors of the College, who are responsible for reviewing all of the College’s internal procedures.
- 2.3 Members of the Governing Body do not fall within the definition of “employee” in the legislation behind this Policy. Disclosures made by such members will therefore not qualify for its protection under the legislation. In the event that any disclosure to an external body is made by a member of the Governing Body, and if appropriate, the matter will be dealt with under the College’s Code of Conduct, and may result in the individual being barred from the Governing Body if such disclosure is unwarranted. Full details of this procedure are given in the College’s Code of Conduct.
- 2.4 For the avoidance of doubt, members of staff who are also on the Governing Body will qualify for protection under the provisions of this Policy and the legislation as employees of the College. Any student representatives on the Governing Body, will not qualify for such protection under the legislation.

3.0 Creating a climate of openness

3.1 The College wishes to create a climate and culture of openness and all complaints will be dealt with seriously and quickly. This Policy seeks to encourage staff to expose:

- suspected or actual cases of fraud
- financial irregularities
- corruption
- bribery
- dishonesty
- action contrary to the staff code of conduct
- criminal activities or failure to comply with a legal obligation
- a miscarriage of justice or creation or ignoring a serious risk to health, safety or the environment
- radicalisation or involvement with violent extremist groups.

3.2 The Policy of the College relating to gifts and inducements is expressed in the Financial Regulations. Members of the senior Management Team (SMT) and governors are required to complete “Declaration of Interest” forms on an annual basis. Members of SMT may from time to time be invited to events where they receive hospitality. The Policy is that they should notify the Clerk of any benefit, including hospitality, exceeding £25 in value.

3.3 Fraud, malpractice and corruption can have severe effects on the financial status of any College in which they occur. They also undermine the ethics, reputation and procedures of the College, and the faith of all those who work at the College in its procedures and standards. This leads to poor industrial relations, inefficiency, bad working practices and a poor working environment.

3.4 It is for these reasons that individual employees are encouraged, were it to take place, to expose fraud, malpractice and corruption within the College. Where they feel it necessary to use it staff can pursue use of the steps set out in this Whistleblowing Policy. Such exposure has a public-spirited element and is not intended to air personal grievances.

3.5 This Policy is for disclosures about matters other than a breach of an employee’s own contract of employment. If an employee is concerned that their contract has been, or is likely to be, broken, they should refer to the College’s Grievance Procedure. However, a lack of action by the College once a worker has disclosed a concern in the wider public interest, could form the basis of a private grievance under the grievance procedure.

3.6 Recognised Trade Union representatives have been consulted on this Policy. The representatives of both unions and employees are in full support of the aims and provisions of this Policy.

3.7 The College understands and recognises the apprehension of an individual employee when faced with reporting a concern about fraud, malpractice or corruption. An individual in this position would obviously be worried about the possibility of victimisation by the people he or she has exposed, and about potential damage to future career prospects. Employees can however be assured that this Policy provides a professional method of raising concerns, and that the legislation

behind it is designed to protect anyone who makes a protected disclosure from any reprisals.

3.8 The College will ensure that employees are protected from reprisals or victimisation

This means that the continued employment and opportunities for future promotion or training of the employee will not be prejudiced because they have raised a legitimate concern. Whistleblowers will also be protected from bullying or harassment from another employee.

3.9 Victimisation of an employee for raising a qualified disclosure will be a disciplinary offence.

3.10 Any reprisals against an employee who has raised a legitimate and protected concern under this Policy will be considered to be misconduct if the reprisal is found to be proved after due investigation. If the reprisal is serious enough it could amount to gross misconduct which could lead to dismissal.

3.11 Any abuse of this Policy by maliciously and falsely raising any allegations will be considered to be misconduct if found to be proved after due investigation. If the misconduct is serious enough it could lead to dismissal.

This Policy is designed to be the first forum for disclosing concerns about fraud, malpractice and corruption

4.0 Procedure for dealing with employees' concerns

4.1 Employees who wish to raise a concern about fraud, malpractice or corruption under this Policy should report it, normally in writing, to the Clerk of the Corporation, who is currently Alison Buick. Alison can be contacted on 01922 657008. Once a concern has been raised the Clerk will be under a duty to investigate irrespective of the employee's desired outcome. The Clerk will explain the scope and procedures under the Policy.

Should employees not feel it appropriate to contact the Clerk to the Corporation, they may instead contact a senior representative of the College's internal auditors. The internal auditors are currently RSM Risk Assurance Services LLP, St Philips Point, Temple Row, Birmingham, West Midlands, B2 5AF. The Internal Audit Partner is Louise Tweedie.

Employees and volunteers should also feel able to raise concerns about poor or unsafe practice and potential failures in College safeguarding regime and that such concerns will be taken seriously by the senior leadership team. They can do this by contacting the Designated Safeguarding Lead or by activating the College's Whistleblowing Policy. The NSPCC whistleblowing helpline is available for employees who do not feel able to raise concerns regarding child protection failures internally. Employees can call: 0800 028 0285 – line is available from 8:00 a.m. to 8:00 p.m. Monday to Friday and Email: help@nspcc.org.uk.

4.2 It will not always be necessary for an employee to make a written statement of their concern. Sometimes a verbal report will be more appropriate, particularly if the employee has reservations about making the concern known. The employee and the Clerk may decide to meet in private at a time mutually convenient to them. The employee may bring another work colleague or recognised professional association representative with them.

- 4.3 The Clerk on behalf of the College will deal with concerns raised with the utmost confidentiality whenever possible. Commonly, the employee who is raising the concern will wish to remain anonymous. The College will respect the employee's wishes whenever possible and respect the individual's confidentiality and in most cases it will be appropriate and possible to conduct an initial investigation without releasing the employee's name without his/her consent. However, the employee should be advised at the initial meeting with the Clerk that the College may be obliged to reveal the source of the complaint either in the interests of fairness to the accused, or because they are obliged to do so by a Court. Neither the Clerk nor the College can therefore guarantee anonymity to the employee making the disclosure.
- 4.4 Once an allegation has been made the Clerk will be under a duty to investigate the allegation on behalf of the College. It will not be open to the employee making the allegation to withdraw it once a disclosure has been made. This is consistent with the principle underpinning this Policy that disclosures made under it are to be made in the wider public interest, and are not personal to the employee making the allegation.
- 4.5 The Clerk may delegate the responsibility for investigating the allegations made by the employee to an appropriate member of College staff and/or an appropriate professional body, who will have delegated authority to investigate. This includes delegation to the College's auditors. It will be entirely at the Clerk's discretion when such responsibility is delegated and to whom. This will depend on the circumstances of each disclosure. In cases of technical difficulty, such as fraud, this will be essential.
- 4.6 The Clerk will remain autonomous during the operation of the procedure under this Policy, and will retain the ultimate responsibility for overseeing the investigation and deciding what action must be taken by the College. The Clerk is responsible for implementing the Policy. The Corporation is responsible for the terms of the policy.
- 4.7 The College reserves to the Clerk the right to incur reasonable expenditure in furtherance of this Policy without the requirement to seek approval of the Director of Finance or the Governing Body, including seeking the advice of the College Solicitors.
- 4.8 The investigation of the concern must be carried out promptly, efficiently and thoroughly. The Clerk will outline an appropriate timescale to the employee who has raised the concern, and give feedback to the employee on the investigation that has taken place and the action that is proposed or has been taken. What constitutes a relevant timescale will depend on the nature of the investigation. For example, an allegation of fraud which involves taking professional advice and involving professionals in the investigations generally takes longer than, say, an investigation into an allegation of receiving inappropriate gifts and hospitality.
- 4.9 An investigation may involve the interviewing of witnesses, the noting of witness statements, and a full scale hearing under the Disciplinary Policy and Procedure, at which the accused will be given the opportunity to cross-examine the witnesses, and the accused will be given the opportunity to have a fair hearing. The employee making the disclosure may be required to give evidence at a hearing. Often the employee will not need to be involved in either the investigation or the hearing.

- 4.10 The action that the Clerk recommends following the investigation will of course depend on the outcome of that investigation. If the allegations appear to have substance or have been proved, then the College's Disciplinary Policy and Procedure will be invoked. In serious cases, the involvement of the Police may be necessary. The Clerk will exercise his/her discretion regarding the involvement of the Police according to the facts and circumstances of each case. This may be immediately the disclosure is made, or during or following the investigations.
- 4.11 The outcome of the investigation will be reported back to the employee who raised the issue.
- 4.12 The Clerk will be responsible for monitoring the effectiveness of this Policy and for recommending amendments to the Corporation should this be necessary to improve its effectiveness. Any amendments will be notified to employees, following the appropriate consultation with the recognised Trade Unions.

5.0 Protection for the Employee

- 5.1 All employees are reminded that provided they raise a reasonable and legitimate concern, they will not be disciplined. The purpose of this Policy and the legislation behind it is to encourage disclosure, and to protect those who disclose.

F. THE ROLE OF THE CORPORATION IN COMPLAINTS PROCEDURES

- 1.0 Complaints about the College are viewed by the Corporation as an aspect of the operational management of the College. Governors do not become involved in individual complaints. They receive an annual statistical summary of complaints which is reported to the Learning and Quality Committee.
- 2.0 Where the Chair receives a complaint addressed to him personally, it will be referred to the Principal for investigation. The Chair will generally ask the Principal to report to him on those complaints he has received which appear to have strategic significance and come within the terms of reference of the Corporation or one of its committees.
- 3.0 It is not within the terms of reference of the Corporation or its committees to intervene in the operational management of the College, or act as a court of appeal on operational management decisions made by the Principal, other than under certain clearly defined procedures including the grievance procedure.
- 4.0 The responsibility of Governors for strategic matters, for monitoring and for accountability is examined in Chapter 1. Where it is clear that a matter is within the scope of the Corporation's responsibilities and an important policy is wrong, or lacking, or not being implemented properly, it is appropriate for any governor in receipt of such information to want some key information on the matter.

The concern should be brought to the attention of the Chair for initial consideration and following discussion between the Chair and Principal could then be referred to the appropriate committee. Procedures for placing items on agendas are explained in "Governance At Walsall College".

Where remedial action is needed, it is primarily up to managers to propose what the action should be. Governors should not attempt to get deeply involved in the detail of the action to be taken, but rather should hold management accountable for achieving the intended outcome.

- 5.0 Membership of the Corporation includes a member of the academic staff and a member of the support staff and they could be expected to raise concerns, and follow procedures for placing items on agendas where appropriate.
- 6.0 The College Whistleblowing, Grievance and Disciplinary Procedures are appropriate for some categories of complaint.

G. WALSALL COLLEGE CUSTOMER COMPLAINTS PROCEDURE

The Senior Management Team has delegated authority to approve a Complaints Policy and Procedure. The main features of this are:

- Procedure will be solely administered by the Quality Team.
- All complaints including those previously deemed informal are to be recorded and reported.
- Information related to the complaint will be attached to the form when the issue has been resolved and a copy sent to Quality Improvement Team.
- Every member of staff who receives a complaint is responsible in the first instance for its resolution.
If the issue cannot be resolved then the complaint is referred to the Quality Team who will direct it to the most appropriate college manager.
- The Quality Team will monitor complaints and produce termly reports that will be submitted to Senior Management and Governors prior to publication.

H. POLICY ON COMPLAINTS ABOUT THE ACTIVITIES OF THE CORPORATION

- 1.0 The crucial question is whether the complaint results from actions taken by the Corporation acting properly within the scope of its powers, or whether it results from action which the Corporation has taken on an improper basis, beyond its powers.

Section C of the first chapter of Governance at Walsall College specifies the procedures which the Clerk must follow if he/she believes the Corporation or any of its members are seeking to act beyond their powers.

Where the Corporation is acting within the scope of its powers, it may nevertheless still reach a decision about which an individual feels aggrieved. Where this is the case the Clerk, acting on behalf of the Corporation, will seek to explain the procedural validity with which the decision was reached. The Clerk will keep the Chair of the Corporation informed of the matter and the Chair will decide whether any further response is appropriate.

It is, of course, quite possible that even though a decision was reached perfectly properly, additional information can be brought to light with the result that the matter is referred back to a Committee for further consideration. In extreme circumstances a refusal of a Committee to reconsider an issue where there is important new information could amount to improper action, giving rise to procedures under Chapter 1 Section C of Governance at Walsall College.

The Clerk has discretion to seek the advice of the internal auditors or lawyers in any complaint about the Corporation.

There may be cases which come within the terms of the Whistleblowing Policy, which is explained in full in Chapter 7 Section C of Governance at Walsall College.

Further details of the procedure to be followed are given below.

I PROCEDURE FOR COMPLAINTS AGAINST THE CORPORATION, GOVERNORS AND THE CLERK

1.0 A complaint against the Corporation, a Governor (including the Principal if the complaint relates to his role as a Corporation member) or the Clerk to the Corporation may be made by an individual or an organisation in relation to his/her dealings with the College. Complaints against a member of staff must be made using the College's Complaints Policy and Procedure. Complaints must relate to:

- The performance by the Corporation, a Governor or the Clerk of the functions respectively allocated to them under the Articles of Government of the College; and/or
- The exercise by the Corporation of its powers; and/or
- Any other alleged breach or non-observance of the duties of the Corporation, individual Governors or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Governors or the ESFA Financial Memorandum.

The Corporation can also consider a complaint that the management of the College has not satisfactorily investigated a complaint against a staff member.

2.0 All complaints should be made in writing and addressed to the following:

The Clerk to the Corporation
Walsall College
Wisemore Campus
Littleton Street West
Walsall
WS2 8ES

However, if the complaint is in relation to the Clerk, it should be addressed to the Chair of the Corporation, at the same address.

3.0 The complainant will be expected to state clearly the nature of and grounds for the complaint and if appropriate, provide copies of any relevant documentation. The complainant should also state the remedy he/she is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Governor or the Clerk, since these are decisions for the Principal or the Corporation respectively in accordance with the Instrument and Articles of Government of the College.

4.0 The Clerk to the Corporation (or Chair of the Corporation if the complaint relates to the Clerk) will:

- acknowledge receipt of the complaint within 7 working days;

- refer the complaint to one or more of the following for investigation: the College's Audit Committee, one or more of the Governors, a person nominated by an external sector body who has substantial experience of college governance, provided in each case that they have not been involved in the matters subject to the complaint.

5.0 Such person(s) will:

- consider the complaint and, if necessary in order to determine disputed issues of fact, interview the complainant and those subject of the complaint. They may refer issues to the College's auditors (internal or external) or other independent advisors as they feel appropriate;
- produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event they shall produce an interim report within 28 days of the complaint being referred to them.

6.0 The Corporation at its next scheduled meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so, what if any remedy should be granted to the complainant. Where the complaint relates to one or more specified Governors or the Clerk those persons shall withdraw and take no part in the discussion of the investigation.

7.0 The Clerk to the Corporation (or Chair of the Corporation if the complaint relates to the Clerk) shall within 7 working days of the Corporation's determination of the complaint provide a written response to the complainant and to the subject of the complaint confirming the decisions of the Corporation in relation to the complaint, with reasons for its decision. The response will include details of any arrangements for pursuing the matter with any relevant external body (eg the Secretary of State for Education and the Education and Skills Funding Agency).

CHAPTER EIGHT: APPRAISAL AND TRAINING

A APPRAISALS FOR THE PRINCIPAL, CHAIR AND CLERK

1.0 Appraisal of the Principal

Undertaken by Chair and Vice Chair
Includes whether targets have been met
Includes whether Principal has met the terms of his contract
Includes discussion of targets for senior postholders
To be reported to Remuneration Committee

See Chapter 11 “Remuneration and Appraisal for Senior Postholders” for detail.

2.0 Appraisal Discussion for the Chair

The Chair’s appraisal discussion is undertaken by the Vice Chair and one other governor chosen by the Chair.
There is a job profile for the Chair in Governance at Walsall College against which the discussion can be set.
To be reported to the next meeting of the Search and Governance Standards Committee.

3.0 Appraisal of the Clerk

Undertaken by Chair and Vice Chair, using the agreed job description and the standard format for College appraisals
To be reported to Remuneration Committee.

B ONE TO ONE MEETINGS WITH THE CHAIR

The Chair will hold one to one meetings with Governors at his/her discretion and at a mutually convenient time and location. Discussions will be confidential and not follow any particular set format. However, any or all of the following may be considered:

- The extent to which the Governor understands and fulfils their role and responsibilities;
- Support and training needs;
- Feedback on the operation of Corporation and its committees, and any suggestions for improvements;
- Committee memberships;
- The ambitions of the Governor to take on additional roles, such as Link Governor, Committee Chair, Chair or Vice Chair of Corporation;
- Any concerns that the Governor may have in respect of college business and governance.

C GOVERNOR TRAINING

1.0 GOVERNOR RECRUITMENT AND TRAINING POLICY

Background

The purpose of this policy is to ensure a good standard of Governor recruitment, succession planning and training.

Staff and Student Governors are subject to separate recruitment processes.

Policy Statement

Walsall College Corporation (Board of Governors) recognises that to function well it needs a diverse mix of talented people who understand the key role they play as Governors, whose commitment and contribution to the organisation is developed and whose performance collectively and individually is the subject of regular review as part of the annual Governance self-assessment. It aims to keep a balance between refreshing its membership and maintaining experience, knowledge and skills to have the right people on board to fulfil the organisation's strategy and goals. It will keep its recruitment, membership and succession planning under regular review for these purposes.

Walsall College Corporation is committed to forward planning and ensuring by effective succession planning and training that it is always in a position where there is an effective functioning Board to ensure continuity of College leadership of the highest quality.

It will continue to seek where possible to have a Corporation that reflects the make-up of the local population and matches the local learner, staff and employment profile.

The Corporation is responsible for appointing new Governors.

The commitment given by Corporation and individual Governors to training and development is an important factor for the success of the college and for effective governance.

This protocol document sets out how this intention will be put into practice and will itself be kept under review.

Policy Implementation

Recruitment, Selection and Assessment of Governors

- The Clerk to the Corporation will maintain a Register of Members that provides details of current membership, including categories of membership and terms of office. This will be used by the Clerk to ensure that forthcoming vacancies due as a result of the term of office of a Governor being due to expire are reported to the Search and Governance Standards Committee on a timely basis.
- A member may resign at any time by giving notice in writing to the Clerk.
- The Search and Governance Standards Committee will meet at least termly to consider existing and forthcoming vacancies for External Members of the Corporation. The Principal is a member of this committee.
- An electronic file will be maintained of Governors' application forms providing details of individual skills, backgrounds, offices held and any other relevant information.

- All Governors will be asked to complete a skills form as part of their application form to be a Governor and to update at regular intervals. The Clerk will use this information to undertake an analysis of the current skills on the Board.
- The Search and Governance Standards Committee will consider the skills, experience, background and personal characteristics which are desirable to be met in filling any vacancy, and will give regular consideration to identifying future potential chairs from within the Corporation.
- The Clerk, Principal and Members of the Committee as appropriate will pursue possibilities for new Members based on this needs assessment. Personal contacts, advertising, approaches to professional, trade or community organisations and local businesses and employers, the use of volunteer bureaux and Governor recruitment agencies will all be considered for use. The method or methods most appropriate for the vacancy will be agreed by the Search and Governance Standards Committee.
- In order to ensure positive recruitment practice and to increase the diversity of the Board, any advertisement for Members will clearly specify the skills and benefits of being a member and include clear messages indicating that the College strongly encourages applications from all sections of the community.
- All prospective candidates, whether already known to the college or not, will be asked to complete the Governor application form. This will ensure that the same base information is collected for every applicant.
- All completed application forms received will be reviewed by the Chair and Vice Chair to decide whether an initial discussion should be arranged. The views of other members of the Search and Governance Standards Committee may be sought at this stage.
- Initial discussions will be attended by the Chair, Vice Chair and Clerk. The Principal will also be invited, but their attendance is not mandatory. The purpose of the meeting is to discuss the application, to better understand whether the skills of the individual match those needed by Corporation and to confirm that they understand the role and the time commitment required. If the Principal is unable to attend the scheduled meeting, they will be given an opportunity to meet the candidate prior to any final decision to appoint.
- Following the initial discussion, if all parties wish to go ahead, other members of the Search and Governance Standards Committee will be provided with feedback and asked for views. If the committee so wishes, a formal recommendation for appointment will be made to Corporation. Only Corporation can approve the appointment of External Governors.

Induction

- Induction training takes place within three months following appointment and includes sessions with the Clerk, Director of Finance & MIS and Head of Student Services. Other elements are incorporated if required, as induction is tailored to take account of prior knowledge and experience.

Training and Development

- A Governor Training session will be arranged termly for Governors. The agenda will be prepared by the Clerk, in consultation with the Chair of the Corporation and the Principal. External speakers may be invited for particular topics. Members of Exec or SMT will attend and/or present as required. Governors may contact the Clerk to request training in particular areas.
- Governors are encouraged to attend and engage in College activities and events to increase their knowledge of the College and its work. Regular information on such will be emailed via the Clerk to the Corporation.
- Governors are also encouraged to make use of training and development resources and events via AOC, ETF and other sector bodies. The college is a member of AOC and many events are free to attend. The Clerk holds a budget for Governor training, so requests to attend events will be considered. Requests are rarely refused. Travel and other expenses will be paid in line with the agreed policy for this.
- The Clerk will disseminate relevant sector briefings and information from external organisations including Association of Colleges (AoC) and Government agencies to Governors as appropriate.
- The Clerk will maintain a record of all Governor training and development events attended, and this will be regularly shared with the Search and Governance Standards Committee for review of participation, effectiveness and impact.

CHAPTER NINE: FINANCIAL AND RISK MANAGEMENT

A. FINANCIAL REGULATIONS AND PROCEDURES

- 1.0** The College has in place Financial Regulations and procedures which are communicated to governors and staff.

The Financial Regulations are regularly reviewed by the Director of Finance & MIS. The Internal Auditors are periodically consulted to ensure continuing adherence to good practice in this area. They are discussed in detail by both the Audit and Finance and Resources Committees, and approved by the Corporation.

2.0 Compliance with Financial Regulations

- 2.1** A key question for governors is how compliance with Financial Regulations and procedures is monitored.
- 2.2** The Senior Management within the College and staff within the Finance Department give priority to ensuring that sound financial procedures are developed and adhered to.
- 2.3** Senior staff regularly monitor adherence to correct financial procedures by those for whom they are responsible. Training is provided on an individual, small group and large group basis as appropriate whenever new procedures are introduced, existing procedures are modified, or the need for “top-up” training on an existing system is identified.
- 2.4** For senior Finance staff, systems review and development and associated staff training is a continuous responsibility.
- 2.5** The Internal Auditor’s work programme entails around 40 days work a year, and includes checks on adherence to Financial Regulations.
- 2.6** The Audit Committee meets three times a year and rigorously follows through on whether appropriate action has been taken on any weaknesses in design or application of procedure which have been brought to its attention by Auditors, Management or following its own enquiries. An audit recommendation tracking report has been compiled and recommendations remain on this until the Committee is satisfied that management’s agreed actions have been completed.

The findings of the Audit Committee are reported to the next meeting of the Corporation, together with the approved minutes.

3.0 Review of the Annual Audit Reports and Accounts by Corporation and Committees

- 3.1** The Audit Committee is responsible for recommending the Annual Audit Reports to Corporation.

It receives the annual accounts in order to provide a context for the review of the annual audit reports.

- 3.2** The Finance and Resources Committee recommends the Annual Accounts to Corporation. It also receives the Annual Audit Reports to help members understand any problems which have been identified in the accounts and matters of income and expenditure during the year.

The Chair of the Audit Committee is invited to attend Finance and Resources Committee when the Annual Accounts are being examined each November. This is so that he/she can inform the Finance and Resources Committee of any audit concerns raised by his Committee, discussions with the auditors, or any other audit concerns he or the Committee feels are relevant to the Annual Accounts.

B ROLE AND INDEPENDENCE OF THE AUDIT COMMITTEE

- 1.0** The role of the Audit Committee is clear, and it has access to independent advice if it wishes to obtain it. The Terms of Reference, Performance Indicators and procedures of the Audit Committee are regularly reviewed to meet current national recommendations.
- 2.0** The Internal and External Audit Services are provided by independent firms of accountants. Their performance is evaluated by the Audit Committee. Internal audit is no longer a requirement for FE colleges, so it is for Corporation, through the Audit Committee, to determine how the assurances it requires are obtained.
- 3.0** The Director of Finance & MIS attends the Audit Committee. Other Senior Managers attend when appropriate depending on the needs of agenda items. The Committee is quite clear, however, that as and when necessary it will discuss items without members of the College Management present. Private discussions between committee members and auditors are an annual agenda item.
- 4.0** The Clerk for the Audit Committee is the Clerk to the Corporation.

C. FINANCIAL REPORTING TO GOVERNORS

- 1.0** Appropriate financial information is provided to the Governing Body to enable it to maintain an effective oversight of financial management. The Finance and Resources Committee meets at least once per term. The Finance Report is a main agenda item.
- 2.0** A Finance Report is presented to every meeting of the Corporation.
- 3.0** Whenever a Committee and/or the College Management are considering a matter with significant financial implications the approval of the Finance and Resources Committee is required before the matter can proceed. Regular monitoring reports will thereafter be received by the Finance and Resources Committee. Limits on what financial decisions can be taken at particular levels in the organisation are clearly specified in the Financial Regulations.
- 4.0** The Finance and Resources Committee and Corporation, in common with all other committees, operates an annual programme of management reports and regular agenda items.

D. BOARD ASSURANCE FRAMEWORK AND RISK MANAGEMENT

- 1.0** Board Assurance Framework

- 1.1 The Board Assurance Framework is a key mechanism which is intended for Governors to use to reinforce strategic focus and support management of risk. It provides a structure and process that enables the college to focus on the risks to achieving its strategic objectives and be assured that adequate and effective controls are operating to reduce these risks to acceptable levels.
- 1.2 The primary benefit of using the Board Assurance Framework is that it encourages individuals and groups within the college to think about and plan for the achievement of their objectives in a proactive manner. It also highlights any gaps in control and assurance that may hinder the achievement of these objectives.
- 1.3 The college has grouped the risks within its Board Assurance Framework under the headings of political, financial, quality, reputational, strategic, partnership/contract, estates and technological.
- 1.4 The Board Assurance Framework is reviewed termly at Audit Committee and annually at Corporation.

2.0 Risk Management

- 2.1 The college operates a generally cautious approach to risk management, in line with the Corporation approved policy. The Risk Management policy forms part of the college's internal control and corporate governance arrangements. It explains the college's approach to risk management and documents the Corporation's roles and responsibilities, as well as those of other key parties. The key aspects of the risk management process, including reporting, are outlined. This includes the ways in which the effectiveness of the internal control processes are evaluated.
- 2.2 The Corporation has responsibility for overseeing risk management in the college as a whole. Governors discharge this responsibility by reviewing risk management, including the risks identified on the risk register as being scored eight or higher, at each of the termly Audit Committee meetings. There is an annual review and report on Risk Management to Corporation every July.

E. GOVERNORS' EXPENSES AND HOSPITALITY

1.0 Expenses

- 1.1 Expenses paid to Governors in connection with travel should be on the same basis as expenses paid to College employees.

Hospitality

- 2.1 The College may provide hospitality in connection with the business affairs of the College. This hospitality shall be provided at the discretion of the Principal, or his/her nominee, to:
 - Members of the Governing Body;
 - College Staff;
 - Representatives from firms or companies visiting the College on business;
 - Any other visitors connected with the business of the College.
- 2.2 The hospitality provided for Governors meetings will be approved in advance by the Clerk using the appropriate hospitality form.

- 2.3 Exceptionally, hospitality may be provided at a restaurant rather than on College premises. When this is the case, the prior written approval of the Budget Holder and the Principal must be obtained. The reason for offering off-site hospitality will be given and a limit on expenditure per head will be set by the Budget Holder. A receipt must be obtained.
- 2.4 The budget for hospitality will be determined by the Director of Finance & MIS and approved by the Principal, and will be subject to annual review in accordance with the College's budget setting process.

F. GOVERNOR LIABILITY AND GOVERNORS' INSURANCE

- 1.1 In most circumstances if there is a major problem resulting in loss to a third party (for example a supplier) the aggrieved person is most likely to sue the College as a Corporate body and not sue individual Governors. However in certain exceptional circumstances the aggrieved party may be able to sue an individual Governor, and wish to do so. In the event of a Governor being held liable for an act or omission in an employment tribunal, the governor may apply to a County or High Court for an order declaring that the act or omission was reasonable and honest. The legislation gives similar protection to that provided under companies legislation and provides a considerable degree of legal protection for individual Governors provided they act honestly and reasonably.

- 1.2 As a further precaution the College has taken out liability insurance for governors and officers in respect of any claim against them for an actual or alleged breach of contract or wrongful act.

The insurers brokers have advised that the policy is written on a "Claims Made" basis. This means that the insurer at the time the claim is made (not when the incident occurred) responds to the claim. Cover includes "any natural person who was or is or may hereafter be a governor, director etc."

- 1.3 It is important that governors act properly and within their powers, seeking advice from the Principal, Clerk, auditors and solicitors where this is appropriate. They must adhere to their agreed regulations and procedures contained in "Governance at Walsall College". Where a governor acts beyond his/her powers (ultra vires) personal liability can arise.

In 2016 the Government began a consultation exercise to introduce an Insolvency Regime for FE colleges, and this was subsequently introduced with effect from 31 January 2019. Governors must be accountable for their actions. A key component of insolvency aims to protect creditors and maintain the integrity of the business environment.

Governors' duties as charitable trustees include to maintain good financial management of the college.

Summary of Key Points of the Insolvency Regime for FE Colleges

- *Importance of college oversight and intervention* – to identify problems early on, to consider any early or formal intervention required, to consider the role of the FE Commissioner;

- *Importance of financial management and performance, including:*
 - Monitoring monthly cashflow (actual and forecast);
 - Monitoring of loan covenant compliance;
 - Having strong financial skills on the board and having an effective finance committee;
 - Having a professionally qualified finance director with sufficient seniority in the college;
 - Adequate risk assessment and sensitising of key cash variables , including capital receipts and potential clawback of AEB;
 - Board review of the ESFA financial healthcheck assessments and financial dashboard, but not sole reliance on this;
 - Board understanding of the ESFA's new Integrated Financial Model introduced from January 2020.
- *Technical Insolvency Points*
 - The board should be familiar with this guidance but seek advice if necessary;
 - The board should be aware of their role in an education administration situation;
 - Only the Secretary of State for Education can apply to court for an education administration order for an FE college in England;
 - Disqualification can apply to appointed governors and those acting as one, but disqualification proceedings are only started where there is evidence of wrongdoing, e.g. fraudulent or wrongful trading, which has been fully investigated;
 - Not all offences and penalties apply to student governors, but they may be found liable for serious offences such as fraud.
- *Governors should note their responsibilities/duties as charitable trustees*
 - Questioning the financial position if it appears unclear;
 - Asking for advice and explanations;
 - Taking action if the college is at risk of insolvency;
 - Acting in the interests of the charity and its beneficiaries;
 - Protecting and safeguarding the assets of the college as a charity;
 - Acting with reasonable care and skill;
 - Ensuring that the corporation is accountable by complying with accounting and reporting requirements.
- Governors without a background in finance are not expected to be experts but should have a general awareness of financial planning and accounting guidance. There is information and training on financial areas available via both the AOC and the ETF;
- Governors are subject to both civil and criminal law in carrying out their duties.

There is more detail on the insolvency process in the second part of the full guidance – this is more relevant for colleges finding themselves in an insolvent position and who therefore may be entering the process.

It is worth noting that there have been very few cases in the wider economy of directors and charity trustees being pursued in the courts on wrongful trading.

G. SPONSORSHIP AND DONATIONS

1.0 The College has established the following guidelines:

- 1.1 A maximum budget of £2,000 in any financial year will be available for sponsorship/donations from within the marketing budget. Any increase in the allocation must be approved by the Principal.
- 1.2 Any single act of sponsorship shall not exceed £200 without the prior approval of the Principal.
- 1.3 Sponsorships awarded or received shall be reported periodically to the Finance and Resources Committee.

Requests for sponsorship donations should, in the first instance, be referred to the Head of Marketing. Authority to decide action on sponsorships lies with the Principal.

2.0 The College giving sponsorship (as opposed to placing advertisements publicising or promoting the College)

Governors should consider the following:

- 2.1 Can the cost be contained within the budget?
- 2.2 Can the sponsorship be shown to be for the purposes of the College's provision of further and higher education? This would include the fostering of good community relations for the College, or publicly displaying support for disadvantaged groups in the expectation that they would be encouraged to take advantage of the College provision for students with special needs.
- 2.3 Are the organisers willing to display the College logo and literature as a prerequisite of sponsorship?

If this is not practically possible, what other actions will be taken to acknowledge and preferably publicise College support so that the sponsorship can be seen to be in the best interests of the College.

- 2.4 Wherever practicable, literature should include text to the effect that it invites interested parties to contact the College quoting a reference number for monitoring purposes.
- 2.5 Monitoring of responses should be undertaken if practicable.
- 2.6 The person placing the sponsorship order must advise the Principal of any offer of benefit in kind to an individual or the College as a result of the transaction. No such benefit may be accepted without the written approval of the Principal.

2.6 Any such benefit should, where practicable, be converted in such a way as to benefit or reward students of the College for achievement or other attainment. In other cases the Principal may give written approval to the acceptance of minor benefits by staff.

3.0 The College Seeking Sponsorship

- 3.1 Unless specified in tender documentation, an approach should not in any way be, or appear to be, a prerequisite for a successful tender or quotation for the supply of any goods or services.
- 3.2 An approach to existing suppliers should not be, or appear to be, a condition of continued service to the College.
- 3.3 The College should agree satisfactory means of acknowledging the sponsor by displaying literature or otherwise publicising the event
- 3.4 The College should ensure that it has an appropriate mechanism for withdrawing from the arrangements if they relate to more than just one event.
- 3.5 An offer of sponsorship, voluntarily given, shall be accepted if it is considered by the Principal that it is in the best interests of the College; the Principal's decision based on the merits of each case shall be final.

CHAPTER TEN: GENERAL MANAGEMENT

A. CORPORATION STRUCTURES AND PROCEDURES

1.0 Governance Structures and Procedures are appropriate for Duties and Powers

Governors seek to ensure that their structures and procedures match their duties and powers.

Roles and responsibilities of the Corporation, Principal, Chair and Governors are considered in detail at Chapter 1.

The Corporation has adopted and kept under review structures and procedures, which it believes best enable it to meet its responsibilities. This is a proactive process and has led, over the years, to the creation of new Committees, the merging of existing Committees and changes in Terms of Reference.

The Corporation produces its own annual Governance Self-Assessment Report (SAR)/Quality Improvement Plan (QIP) which feeds into the overall College SAR/QIP section dealing with “Leadership and Management”.

Governors’ Monitoring of their own Performance

The annual programme whereby governors check on their own performance includes the following:

The Terms of Reference for each committee are available in the Convene document library to remind members of their responsibilities within the forthcoming year.

Each committee operates an annual schedule of work, which clearly indicates monitoring responsibilities. This is used as the basis for planning individual meeting agendas.

There is a formal annual review of committee performance.

Annual Review of Performance

The Annual Review is explained in Chapter 3.

The Search and Governance Standards Committee considers the results of the annual review of terms of reference and performance in order to ensure coverage and balance in the responsibilities of individual committees.

The Search and Governance Standards Committee has general responsibility for oversight and development of governance issues, in particular:

Membership

Terms of Reference

Governance Policies and Procedures

The overall structure of the Corporation Committees

The Clerk is responsible for administering the work of all Corporation Committees and is well placed to advise the Chair and the Search and Governance Standards Committee on what changes might be necessary.

The self-assessment review procedures clarify the extent to which structures and procedures match duties and powers, and identifies where developments are needed.

2.0 Division of responsibilities between Chair of Governors and the Principal

This issue is considered in detail in Chapter One.

The Chair and Principal meet on a regular basis in order to monitor progress and identify issues for consideration by the Corporation and its Committees.

3.0 Resources allocated to the administration of the Governing Body

The Corporation appoints an independent Clerk, working on a part-time basis (0.6 FTE). The Clerk is designated a senior post holder, and is required to have appropriate professional qualifications and experience.

The Clerk's office is in the Principalship office, which facilitates links between Managers, the Clerk and Governors.

Funding is provided for governor expenses, including training, and no reasonable request has ever been refused.

The Clerk holds a Governors' training budget and through this is funded for any training he/she identifies as valuable - in particular the AOC's Annual Governance Conference.

The Clerk is appraised annually by the Chair and Vice Chair.

CHAPTER ELEVEN: SENIOR POSTHOLDERS

A FRAMEWORK OF POLICIES RELATING TO THE EMPLOYMENT OF SENIOR POSTHOLDERS

The purpose of this section is not to examine the various employment policies in detail. The intention is to provide evidence that the elements required in the framework are in place.

Appointment of Senior Postholders

The procedures are set out in Sections 6, 7 and 8 of the Articles.

Grading

The grading and salary ranges of senior postholders are reviewed by the Remuneration Committee as part of its annual determination of salaries.

Appraisal

The Terms of Reference of the Remuneration Committee include the requirement “to receive reports from the Principal on the appraisal and development of Senior Postholders”. This happens on an annual basis.

Suspension, Dismissal and Grievance Procedures

The Corporation has approved procedures for these matters, which appear later in this chapter.

Pay

The Corporation has approved a policy to guide the Remuneration Committee in preparing its annual recommendation to the Corporation on Senior Postholder salaries.

Conditions of Service

Conditions of service are contained in senior postholders’ contracts of employment, which were drawn up by the College solicitors and are reviewed as necessary.

Clerk to the Corporation

The Clerk is a senior postholder.

B POSTS DESIGNATED AS SENIOR POSTHOLDERS

The Corporation has identified the following as senior postholders:

The Principal

The Clerk to the Corporation.

C REMUNERATION COMMITTEE AND POLICY

- 1. The Remuneration Committee is responsible for making recommendations to the Corporation on the salaries of Senior Postholders.**
2. In considering remuneration for Senior Postholders, the Remuneration Committee will take account of performance and achievements evidenced through the Principal’s annual appraisal discussion, and the appraisal discussions of the other Senior Postholders. The Committee will also take account of other relevant factors such as the performance of the College; its

position against national benchmarks; salary levels within the sector; inflation; other environmental factors affecting the College, and the College's financial position.

3. The Remuneration Committee may consider the advice of external consultants with particular expertise in senior level salaries in Further Education.
4. Senior Postholders' salaries will not be awarded on the basis of a set percentage of the Principal's salary.
5. Any cost of living pay increase awarded to "staff generally" will not apply automatically to senior postholders. Cost of living will be taken into account in salary decisions made by the Remuneration Committee.
6. Well-defined performance targets relating to the college's improved business strength and performance will be negotiated and agreed for the forthcoming year. These targets may attract bonus payments. There will be very clearly defined trigger points for such payments. If a particular trigger point is not met, no payment will be made in respect of that particular target. The Remuneration Committee will make recommendations to Corporation concerning the Senior Postholders to which such bonus payment targets will apply, and the years during which they will apply. The Committee is not obliged to recommend any such targets and associated payments.
7. The appraisal for the Principal will be held with the Chair and Vice Chair of the Corporation annually.
The Principal will be expected to evidence the outturn for the previous year's targets.
8. During the discussions the Principal's targets for the ensuing year will be identified in line with the College development and strategic plans. The number of targets, weighting, grading and success measures are all variable and depend on College needs.
9. In making a judgement on whether the current college year's targets have been met the Chair and Vice Chair will accept the accuracy of the management data presented to them in good faith. The standard of proof will be that a reasonable person would find the evidence convincing that the target had been achieved or would be achieved in the financial year. To wait for absolute proven certainty would slow the process down so much as to detract from its incentive value.
10. If evidence on a particular target is not yet robust enough for a decision to be made, the Remuneration Committee will ask the Chair of the Corporation to make a decision at a later stage, when firmer evidence is available. Payment can be made on the basis of Chair's Action. This action will be reported back to the Remuneration Committee.
11. The Principal's appraisal discussion will also encompass the identification of targets for other senior postholders.

Remuneration Committee

12. The Remuneration Committee is chaired by the Vice Chair of Corporation. This is in line with the recommendation in the AOC's Senior Postholder Remuneration Code, which Corporation adopted in March 2019.

The Chair and Vice Chair of the Corporation will advise the Remuneration Committee of progress against current year targets, and advise the Committee of the proposed new targets for the forthcoming year.

13. The Chair and Vice Chair will also advise the Committee more generally on the outcome of the Principal's appraisal discussion and targets for the coming year.
14. Although the Committee will be strongly influenced by the recommendations of the Chair and Vice Chair of the Corporation, the final decision on what to recommend to Corporation lies with the Remuneration Committee.
15. Salaries and objective recommendations will be made for other Senior Postholders broadly following the pattern outlined above for the Principal.
16. In making its recommendations to Corporation, the Remuneration Committee will take account of any report which consultants may have been asked to produce, the overall budgetary position of the College, the AOC survey of senior staff salaries, and any other factors which appear to the Committee to be relevant.
17. Clearly there is tension between the need to set targets, at an early point, and the need to take into account results for the previous year when making salary decisions.

Corporation

18. Corporation will consider the recommendations of the Remuneration Committee and instruct the Clerk to make arrangements with the Finance Department for agreed salary increases and incentive payments.
19. Enhancements in Senior Postholder salaries will take effect from 1 August unless otherwise approved by Corporation.

D PRESENCE OF STAFF AND STUDENT GOVERNORS

Staff and student members will not be present when Corporation discusses Remuneration Committee recommendations on senior postholder salaries.

E POLICIES AND PROCEDURES FOR SENIOR POSTHOLDERS

Corporation has approved specific policies and procedures for Senior Postholders in relation to:

1. Capability;
2. Disciplinary;
3. Grievance;

4. Redundancy;
5. Dignity at Work; and
6. Probationary Period.

These policies provide for any issues in these areas to be dealt with in accordance with the College's HR policies and procedures in these areas (as applied to all staff) but with a small number of changes specifically relating to Senior Postholders as outlined in a series of appendices. This means that Senior Postholders would be subject to the same processes as other staff, and therefore treated fairly and consistently, other than in minor respects where Governors may need to be involved.

Copies of these policies are not included within this document, but are available on request from the Clerk. Please contact abuick@walsallcollege.ac.uk

References

Instrument and Articles of Government – updated March 2020
Foundation Code of Governance – adopted by Corporation April 2012
English Colleges' Code of Good Governance – adopted by Corporation July 2015
Walsall College Health and Safety Policy July 2021
Education Act 2011
New Challenges New Chances, BIS – published in December 2011
Further and Higher Education Act 1992
Ofsted Handbook for the Inspection of Further Education and Skills – updated in June 2021
Nolan Committee Report 'Seven Principles of Public Life' – published in 1996
FENTO statement 2001
Health and Safety at Work Act 1974
Equality Act 2010
FEFC Guide for Clerks – published 1996
General Data Protection Regulations (GDPR) – published May 2018
Further Education Bodies Insolvency Guidance – published January 2019
The College's Senior Postholder Remuneration Code – published December 2018
Post 16 Audit Code of Practice – published March 2021