



LOWESTOFT COLLEGE CORPORATION
STANDING ORDERS

Instruments and Articles of Government:

These Standing Orders should be read in conjunction with the Instruments and Articles of Government, specifically Article 23, which may specify and require additional criteria to be met. These can be found in Supplement A. Corporation policies, procedures and codes of practice are set out in Supplement B.

Contents		Page No
Section 1	Corporation Standing Orders – Main Board	4 - 15
Section 1A	Appointments	4
Section 1B	Election of Governors to Corporation	5
Section 1C	Eligibility, Register of Interests, Induction	6
Section 1D	Election and removal from office of Chair and Vice-Chair(s).	6
Section 1E	Conduct of Corporation Meetings	7
Section 1F	Voting	8
Section 1G	Minutes, Agendas and Papers	9
Section 1H	Confidential Minutes	11
Section 1I	Chair's Action	11
Section 1J	Corporation Sub-Committee Structure	12
Section 1K	Co-opted Membership of Sub-Committees	13
Section 1L	Delegation of Authority to Sub-Committees	13
Section 1M	Quorum re Sub-Committees	13
Section 1N	Voting re Sub-Committees	14
Section 1O	Minutes, agendas and papers for Sub-Committees	14
Section 2	Sub-Committee Standing Orders	16 - 26
Section 2A	Audit Committee	16
Section 2B	Remuneration	19
Section 2C	Estates and Finance Committee	20

Section 2D	Personnel Committee	22
Section 2E	Search Committee	23
Section 2F	Special Committee	24
Section 2G	Corporation Task Groups	26
Section 3	Powers and responsibilities of the Corporation	27 - 30
Section 3A	Powers of the Corporation	27
Section 3B	Responsibilities of the Corporation	28
Section 3C	Responsibilities of the Principal	29
Section 3D	Responsibilities of the Clerk	30
Section 3E	Senior Post Holders	30
Section 4	Recurrent Annual Approvals	30

Key to Abbreviations re Authority:

IOG - Instruments of Government*
 *(Also includes Articles)

LSO - Local Standing Orders

Part One – Standing Orders

Section 1 – Corporation Standing Orders (Main Board)

Authority

Section 1A – Appointments:

1 The procedure for the recruitment and selection of governors to the Corporation will be based on recommendations made by the Search Committee. The Corporation is responsible for ensuring its composition is suitable in all respects to meet its needs in managing the affairs of the Corporation. To this end the Corporation will have a Search Committee which will advise the Corporation on the skills required for Corporation membership. The Corporation will undertake a skills audit of governors and ensure the Search Committee is kept informed as to the most appropriate experience and skills needed by the Corporation at any one time

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2 Corporation will determine its own constitution and membership. In accordance with the Instruments of Government there will be no more than 20 governors of the Corporation and no less than 12. The maximum governors in any one category will be as follows :

IOG
Instrument 2

Up to 16 members with the necessary skills to enable Corporation to carry out the functions set out in

<i>Article 3 of the Articles of Government</i>	16
<i>LSC Members (if appointed)</i>	2
<i>Staff Members – at least one, maximum</i>	3
<i>Student Members – at least two, maximum</i>	3
<i>Parents – not more than</i>	2
<i>Principal</i>	1
<i>Range of total permitted Numbers</i>	12 – 20

3 The membership of Lowestoft College Corporation, unless amended by a later determination, shall be 18. Governor (member) categories and numbers will be as follows:

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<i>(a)</i>	13	<i>Members with the necessary skills</i>
<i>(b)</i>	2	<i>Staff</i>
<i>(c)</i>	2	<i>Student</i>
<i>(d)</i>	1	<i>Principal</i>

Section 1B – Election of Governors to Corporation

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| 1 | Other than the Principal all governors are elected to the Corporation for a period of 4 years. In the case of the staff and student governors (including the Principal) this is dependent upon remaining either a member of staff or a student at the College. A member may seek reappointment at the end of their term of office and this will be determined by a resolution of the Corporation based upon a recommendation for action from the Search Committee. There is no limit to the number of times a governor may seek re-appointment subject to them complying with the eligibility criteria. | IOG
Instrument 9 |
| 2 | Persons currently serving as governors of the Corporation will be re-elected on the basis of a simple majority of all governors present and voting at the relevant meeting. Proxy votes by governors not present will not be permitted. | LSO |
| 3 | When a vacancy is to be filled, <i>other than staff or student who are subject to nomination and vote by the relevant constituent bodies</i> , the Corporation will consider any recommendations put forward by the Search Committee. On receipt of recommendations governors present at the meeting when an appointment is to be considered will vote on the recommendation. Appointment will be made on the basis of a simple majority. | IOG
Article 5
Instrument 5 |
| 4 | In the event of a tied vote the Chair will have a second and casting vote. | LSO |
| 5 | On appointment the Clerk to the Corporation will forward a letter to the new governor of the Corporation confirming their appointment, seeking confirmation of agreement to abide by the Corporation codes of conduct and advising them of the Corporation's meeting schedule. | IOG
Instrument 5 |
| 6 | The full Corporation is the appointing authority in respect of the appointment of a governor (other than a Learning and Skills Council member). Where a vacancy exists, and as soon as practicable, all necessary steps will be taken to fill it. | IOG
Instrument 10 |
| 7 | A governor may resign from office at any time by giving notice in writing to the Clerk to the Corporation. | IOG
Instrument 10 |
| 8 | If a governor is absent from Corporation meetings for a period longer than six months, without the permission of the Corporation or has become unable or unfit to discharge the function of a governor, the Corporation may, by notice in writing to that governor, remove them from office at which point the office will become a vacancy. | |

Section 1C – Eligibility, Register of Interest and Induction:

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| 1 | On being appointed to the Corporation new governors will sign a certificate of eligibility to serve on the Corporation. All governors will re-affirm their eligibility on an annual basis. (See Instruments of Government section 8 for eligibility criteria). | LSO |
| 2 | The Clerk will request each governor to declare any interests which may affect their impartiality or independence as a serving member of the Corporation. These interests will be recorded in a register which will be available for public scrutiny. Governors shall advise the Clerk as soon as possible of any amendments to their record of interests. The Clerk to the Corporation will provide each governor with a copy of their respective interests as published in the register for updating on an annual basis. | LSO/IOG
Instrument 11 |
| 3 | Where a governor has a financial interest in the supply of work, goods or any contract for services concerning the college, it is the responsibility of that governor to declare their interest. In these circumstances the governor may not take part in any discussion, nor form part of the quorum, or vote on the relevant matter and shall withdraw subject to a majority decision of those governors present. | LSO/IOG
Instrument 11 |
| 4 | On appointment the Clerk will supply new governors with an induction pack which will include the Roles and Responsibilities for Corporation members, Governor training material-, the Instrument and Articles of Government, the Corporations Standing Orders, dates of planned Corporation meetings and its sub-committees and details of the membership of the Corporation. | LSO |

Section 1D – Election of Chair and Vice-Chair(s) (Main Board)

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| 1. | The Corporation will appoint a Chair and at least one and a maximum of two Vice-Chairs as follows: | LSO/IOG
Instrument 6 |
| a) | Appointment shall be for a two year period of office subject to re-appointment on an annual basis. | LSO |
| b) | The Clerk will seek nominations from Corporation governors at least 4 weeks prior to the appointment date at the end of each two-year period. | LSO |
| c) | The Clerk will chair the appointment meeting or part thereof relating to the appointment of the Chair. | LSO |
| d) | Nominations must be supported by a proposer and a seconder and the nominee must agree to the nomination. | LSO |
| e) | If the nominee(s) is/are unwilling to stand for election/ re-election the Clerk will seek a further nomination(s) from governors of the Corporation. | LSO |

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| f) | In the event of a single nomination for each post the nominated person will be duly appointed. | LSO |
| g) | In the event of more than one nomination for the post of 'Chair' and two for 'Vice-Chair' the Clerk will arrange a secret ballot. Should any ballot result in a tie the Principal will have the casting vote with respect to the election of the Chair and the Chair will have the casting vote in respect of the Vice-Chair(s). | LSO |
| h) | The Principal, Staff Governor(s) or Student Governors are not eligible to be Chair or Vice-Chair. However, all governors shall be eligible to participate in the process of appointment. The voting procedure is as set out at g) above. | IOG
Instrument 6(2) |
| i) | The Chair/Vice-Chair(s) may resign at any time giving notice in writing to the Clerk. | IOG
Instrument 6 |
| j) | If the Corporation is satisfied that the Chair/Vice-Chair(s) are unfit or unable to carry out the function of office, it may give notice in writing removing them from office which will become vacant. | IOG
Instrument 6 |
| k) | If neither the Chair or a Vice-Chair is present at a meeting those governors present will chose an acting chair from those present (excluding the Principal, staff and student governors). | LSO |
| l) | The Chair of Corporation will also be the Chair of the Remuneration Committee. | LSO |

Section 1E – Conduct of Corporation Meetings:

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| 1 | The Corporation shall meet at least once per term and at least five times per year with other meetings as necessary. | LSO/IOG
Instrument 12 |
| 2 | Meetings of the full Corporation will normally be held on a Monday between the hours of 17:30 and 21:00. | LSO |
| 3 | Quorum for meetings will be 40% of the total determined membership. | IOG
Instrument 13 |
| 4 | If items of business have not been completed by 21:00 hrs members present will determine whether to proceed or carry any unfinished business forward to the next meeting | LSO |
| 5 | Items for agendas of Corporation meetings shall be confirmed with the Clerk at least 3 weeks prior to the meeting date and any papers associated with agenda items must be given to the Clerk at least 12 calendar days before the proposed meeting. | LSO |
| 6 | Any member may request an item be included on the agenda of a meeting. Such a request should be submitted, in the first instance, to the Clerk who will clear the item with the Chair. | LSO |

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| 7 | Corporation meetings will be summoned by the Clerk to the Corporation who shall send to governor's written notice, including by email, of the meeting and a copy of the agenda and papers at least seven calendar days ahead of the meeting date. Governors will be advised of any papers to be tabled at a meeting. The tabling of papers is to be avoided wherever possible. If the meeting is to consider the remuneration, conditions of service, conduct, suspension, dismissal, retirement of the Clerk, the Chair (and not the Clerk) will send out the papers | LSO |
| 8 | A special meeting of the Corporation can be called at any time by the Chair or at the request in writing of any 5 governors to the Clerk. Such a meeting may be called with less than seven days notice if the Chair (or in the Chair's absence, a Vice Chair) so directs on the grounds that there are matters demanding urgent consideration. | LSO/IOG
Instrument 12 |
| 9 | Senior Post Holders, Directors of Faculty, Managers or other members of staff may be invited to attend Corporation meetings as required for specific agenda items. | LSO |
| 11 | The governor shall advise the Clerk and Chair before a meeting and the Clerk shall draw the matter to the attention of the governor if, based on a declaration in the register, there is a matter of a personal or financial interest arising re an agenda item. | LSO |
| 12 | Staff governors and, where applicable, the Principal or Clerk to the Corporation, will be obliged to withdraw from any part of a meeting which is discussing <ul style="list-style-type: none"> - their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement; - the appointment of their successor - the pay and conditions of staff where they are acting as a representative for these staff. | LSO/IOG
Instrument 14 |
| 13 | Staff governors shall also withdraw, if required to do so by resolution of the governors present, from a meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of the staff holding a post senior to themselves is being considered. The minutes are to reflect the fact that a governor or governors have been asked to withdraw quoting the relevant section of the IOG. | IOG
Instrument 14 |

Section 1F – Voting:

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| 1 | Every resolution to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the governors present and voting on the question. Where there is an equal division of the votes the Chair of the meeting shall have a second or casting vote, normally to maintain the status quo. | LSO |
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| 2 | If there is no clear majority of governors in favour of a resolution the numbers for and against the resolution are to be recorded in the minutes. Corporation governors themselves will decide whether a secret ballot should be held or whether names of those voting for and against should be taken | LSO |
| 3 | Governors shall not be bound in their speaking and voting by mandates given them by other bodies or persons. | LSO/IOG
Instrument 12 |
| 4 | A governor may not vote by proxy. | IOG
Instrument 14 |
| 5 | A Student Governor under the age of 18 shall not vote on any question concerning any proposal (a) for the expenditure of money by the Corporation; or (b) under which the Corporation, or any governor of the Corporation, would enter into any contract, or would incur any debt or liability. | IOG
Instrument 14 |
| 6 | A Student Governor shall take no part in the consideration and discussion of matters relating to the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff and where required to do so by a majority of members other than students , withdraw from the meeting. | IOG
Instrument 14 |

Section 1G – Minutes, agendas and papers for Corporation Meetings:

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| 1 | <i>Written minutes of every meeting of the Corporation shall be prepared and the minutes of the last meeting shall be taken as an agenda item.</i> | IOG
Instrument 15 |
| 2 | Decisions reached at Corporation meetings will reflect the corporate view of that meeting and must be clearly recorded. However, where appropriate, dissent and summarised discussion will be recorded where it is in the interests of clarity, completeness or justification of particular decisions which are controversial or of major significance. | LSO |
| 3 | All minutes will record attendance of those present and any apologies received by the Clerk. Where a governor arrives late or leaves early the minutes shall reflect the part of the meeting where either occurrence happened. | LSO |
| 4 | Papers will remain confidential until approved by the Corporation. Minutes, in draft, remain confidential until approved by the Chair. | LSO/IOG
Instrument 17 |
| 5 | Minutes, agenda and papers will be presented in the standard College format. Each paper should have an executive summary. | LSO |

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| 6 | All information relating to meetings of the corporation, providing it is not of a confidential nature will be made available to the general public once approved. Minutes, agendas and papers will be held in the Learning Resources Centre for a period of one year. The minutes of meetings will also be published on the Corporation website. Thereafter all documents will be archived for a period of five years except where statutory requirements deem they must be held for a longer period. | LSO/IOG
Instrument 17 |
| 7 | Disclosure of information will be governed by policies determined by the Corporation on 'Publication and Access to Information' and 'Confidentiality and in accordance with the Freedom of Information and Data Protection Acts. | LSO/IOG
Instrument 17 |
| 8 | At every meeting of the Corporation the minutes of the last meeting shall be taken as the first substantive agenda item except in cases where the governors present decide otherwise and, if agreed to be an accurate reflection of the meeting in question, shall be signed by the Chair. | LSO |
| 9 | Separate minutes will be taken of those parts of the meetings from which the Principal, Staff or Student Governors have withdrawn. Any governor who has withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting. These will be kept in a Confidential Minute Book. | IOG
Instrument 15 |
| 10. | Minutes of meetings will be drafted and forwarded to the Chair not more than two weeks following the respective meeting. The Chair of the Corporation will return the draft minutes, amended as appropriate, to the Clerk to the Corporation no later than one week following receipt. <i>The draft minutes, when agreed by the Chair, will be placed on the Corporation website and in the Learning Resources Centre.</i> | LSO/IOG
Instrument 17 |
| 11. | Once the Corporation has approved the minutes of its preceding meeting they will, along with the meeting papers be distributed to the College Learning and Resources Centre. | LSO |

Section 1H – Confidential Minutes:

1. The following template/structure should be used in producing Corporation and Sub-committee minutes deemed to be confidential by members and in line with Corporations policy on Confidentiality.
 - a) The College logo should appear top right hand corner as normal.
 - b) The heading for the minute, which will be in bold type, should be limited to the name of the Committee/Sub-committee, the date on which the meeting took place and the fact that the minute was 'Confidential'.
 - c) The sub-heading will be a repeat of the agenda number and title for the relevant item as printed on the original meeting agenda.
 - d) Any minute produced will not refer to staff, either by name or designation, unless this is unavoidable. In all other respects the minute will be no different from that produced for any Corporation meeting. Any proposals made and decisions taken will be clearly identified in bold type stating the proposer, seconder and outcome.
 - e) At the time the minute is taken the Committee/Sub-committee should give an indication of the time period for which it should remain confidential.
 - f) All draft confidential minutes will be subject to approval by the relevant chair before inclusion in the Confidential Minute Book.

Section 1I – Chair's Action:

1. In the event that a decision for action by Corporation is required but it is not practicable, or possible, to wait until the next scheduled meeting, the Chair can use one of the following procedures: LSO
 - Call a special meeting.
 - Consult with the Vice-Chair(s), Principal and/or other governors.
 - Write to all governors.
2. The Instruments and Articles of Government provide for delegation of functions (subject to the provisions of Article 9 and 10 relating to non-delegable functions). To this end and in exceptional circumstances where urgent action is required which cannot be carried out through normal processes, authority is delegated to the Chair, or in their absence Vice-Chair, to take such action as is appropriate on behalf of the Corporation. IOG
3. Any requests for action by the Chair must be made through the Clerk. They should normally be in writing, although if immediate action is required can be by telephone. In such circumstances a letter confirming the request should be forwarded to the Clerk as soon as possible after the telephone conversation has been completed. LSO

4. Where this delegated authority is exercised and the Chair takes responsibility for a significant decision or initiative then a full, written report, signed by the Chair, on the nature and the reasons for the action must be submitted to the next meeting of the Corporation. Reporting of non-urgent matters does not require a written report but will be the subject of a minuted verbal report by the Chair. LSO

Section 1J - Corporation Sub-Committee Structure:

- 1 The Corporation **will have a committee, with delegated powers**, to monitor the effective and efficient utilisation and safeguarding of the Colleges physical assets and their strategic application and development, finance and other related matters. This committee is to be know as the Estates and Finance Committee (E&F). LSO
- 2 The Corporation **will have a committee, with delegated powers**, to monitor its employment policies and other related matters. This committee is to be known as the Personnel Committee (PC). LSO
- 3 The Corporation shall have a **Remuneration Committee to review and recommend to the Corporation the remuneration and conditions of service of senior post holders**. This committee may also advise the Principal on the remuneration for other employees. LSO
- 4 The Corporation shall establish an Audit Committee to advise on the internal control systems relating to financial and non financial matters in order to ensure the economic viability of the institution. IOG Article 6
- 5 The Corporation shall establish a committee to advise on the appointment of members to the Corporation. This committee will be known as the Search Committee. IOG Article 5
- 6 The Corporation shall determine the membership of the sub committees established and review that membership on an annual basis. LSO
- 7 The Chairs of the sub committees, except Audit, will be appointed by the sub committees annually. The Chair of Audit will be appointed by the Corporation annually. LSO
- 8 The Corporation will agree the terms of reference for each committee. LSO
- 9 Membership of the sub committees will be determined by the Corporation and reviewed on an annual basis: LSO
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|---------------------------------|----------------------------------|---|
| (a) Estates & Finance Committee | At least 5 and no more than | 7 |
| (b) Personnel Committee | At least 4 and no more than | 7 |
| (c) Audit Committee | At least 3 and no more than | 6 |
| (d) Search | At least 3 and no more than | 5 |
| (e) Remuneration | See committee terms of reference | |

Section 1K – Co-opted Members of sub-Committees:

- 1 Where it is seen as appropriate to do so, and in order to provide it with the skills that have been identified as missing, Corporation can co-opt someone who is not a governor, but who has these skills, on to a sub-committee. Such a Co-opted Member will be appointed on the recommendation of Search Committee and will have the same rights as other sub-committee members including voting rights unless specified otherwise in the sub-committee's terms of reference. These rights do not include attending Corporation meetings other than by invitation and/or as an observer.
- 2 Co-opted members of sub-committees will be expected to abide by the governors code of conduct, and adhere to Corporation policies and standing order. This includes the submission of an annual register of interest return. They will also be eligible to claim expenses in line with and at the same rates as those paid to governors.
- 3 A Co-opted Member of a sub-committee can resign at any time. This must be done in writing to the Clerk to the Corporation. The continued involvement of a Co-opted member will be considered by Corporation as part of its annual review of committee membership.

Section 1L – Delegated Authority to Sub-Committees

- 1 The Corporation may delegate authority to its sub committees to act on its behalf. Such action must be in accordance with the Instruments and Articles of Government [specifically Article 9 and 10]. Any delegated action on the part of a sub-committee must be recorded in the minutes of its meeting and be reported to Corporation at the first available opportunity for ratification. LSO
- 2 The Corporation may not delegate authority in respect of :
 - a) the determination of the educational character and mission of the college.
 - b) approval of the annual estimates of income and expenditure.
 - c) ensuring solvency of the college and the Corporation and safeguarding its assets.
 - d) the appointment or dismissal of the Principal, the Clerk and the other senior post holders.
 - e) varying or revoking the articles of governmentIOG
Articles 9 & 10
- 3 In addition to those items shown in paragraph 2 above the Corporation may not delegate powers it does not possess, such as those specifically assigned by the articles of government to the Principal and the Clerk. IOG
Article 3 and 4

Section 1M – Quorum re Sub-Committee:

- 1 The rules relating to a quorum for sub committees will be as set out in the relevant terms of reference. LSO

- 2 A quorum must be maintained for the full duration of any meeting if it is to complete its business. If a meeting fails to maintain a quorum the Clerk shall advise the Chair that a quorum no longer exists and the meeting will come to an end. LSO

Section 1N – Voting re Sub-Committee:

- 1 Every resolution to be decided at a sub-committee meeting of the Corporation shall be determined by a majority of the votes of the **members** present and voting on the question. Where there is an equal decision of the votes the Chair of the meeting shall have a second or casting vote. LSO
- 2 If there is no clear majority of **members** in favour of a resolution the numbers for and against the resolution are to be recorded in the minutes. LSO
- 3 Sub-committee **members** themselves will decide whether a secret ballot should be held or whether names of those voting for and against should be taken. LSO
- 4 **Members** shall not be bound in their speaking and voting by mandates given them by other bodies or persons. IOG
Instrument 12
- 5 **Members** may not vote by proxy. IOG
Instrument 14
- 6 A Student Governor under the age of 18 shall not vote on any question concerning any proposal (a) for the expenditure of money by the Corporation; or (b) under which the Corporation, or any governor of the Corporation, would enter into any contract, or would incur any debt or liability. IOG
Instrument 14
- 7 A Student Governor shall take no part in the consideration and discussion of matters relating to the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff and where required to do so by a majority of those members present other than student members, withdraw from the meeting. IOG
Instrument 14

Section 1O – Minutes, agendas and papers for Sub-Committees:

- 1 Written minutes of every meeting of the sub-committee shall be prepared and the minutes of the last meeting shall be taken as an agenda item. LSO

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| 2 | Decisions reached at sub-committee meetings will reflect the corporate view of that meeting and must be clearly recorded. However, where appropriate, dissent and summarised discussion will be recorded where it is in the interests of clarity, completeness or justification of particular decisions which are controversial or of major significance. | LSO |
| 3 | All minutes will record attendance of those present and any apologies received by the Clerk. Where a member arrives late or leaves early the minutes shall reflect the part of the meeting where either occurrence happened. | LSO |
| 4 | Papers will remain confidential until approved by the sub-committee. Minutes, in draft, remain confidential until approved by the Chair. | LSO/IOG
Article 8 |
| 5 | Minutes, agenda and papers will be presented in the standard College format. Each paper should have an executive summary. | LSO |
| 6 | All information relating to meetings of the sub-committee, providing it is not of a confidential nature will be made available to the general public once approved. Minutes, agendas and papers will be held in the Learning and Resources Centre for a period of one year. The minutes of meetings will also be published on the Corporation website. Thereafter all documents will be archived for a period of five years except where statutory requirements deem they must be held for a longer period. | LSO/IOG
Article 8 |
| 7 | Disclosure of information will be governed by policies determined by the Corporation on 'Publication and Access to Information' and 'Confidentiality and in accordance with the Freedom of Information and Data Protection Acts. | LSO/IOG
Instrument 17 |
| 8 | At every meeting of the sub-committee the minutes of the last meeting shall be taken as the first substantive agenda item except in cases where the members present decide otherwise and, if agreed to be an accurate reflection of the meeting in question, shall be signed by the Chair. | LSO |
| 9 | Separate minutes will be taken of those parts of the meetings from which the Principal, Staff or Student Governors have withdrawn. Any governor who has withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting. These will be kept in a Confidential Minute Book. | IOG
Instrument 15 |

10. Minutes of meetings will be drafted and forwarded to the Chair not more than two weeks following the respective meeting. The Chair of the sub-committee will return the draft minutes, amended as appropriate, to the Clerk to the Corporation no later than one week following receipt. The draft minutes, when agreed by the Chair, will be placed on the Corporation website and in the Learning Resources Centre.

LSO/IOG
Instrument 17

11. Once the sub-committee has approved the minutes of its preceding meeting they will, along with the meeting papers be distributed to the College Learning Resources Centre.

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SECTION 2 – SUB-COMMITTEE STANDING ORDERS (LSO)

Section 2 A – AUDIT (AC) Terms of reference:

Purpose:

- 1 To advise the Corporation on the adequacy and effectiveness of the college's whole system of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness.
- 2 To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the financial statements auditor and internal audit service.
- 3 To advise the Corporation on the scope and objectives of the work of the financial statements auditor, internal audit service and the funding auditor.
- 4 To ensure the effective co-ordination between the internal audit service, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
- 5 To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit service.
- 6 To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor and the funding auditor, and management's responses to these.
- 7 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports and the financial statements auditor's management letter.
- 8 To consider and advise the Corporation on relevant reports by the National Audit Office and the LSC and other funding bodies, and where appropriate management's response to these.
- 9 To establish, in conjunction with college management, relevant annual performance measures and indicators and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and decide, based on this review whether a competition for price and quality of the audit service is appropriate.

- 10 To produce an annual report for the Corporation and accounting officer, which should include the committee's advice on the effectiveness of the College's risk management, control and governance processes and any significant matters arising from the work of the internal auditor, the funding auditors and the financial statements auditor.
- 11 To ensure that the Counter Fraud Policy is reviewed and all allegations of fraud and irregularity are properly followed up.
- 12 To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditor.
- 13 To recommend the annual financial statements to the Corporation for approval.

Powers:

- 1 The Audit Committee will have no executive responsibility but has right of access to obtain all the information it considers necessary from member's of the college's staff and governors and to consult with the internal audit service and the external auditor directly.

Membership:

- 1 The Audit Committee shall comprise of at least three and no more than six **members**.
- 2 Members of the committee may not also be members of the Estates and Financial Committee. **They** will be appointed as part of the Corporation's annual review of sub-committee membership. This review will also confirm the extent of the committee's delegated authority.
- 3 Persons who are not members of the Corporation but are deemed to have the skills required to enhance the responsibilities of the committee may be members of the Audit Committee but may not hold the position of Chair or Vice Chair.
- 4 The Chair of the Corporation or Principal may not serve on the Audit Committee
- 5 Senior post holders or other members of the college staff who have executive responsibilities may not be members of the Audit Committee

Proceedings:

- 1 The Audit Committee shall meet at least once per term. It is recommended that the Audit Committee will sit in session at least three weeks prior to the Corporation meeting in order that all action points flowing from the Audit Committee can be addressed on a timely basis.
- 2 In determining its meeting cycle the Audit Committee will need to take account of
 - (a) The internal audit service annual cycle
 - (b) The financial statements audit cycle
 - (c) The LSC Audit Cycle

- 3 The Internal Audit Partner and/or manager shall attend meetings where internal audit plans and reports are discussed.
- 4 The Financial Statements Partner and Funding Audit Partner should be invited to attend meetings where the financial statement's auditor's management letter or other reports are being considered.
- 5 Governors of the Corporation who are not members of the Audit Committee may attend meetings of the committee **as observers** but should be excluded where confidential matters are being discussed.
- 6 The committee may invite any College employee to attend a meeting to provide information relevant to that meeting.
- 7 In determining recommendations for the strategic direction of the internal audit service and the operational needs assessment plan the committee shall invite the Principal to consider and comment on the proposals prior to submission to the full Corporation.
- 8 The committee will take account of the Funding Council's Audit Code of Practice, Government Internal Audit Manual (GIAM) and views of the National Audit Office when making any recommendations to the full Corporation in respect of the Financial Statements and Internal Audit Services.
- 9 All meetings shall have an agenda that is to be agreed by the Chair prior to distribution to other committee members.

Quorum:

- 1 40% of the determined membership to be present.

In Attendance:

- 1 The Committee will invite persons other than committee members to attend meetings as the committee feels appropriate. Generally the following persons have an open invitation and will be in attendance:
 - (a) Internal Audit Partner and/or Manager
 - (b) Vice-Principal Finance and Resources
- 2 Financial Statements auditors will attend meetings as appropriate
- 3 Other College employees may be invited to meetings as required.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for the provision of this service.

Section 2 B - REMUNERATION (Rem) Terms of Reference:

Purpose:

- 1 To advise the Corporation on the remuneration and conditions of service of designated senior post holders.
- 2 To receive a report from, and if appropriate advise, the Principal in respect of the implementation of remuneration and conditions of service for staff, other than those designated as senior post holders, as agreed by the Corporation
- 3 To maintain clear records of all decisions taken with reference to remuneration issues.

Powers:

- 1 The Remuneration Committee is advisory and has no executive power other than to make recommendations to the Corporation.
- 2 The committee has authorised access to all relevant policy documents relating to pay, conditions of service, promotions and appointments. The committee also has authorised access to details of remuneration in respect all staff and all information relevant to making remuneration recommendations.

Membership:

- 1 The Remuneration Committee will have a maximum membership of six. The membership to include the Chair and Vice -Chairs of Corporation, the Principal and either, or both, a member of Personnel Committee (to be the Chair if not already in attendance as either Chair or Vice-Chair of Corporation) and a member of Estates and Finance Committee (to be the Chair if not already in attendance as either Chair or Vice-Chair of Corporation) in accordance with the wishes of Corporation.
- 2 Remuneration Committee members will be appointed for a period of four years subject to re-appointment annually as part of the Corporation's annual review of sub committee memberships.

Proceedings:

- 1 The Remuneration Committee shall meet at least annually or more frequently as circumstances dictate.
- 2 All recommendations shall be recorded in the minutes.
- 3 Any member of staff, including the Principal, will withdraw from a meeting where his or her remuneration, conditions of service, appointment or promotion is being discussed.
- 4 Any member of staff present at the meeting will withdraw when the remuneration, conditions of service, appointment or promotion of a more senior member of staff is being discussed.
- 5 All meetings will have an agenda which is to be cleared by the Chair prior to distribution to other committee members.

Quorum:

- 1 40% of the determined membership to be present.

In Attendance:

- 1 The committee may invite persons to be in attendance to advise on professional aspects of agenda items.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for the provision of this service.

Section 2 C - ESTATES AND FINANCE COMMITTEE (E&F) Terms of Reference:**Purpose:**

- 1 To determine *and/or* advise on such matters relating to estates and finance as the Corporation may remit to it, both in relation to the College and any subsidiary company(ies). Such matters to include ensuring the effective and efficient use of resources, the solvency of the institution and safeguarding its assets
- 2 To recommend to Corporation annually the three-year financial plan and one-year revenue and capital budgets and to monitor and review College performance against them by receiving and accepting College management accounts at each meeting.
- 3 To annually review and approve the form and content of the Financial Regulations of the Corporation and its subsidiary LOWES LTD and to act in accordance with the requirements set out in Appendix A of the regulations.
- 4 To consider and advise on capital investment proposals, undertake financial appraisals on items referred to it and to review and make recommendations regarding investment and borrowing programmes.
- 5 To review and recommend annually an appropriate level of College tuition fees.
- 6 To review periodically the College's Property Strategy to ensure consistency with the College's strategic plan and also to advise the Corporation on its property holdings including acquisitions and disposals of sites and buildings.
- 7 To approve material virements over £10,000 but less than £50,000 in accordance with Financial Regulations Appendix A
- 8 To receive regular Estates and Health and Safety reports including recommending to Corporation an annual Health and Safety report.
- 9 To advise and make recommendations to the Corporation on the procurement of external specialist services relating to the management of the College's physical assets with due regard to the requirements of the Financial Regulations of the Corporation and LOWES LTD.

Powers:

- 1 Whilst at all times complying with the requirements of the Instruments and Articles of Government the Estates and Finance Committee is empowered to act on behalf of Corporation on all aspects covered within the terms of reference above. Where deemed appropriate this can include making recommendations for action to Corporation. In addition and accordance with the current Financial Regulations approved by Corporation the group is empowered to approve material virements over £10,000 but less than £50,000 as determined in the Financial Regulations.
- 2 When any decision has been taken by the committee on behalf of the Corporation it must inform all members of the action taken at the next appropriate Corporation meeting. This is to enable Corporation to ensure that all such actions comply with the requirements of the Instruments and Articles of Government.

Membership:

- 1 The Estates and Finance Committee shall comprise of at least five ***and no more than seven members of which the Principal should be one.***

Proceedings:

- 1 The Estates and Finance Committee shall meet at least five times per year.
- 2 All recommendations shall be recorded in the minutes.
- 3 All meetings will have an agenda which is to be agreed by the Chair prior to distribution to other committee members.

Quorum:

- 1 40% of the determined membership to be present.

In Attendance:

- 1 The Committee will invite persons other than committee members to attend meetings as the committee feels appropriate. Generally the following persons have an open invitation and will be in attendance depending on Agenda items:
 - (a) Vice-Principal Finance and Resources
 - (b) Director of Estates
 - (c) ***Health and Safety Manager***
- 2 Other senior managers will be invited to meetings as required.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for ensuring these are provided.

Section 2 D - PERSONNEL COMMITTEE (PC) Terms of Reference:

Purpose:

- 11 To review, monitor and evaluate the implementation of the College's Human Resources Strategy and to determine **annually** the indicators against which the effectiveness of its implementation is to be measured.
- 2 To review, monitor, evaluate and, when necessary, to report to Corporation on matters of employment law, and to ensure via the receipt of an annual report that College's policies and procedures comply with relevant and current legislation.
- 3 To receive and review annually a report on the implementation of the Corporation's formal consultation and negotiation framework with the recognised trade unions and professional negotiators in line with the policy to delegate staffing matters to the Principal.
- 4 To review, monitor and evaluate sensitive summary statistics relating to the College workforce, eg gender, age profile, ethnicity, disability recruitment and professional development in accordance with the implementation of the College's Human Resources Strategy; and to advise the Corporation where necessary on strategic issues relating to succession planning.

Powers:

- 1 Whilst at all times complying with the requirements of the Instruments and Articles of Government the Personnel Committee is empowered to act on behalf of Corporation on all aspects covered within the terms of reference above. Where deemed appropriate this can include making recommendations for action to Corporation.
- 2 When any decision has been taken by the committee on behalf of the Corporation it must inform all members of the action taken at the next appropriate Corporation meeting. This is to enable Corporation to ensure that all such actions comply with the requirements of the Instruments and Articles of Government.

Membership:

- 1 The Personnel Committee will comprise of at least four and no more than seven **members** one of whom should be the Principal.
- 2 Personnel Committee members will be appointed as part of the Corporation's annual review of sub committee membership. This review will also confirm the extent of the committee's delegated authority.

Proceedings:

- 1 The Personnel Committee shall meet at least termly.
- 2 All actions taken and recommendations made shall be recorded in the minutes.
- 3 All meetings will have an agenda which is to be cleared by the Chair prior to distribution to other committee members.

Quorum:

- 1 40% of the determined membership to be present.

In Attendance:

- 1 The Committee will invite persons other than committee members to attend meetings as the committee feels appropriate. Generally the following have an open invitation and will be in attendance depending on agenda items:
 - (a) The Vice-Principal Finance and Resources.
 - (b) The HR Manager.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for the provision of this service.

Section 2 E - SEARCH COMMITTEE (SCH) Terms of Reference:

Purpose:

- 1 Advising the Corporation on the balance of skills and expertise in the Corporation's membership.
- 2 Proposing suitable and eligible candidates who may be considered for membership of the Corporation to ensure a balance of skills and knowledge.

Powers:

- 1 The Search Committee is empowered to make recommendations to the full Corporation.
- 2 Where authority has been delegated to the committee by Corporation, and acted upon, the committee must report back any actions taken to the full Corporation for ratification at the next appropriate Corporation meeting.

Membership:

- 1 The Search Committee will comprise of at least three and no more than five **members** nominated by the Corporation.
- 2 Search Committee members will be appointed as part of the Corporation's annual review of sub committee membership. This review will also confirm the extent of the committee's delegated authority.

Proceedings:

- 1 The Search Committee shall meet as circumstances dictate but at least on an annual basis.
- 2 All recommendations shall be recorded in the minutes.

- 3 All meetings will have an agenda that is to be approved by the Chair prior to distribution to other committee members.

Quorum:

- 1 40% of the determined membership to be present.

In Attendance:

- 1 The Committee will invite persons other than committee members to attend meetings as the committee feels appropriate.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for providing this service.

Section 2 F - SPECIAL COMMITTEE:

Purpose:

- 1 To examine and determine the case for the dismissal of a senior post holder referred to the Committee by the Chair of Corporation, the Vice-Chair of Corporation, or a majority of the governors of the Corporation (at least 51% of the total membership).
- 2 To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend.
- 3 To consider whether the dismissal would be fair and reasonable in the circumstances, which may include access to (but not be limited to)
 - Any relevant documents and representations
 - The terms and conditions of the senior post holder's employment
 - Any relevant disciplinary procedures
 - Any relevant ACAS guidance
 - Relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998.
- 4 To communicate its decision for action regarding the case for dismissal of a senior post holder to the person to whom it relates and advise them on their right to appeal.

Powers:

- 1 In accordance with Article 10 the Special Committee will have the power to dismiss or take action short of dismissal and has the right of access to obtain all the information it needs to fulfill its terms of reference.

Membership:

- 1 The Special Committee shall comprise at least three governors to be appointed as and when required.
- 2 The Chair of Corporation, Vice-Chair of Corporation, Principal, Staff and Student Governors may not sit on the committee.
- 3 Any governor with any involvement, actual or perceived, or interest in any way in its findings or other disciplinary action leading up to the reference of the particular matter to the committee must not serve as a member.
- 4 No person may sit on the committee unless they are a governor of the Corporation.
- 5 The Chair of the committee will be selected by the members of the committee.

Proceedings:

- 1 To be convened as and when required to examine cases where the possibility of dismissal of a designated senior post holder is under consideration (ref Article 16 & 17).
- 2 Once the committee has been convened, its first meeting will be held within seven days with the purpose of investigating the issue at hand and producing a report on its initial findings and which will form the basis for future meetings to be held to determine any outcome.
- 3 The post holder will have the right to make representation to the committee in response to the report. This must be done within fourteen days of its receipt.
- 4 The post holder will be entitled to be accompanied by a colleague or union representative to a Special Committee meeting, and to receive at least seven days notice of all meetings.

Quorum:

- 1 100%. All members of the committee must be in attendance.

Clerking Arrangements:

- 1 The Clerk to the Corporation will be responsible for the provision of this service unless his/her post is the subject of the reference to the Special Committee, in which case, the Committee shall appoint an alternative person to act as Clerk.

Section 2 G – CORPORATION TASK GROUPS:

- 1 The term 'Task Group' shall have the same meaning as 'Committee', as described within Section 4 of the Articles of Government.
- 2 The primary objective of a task group is to provide a forum to consider in detail any key issue(s) referred to it by the Corporation, other than those purposes and functions assigned elsewhere in the Articles to the Principal or Academic Board, and those sub-committees established by the Corporation under Section 4 of the Articles of Government (Personnel Committee, Estates and Finance Committee and Audit Committee etc). Similarly the Corporation shall not delegate to a Task Group those functions outlined under Section 12 of the Articles.
- 3 In formulating the following Terms of Reference of the Task Groups, consideration has been given to the advice, recommendations and requirements of the following:
 - LSC Guide to College Governors
 - LSC Independent Enquiry into Governance and Management
 - National Audit Office Report: Managing to be Independent
 - The Articles of Government for Lowestoft College

Terms of Reference for Corporation Task Groups:

- 1 On referral of a key issue by the Corporation, a task group will consider options, feedback findings, and formally report back to the Corporation with recommendations.
- 2 In providing recommendations to the Corporation a task group will aim, wherever possible, to complete its review within the two-month period between full Corporation meetings, in order that the formal report back at a subsequent meeting of the Corporation can be achieved.
- 3 The Corporation, on identifying key issues for consideration by a task group, shall clearly identify the remit of the task group, which shall be formally recorded in the minutes of the Corporation Meeting.
- 4 The Corporation shall determine which governors shall serve on a task group, and shall seek wherever possible to include **members** whose professional and/or commercial background can contribute directly to the work of the task group.
- 5 Membership of the task group shall consist of at least 3 governors (including the Principal).
- 6 The task group shall identify and determine any additional members to be drawn from the College staff, and where appropriate from outside the College.
- 7 All meetings of the task group to be minuted by the Clerk to the Corporation, or other appropriate member of College staff.
- 8 All recommendations of the task group to be provided in formal report form to the Corporation.
- 9 Any approved recommendations arising from the task group, will be subject to the normal voting procedures of the Corporation.

- 10 A task group will require 40% of its determined membership to be in attendance (including 2 governors) to be quorate.
- 11 The Corporation shall have the power to modify the terms of reference and functions of task groups from time to time as it thinks fit. Any such changes shall be subject to the provisions of the Articles of Government.

SECTION 3 – POWERS AND RESPONSIBILITIES OF CORPORATION, PRINCIPAL AND CLERK:

Section 3A – Summary powers of the Corporation

Principal Powers:

- 1 Under Section 18 of the Further and Higher Education Act 1992 the Corporation may:
 - (a) provide further and higher education
 - (b) supply goods and services in connection with the Corporation's provision of education.

Supplementary Powers:

- 1 Under Section 19 of the Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any principal powers conferred by Section 18 of the Act, including in particular:
 - (a) The power to acquire and dispose of land and other property
 - (b) The power to enter into contracts, including:-
 - (1) Contracts for the employment of teachers and other staff for the purposes of or in connection with carrying out any activities undertaken in the exercise of their principal powers.
 - (2) Contracts with respect of carrying on by the Corporation of any such activities.
 - (c) The power to borrow such sums as the Corporation think fit for the purposes of carrying on any activities they have the power to carry on or to meet any liability transferred to them under Sections 23 to 27 of the 1992 Act and in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the Learning and Skills Council which may give its consent for a particular borrowing or for borrowing of a particular class and should also comply with the requirements of the Financial Memorandum, and Corporation Financial Regulations, in force at the time.
 - (d) Power to invest any sums not immediately required for the purposes of carrying on any activities they have power to carry on.
 - (e) Power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes.

- (f) Power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.
- (g) The Corporation may also provide facilities of any description (including recreational facilities for students and staff, which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

Section 3B – Responsibilities of the Corporation:

Under Article 3(1) of the College's Articles of Government, and the Financial Memorandum, the Corporation is responsible for:

- 1 The determination of the educational character and mission of the institution and for the oversight of its activities.
- 2 ***Approving the quality strategy of the institution.***
- 3 The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
- 4 Approving the annual estimates of income and expenditure.
- 5 The appointment, grading, suspension, dismissal and determination of the pay and conditions of the service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff
- 6 Setting a framework for the pay and conditions of service of all other staff.
- 7 Ensuring that funds from the LSC are used only in support of activities permitted by the Further and Higher Education Act 1992, the Financial Memorandum and any other conditions that the LSC may from time to time prescribe.
- 8 Ensuring that the financial, planning and other management controls, including controls against fraud and theft, applied by the college are appropriate and sufficient to safeguard public funds.
- 9 Getting consent from the LSC on all transactions affecting land or buildings involving capital sums of more than £1,500,000 or 5% of annual revenue whichever ever is the lower, if its maintenance is, or may be expected to become a charge on LSC funds.
- 10 Ensuring the College has a sound system for internal control, has appointed an Audit Committee and has arranged for the provision of financial reporting and internal audit.
- 11 Appointing a Search Committee in accordance with Section 5 of the Articles.
- 12 Ensuring any major changes which take place that may impact on the College's control systems are notified to the LSC in writing. Such changes will include:-

- (a) The appointment of a new Chair of Corporation
- (b) The appointment of a new or temporary Principal
- (c) The appointment of new Clerk

13 Getting the assurance of the Principal, as accounting Officer, that the College is complying at all times with the terms and conditions set down in the Financial Memorandum.

Section 3C – Responsibilities of the Principal:

The Principal is appointed by the Corporation and is its employee. He/She is a member of the Corporation with full voting rights except on items of specific exclusion. He/She is the accounting officer for the College responsible to the statutory funding bodies. The Principal is personally accountable to the Corporation for the proper discharge of his/her responsibilities as chief executive and for ensuring the decisions of the Corporation are implemented. He/she is the Corporation's professional adviser on education matters.

Under Article 3(2) the responsibilities of the Principal are to:

- 1 Make proposals to the Corporation to determine the educational character and mission of the institution and implement the strategy and policies.
- 2 Ensure that the annual estimates on income and expenditure are prepared and are in a format approved by the Corporation
- 3 Manage the affairs of the College with due regard to its solvency and financial health
- 4 Not allow assets to be unprotected, inadequately maintained or unnecessarily risked
- 5 Not cause or allow any practice, activity, decision or organisational circumstances which is either imprudent or in violation of commonly accepted business or professional ethics
- 6 Bring all relevant issues facing the College to the attention of the Corporation at the appropriate time and with relevant advice
- 7 Not deprive the Corporation of information which is necessary for it to fulfill its statutory duties
- 8 Not allow staff and students to be subject to conditions which are unfair or undignified by ensuring that only approved policies are operated
- 9 Ensure that the College Health and Safety policy is fully operated
- 10 Determine, after consultation with the Academic Board, the College's academic activities
- 11 Maintain student discipline and be responsible for the suspension or exclusion of students on disciplinary grounds
- 12 Ensure that approved quality standards are maintained in all activities.

Section 3D – Responsibilities of the Clerk:

Under Article 3(3) the Clerk is responsible for the following functions:

- 1 Advising the Corporation with regard to the operation of its powers**
- 2 Advising the Corporation with regard to procedural matters**
- 3 Advising the Corporation with regard to the conduct of its business**
- 4 Advising the Corporation with regard to matters of governance practice**

Section 3E – Senior Post Holders:

- 1 Senior Post Holders – the Principal, Vice-Principal Finance and Resources, Vice-Principal Quality and Students and the Clerk to the Corporation have been designated as senior post holders. Corporation therefore has direct responsibility for all aspects of their employment. The Chair of Corporation will line manage the Principal and the Clerk to the Corporation. Corporation has delegated day to day line management responsibility for the Vice-Principals to the Principal.

Section 4 – Recurrent Annual Approvals:

	Agenda item	Meeting cycle	Authority	Responsibility
1	Re-Appointment of Chair and Vice-Chair(s).	Annually – October.	Local.	Clerk to Corporation.
2	Appointment of Chair of Audit Committee.	Annually – July.	Local.	Clerk to the Corporation.
3	Re-appointment of Corporation sub-committee membership.	July.	Local.	Clerk to Corporation.
4	Monitoring of the Strategic Plan.	Termly.	LSC.	Principal.
5	Monitoring of the Property Strategy.	Annually.	LSC.	VP Finance and Resources.
6	Approval of the annual internal audit report.	November/December.	LSC.	VP Finance and Resources.
7	Re-appointment of auditors.	June/July.	Local.	VP Finance and Resources.
8	Review of three-year strategic plan.	March/April.	Local.	Principal.
9	Approval of annual report and financial statements.	December.	Local.	Principal.
10	Agreement of annual internal audit plan and needs assessment.	June/July.	Local.	VP Finance and Resources.
11	Annual staff salary review.	Nov	Local.	Principal.
12	Review of tuition fees policy.	March/April.	Local.	V P Finance and Resources.
13	Approval of the three year financial forecast, one year operational budget and capital budget.	July	Local	VP Finance and Resources