



LOWESTOFT COLLEGE CORPORATION

STANDING ORDERS

Reviewed and approved by Corporation
October 2010

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.

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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 and Remuneration 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 and Remuneration 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 and Remuneration Committee is kept informed as to the most appropriate experience and skills needed by the Corporation at any one time LSO

- 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 Governors with the necessary skills to enable Corporation to carry out the functions set out in

<i>Article 3 of the Articles of Government</i>	<i>16</i>
<i>Funding Body Governors (if appointed)</i>	<i>2</i>
<i>Staff Governors – at least one, maximum</i>	<i>3</i>
<i>Student Governors – at least two, maximum</i>	<i>3</i>
<i>Parent Governors</i>	<i>3</i>
<i>Principal</i>	<i>1</i>
<i>Range of total permitted Numbers</i>	<i>12 – 20</i>

- 3 Lowestoft College Corporation will determine its membership in line with the Instruments and Articles of Government. Current membership is as set out in Appendix E. LSO

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 governor 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 and Remuneration 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, other than staff or student who are subject to nomination and vote by the relevant constituent bodies, the Corporation will consider any recommendations put forward by the Search and Remuneration 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 governor appointed by a funding body established by statute). 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. | LSO |

Section 1C – Eligibility and Register of Interest:

- 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 governor 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

LSO

Section 1D Induction, Training, Appraisal, Development and Review

- 1 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 committees and details of the membership of the Corporation. A mentor will be allocated to each new governor from the existing Corporation. LSO
- 2 Governors will complete on an annual basis a training needs form which will be used to inform the development of an annual training plan. New governors of Corporation will receive training including Health and Safety, Curriculum, Safeguarding, Equality and Diversity, the responsibilities of being an employer, the work of the Audit Committee Finance and Quality as part of the induction programme. Where possible new governors will also spend time on each committee as part of induction. Other governors should receive training on a regular basis.
- 3 Governors will participate in an appraisal review system as set out in Appendix G. The Search and Remuneration Committee will review the outcomes of this process as well as reviewing the performance of new governors within the first year and, where necessary, make recommendations to Corporation re further development.

Section 1E – 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, which must be in writing and received 12 calendar days prior to the meeting, 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 |
| 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 two months 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 Search and Remuneration Committee. | LSO |

Section 1F – Conduct of Corporation Meetings:

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| 1 | The Corporation shall meet at least once per term and at least six times per year with other meetings as necessary. Three meetings will focus on Curriculum and Quality matters and three on Finance and Performance. | LSO/IOG
Instrument 12 |
| 2 | Meetings of the full Corporation will normally be held on a Monday evening (to be confirmed annually) between the hours of 17:30 and 20:30. | 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 20:30 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 three weeks prior to the meeting date and any papers associated with agenda items must be given to the Clerk at least twelve calendar days before the proposed meeting. | LSO |
| 6 | Any governor 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. The Clerk will notify all governors of the deadline for agenda items 12 calendar days prior to the meeting. | LSO |
| 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 or Principal (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. | LSO\IOG
Instrument 12 |
| 9 | A special meeting can also be called with less than seven days notice if the Chair (or in the Chair's absence, Vice Chair) so directs on the grounds that there are matters demanding urgent consideration. | LSO\IOG
Instrument 12 |
| 10 | Members of the Senior Management Team are invited to attend Corporation meetings. Other members of staff may be invited to attend Corporation meetings as required for specific agenda items. | LSO |

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| 11 | The governor shall advise the Clerk and Chair before, at the start of a meeting or as soon as it becomes evident that there is, or may be, a conflict of interest. The Clerk shall also 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 | <p>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</p> <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 |
| 14 | 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. | |

Section 1G – 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 |
| 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. Governors 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 |

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| 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. The Clerk will advise both the Student Governor and Chair when relevant and prior to the meeting. | IOG
Instrument 14 |
| 6 | A Student Governor shall not vote on 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 governors other than student governors, withdraw from the meeting. | IOG
Instrument 14 |

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

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| 1 | Written minutes of every meeting of the Corporation/Committee shall be prepared and the minutes of the last meeting shall be taken as an agenda item. | IOG
Instrument 15 |
| 2 | Decisions reached at Corporation/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 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/Committee. 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 and, where applicable, will have been the subject of review and agreement by the Senior Management Team prior to the relevant Corporation/Committee meeting. | LSO |
| 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 |

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| 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/Committee 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 normally not more than two weeks following the respective meeting. The Chair of the Corporation/Committee will return the draft minutes, amended as appropriate, to the Clerk to the Corporation normally 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 | Action points from the meeting will be advised by the Clerk to the relevant person responsible for carrying them out following confirmation of the draft minutes by the Chair and normally no later than two weeks following the date of the meeting. | LSO |
| 12. | Once the Corporation/Committee 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 1I – Confidential Minutes:

1. The following template/structure should be used in producing Corporation and Committee minutes deemed to be confidential by governors and in line with Corporations policy on Confidentiality. LSO
 - 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, 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 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 1J – Delegation of Authority to the Chair :

1. 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
2. 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.
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, when Corporation will review the appropriateness of the action taken by the Chair. 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 1K – Delegated Authority to Committees

- 1 The Corporation may not delegate authority in respect of : IOG
Articles 9 & 10
- 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 government
- 2 In addition to those items shown in paragraph 1 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
- 3 The Corporation may delegate authority to its 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 committee must be recorded in the minutes of its meeting and be reported to Corporation at the first available opportunity for ratification. Matters relating to the Curriculum or Quality will not be delegated to committees. LSO
- 4 Corporation has delegated powers to its committees as set out in the Appendix A LSO

Section 1L - Corporation Committee Structure:

- 1 In determining whether to have committees, other than those designated in the Instruments and Articles of Government, Corporation should ensure that the role of any committees helps the Board to achieve its objectives. LSO
- 2 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

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| 3 | The Corporation shall establish a committee to advise on the appointment of governors to the Corporation and also the conditions of service of Senior Post Holders. This committee will be known as the Search and Remuneration Committee. | IOG
Article 5 |
| 4 | 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 known as the Estates and Finance Committee. | LSO |
| 5 | 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. | LSO |
| 6 | The Corporation will establish Special Committees to deal with matters relating to the employment of Senior Post Holders and in line with the Articles and Government and relevant College procedures | IOG
Article 12
LSO |
| 7 | The Corporation shall determine the membership of the committees established and review this membership on an annual basis. See Appendix F for current committee membership. | LSO |
| 8 | The Chairs of the committees, except Audit, will be appointed by the committee member's annually. The Chair of Audit will be appointed by the Corporation annually. | LSO |
| 9 | The Corporation will agree the terms of reference for each committee. | LSO |

Section 1M – Assistant Governors on 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 committee. Such an Assistant Governor will be appointed on the recommendation of the Search and Remuneration Committee and will have the same rights as other committee members including voting rights unless specified in the committee's terms of reference. These rights do not include attending Corporation meetings other than by invitation and/or as an observer.
- 2 Assistant Governors on committees will be expected to abide by the governors code of conduct, and adhere to Corporation policies and standing orders. 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 An Assistant Governor on a committee can resign at any time. This must be done in writing to the Clerk to the Corporation. The continued involvement of an Assistant Governor will be considered by Corporation as part of its annual review of committee membership.

Section 1N – Quorum re Committee:

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| 1 | The rules relating to a quorum for 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 1O– Voting re Committee:

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| 1 | Every resolution to be decided at a 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 | 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. The Clerk to advise the Student Governor and Chair of that committee accordingly and where relevant prior to the meeting | 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 |

- 8 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
- 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

SECTION 2 – COMMITTEE STANDING ORDERS

LSO

Section 2 A – AUDIT COMMITTEE 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 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 the Principal in his/her role as 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 members of the college's staff and governors and to consult with the internal audit service and the external auditor directly.

Membership:

- 1 Membership of the Audit Committee will be reviewed and determined annually by Corporation. This review will also confirm the extent of the committee's delegated authority. Details of current membership can be found in Appendix F.
- 2 Members of the committee may not also be members of the Estates and Finance Committee.
- 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 responsible body(s) Audit Cycle

- 3 The providers of the External and Internal Audits will be invited to attend relevant meetings.
- 4 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.
- 5 The Committee may invite any College employee to attend a meeting to provide information relevant to that meeting.
- 6 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.
- 7 The Committee will take account of the relevant 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.
- 8 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 Committee members will determine on an annual basis who will have an open invitation to be in attendance at meetings. See Appendix F for current list.
- 2 The Committee will also 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 the provision of this service.

Section 2B – SEARCH AND REMUNERATION COMMITTEE Terms of Reference: This is a combined advisory committee with two specific functions as follows:

2B(1) Search

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, and ensuring that the membership fully reflects the College's equality and diversity principles.

3. Reviewing the performance of new and Assistant Governors

2B(2) Remuneration

Purpose:

- 1 To advise the Corporation on the remuneration and conditions of service of designated senior post holders.
- 2 To maintain clear records of all decisions taken with reference to remuneration issues.

Powers:

- 1 The Search and Remuneration Committee is advisory and has no executive powers other than to make recommendations to the full 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 Membership of the Search and Remuneration Committee will be reviewed and determined annually by Corporation. Details of current membership can be found in Appendix F.

Proceedings:

- 1 The Search and Remuneration Committee shall meet as circumstances dictate but at least on a termly basis.
- 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 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 C - ESTATES AND FINANCE COMMITTEE Terms of Reference: (These to be subject to annual review including delegation of authority)**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 the current 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 Lowestoft and Waveney Education Services Limited 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 the principles upon which the College sets tuition fees and in line with agreed strategic aims and objectives
- 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 in accordance with Financial Regulations as set out at Appendix I
- 8 To receive as exceptions reports Estates and Health and Safety updates. In addition to review and recommend 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 Lowestoft and Waveney Education Services Limited.

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. In addition and in accordance with the current Financial Regulations approved by Corporation the group is empowered to approve material virements 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 Governors 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 Membership of the Estates and Finance Committee will be reviewed and determined annually by Corporation. Details of current membership can be found in Appendix F.

Proceedings:

- 1 The Estates and Finance Committee shall meet on a bi-monthly basis to enable proper consideration to be given to the current College financial position
- 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 Committee members will determine on an annual basis who will have an open invitation to be in attendance at meetings. See Appendix F for current list.
- 2 The Committee will also invite persons other than committee members to attend meetings as the committee feels appropriate.

Clerking Arrangements:

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

**Section 2 D - PERSONNEL COMMITTEE Terms of Reference:
(These to be subject to annual review including delegation of authority)**

Purpose:

- 1 To review on an annual basis the HR Strategy and make recommendation to Corporation regarding changes of direction. To review, monitor and evaluate its implementation and to determine annually the key performance 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 such as employment law, Safeguarding and Equality and Diversity and to ensure via the receipt of an annual report that College's policies and procedures comply with relevant and current legislation.
- 3 To agree an annual continuing professional development plan in line with robust reviews of individual staff performance to minimize the risk of underperformance in the delivery and achievement of the College's objectives.
- 4 Where relevant to 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

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.
- 2 When any decision has been taken by the Committee on behalf of the Corporation it must inform all Governors 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 Membership of the Personnel Committee will be reviewed and determined annually by Corporation. Details of current membership can be found in Appendix F.

Proceedings:

- 1 The Personnel Committee shall meet at least 3 times per year
- 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 Committee members will determine on an annual basis who will have an open invitation to be in attendance at meetings. See Appendix F for current list.
- 2 The Committee will also 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 the provision of this service

Section 2E – PANELS DEALING WITH SENIOR POST HOLDER EMPLOYMENT MATTERS

The following panels must take account of the latest ACAS guidance as good practice.

In accordance with the requirements of the Instruments and Articles of Government and the agreed procedures relevant to Senior Post Holders there are six panels covered in this section. These panels are:

- Panel 2E(1) Appointments of Senior Post Holders
- Panel 2E(2) Grievance, Discipline (short of dismissal) and Suspension
- Panel 2E(3) Discipline (possible dismissal – Special Committee)
- Panel 2E(4) Appeals re Discipline (short of dismissal)
- Panel 2E(5) Appeals re Dismissal
- Panel 2E(6) Appeals re Grievance

Each panel has a specific set of terms of reference as follows.

Panel 2E(1) Appointments Panel**Purpose:**

- 1 To recommend to Corporation the appointment or promotion to designated senior posts in accordance with Section 12 of the Articles of Government.

Powers:

- 1 In accordance with Article 12 the Appointments Panel has no delegated authority to act. Any recommendation made can be overruled by the Corporation (AOG 12(4))

Membership:

- 1 For the appointment to the post of Principal the Appointments Panel shall comprise at least five members of Corporation including, the Chair or Vice-Chair or both.
- 2 For the appointment to other senior posts the Appointments Panel shall comprise the Principal and at least three other members of the Corporation.

- 3 Student members of Corporation may not be members of the Appointments Panel in accordance with section 14(9) of the IOG.
- 4 With respect to Staff members of Corporation it is for Corporation to determine their membership in accordance with section 14(5)(d) of the IOG.
- 5 The Chair, or in their absence Vice-Chair of Corporation, will chair the Appointments Panel.

Quorum:

- 1 To be determined by Corporation in line with the requirements of the Articles of Government.

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.

Panel 2E(2) Grievance, Disciplinary (short of dismissal) and Suspension

Purpose:

- 1 In accordance with AOG Section 16 and in compliance with the agreed senior post holder procedures to deal with matters of grievance, discipline and suspension.

Powers:

- 1 As set down in the relevant procedures.

Membership:

- 1 For matters of discipline the Chair will appoint the Investigation Officer and receive their report. Where an outcome could be dismissal the matter will be referred to Panel 2E(3) (see section 6 of the Senior Post Holder Disciplinary Procedure)). In all other cases the matter will be dealt with in accordance with section 5 and involve one of the Principal, the Chair, or the Vice-Chair. In the case of Summary Dismissal where the senior post holder has been accused of gross misconduct, gross incompetence or gross negligence, section 7 of the disciplinary procedure shall apply. Suspension in accordance with section 8 may also apply. These actions to be carried out by the Chair of Corporation, or in his absence Vice-Chair and not by the Panel.
- 2 For matters of Grievance (excluding those involving the Principal) the Principal will endeavor to resolve the grievance informally. If the formal procedure is to be followed then the Chair of Corporation, or in their absence the Vice-Chair, will receive and consider a written statement from the senior post holder and deal with the grievance as per sections 3.5 to 3.9 of the Grievance procedure.

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.

Panel 2E(3) (Special Committee)

Purpose:

- 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) and in accordance with section 6 of the agreed senior post holder disciplinary procedure.

Powers:

- 1 As set down in section 6 of the senior post holder disciplinary procedure.

Membership:

- 1 Membership of the Special Committee will be in accordance with section 6.2 of the relevant disciplinary procedure. This will consist of at least 3 members of Corporation excluding the Chair, Vice-Chair, Principal, Staff and Student Members of Corporation.

Quorum:

- 1 To be determined by the Corporation and in line with the requirements of the relevant procedure.

Clerking Arrangements:

- 2 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.

Panel 2E(4) Appeal Panels – Discipline (short of Dismissal)

Purpose:

- 1 To consider an appeal from a Senior Post Holder in accordance with the Appeals procedure.

Membership:

- 1 Three members of Corporation excluding the Principal, Staff and Student Governors.

Quoracy:

- 1 To be determined by the Corporation and in line with the requirements of the relevant procedure.

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

Panel 2E(5) Appeal re Dismissal

Purpose:

- 1 To consider an appeal by the Senior Post Holder against a decision to dismiss including summary dismissal.

Membership:

- 1 To be determined by Corporation in accordance with the relevant procedure and excluding either the Chair of Corporation in the case of summary dismissal or members of the original Special Committee that recommended dismissal.

Quoracy:

- 1 To be determined by the Corporation and in line with the requirements of the relevant procedure.

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

Panel 2E(6) Grievance

Purpose:

- 1 To consider an appeal by a Senior Post Holder against a decision made under the formal grievance procedure

Membership:

- 1 At least three members excluding the Chair, Principal, Staff and Student Members.

Quoracy:

- 1 To be determined by the Corporation and in line with the requirements of the relevant procedure.

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 F – 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 committees established by the Corporation under Section 4 of the Articles of Government (Personnel Committee, Estates and Finance Committee, 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:
 - 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 those 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 three 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 two 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:

- 1 In accordance with the Instruments and Articles of Government see Appendices A, B and C which sets out the powers and responsibilities of the Corporation, Principal and Clerk.

SECTION 4 SENIOR POST HOLDERS:

- 1 Senior Post Holders – the Principal, Vice-Principal Corporate Services, Vice-Principal Curriculum and Standards 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 5 ANNUAL RECURRENT APPROVALS:

- 1 See Appendix D for current list.

SECTION 6 ADOPTION, MONITORING AND REVIEW:

- 1 It will be the responsibility of Corporation to approve and adopt Standing Orders and ensure that they are fit for purpose.
- 2 Corporation and its committees will review Standing Orders as part of the Corporation self-assessment process.
- 3 Corporation will be the responsible body in the event of changes and amendments to the Instruments and Articles of Government which require adoption.

APPENDICES:

The following appendices are referred to within Corporation Standing Orders and are subject to amendment at anytime Corporation sees fit. With reference to those posts referred to as being in attendance at Committee meeting (see Appendix F) these should be read as 'equivalent post' where designations have changed.

Appendix A	Powers and Responsibilities of Corporation and Delegation to Committees
Appendix B	Responsibilities of the Principal
Appendix C	Responsibilities of the Clerk
Appendix D	Recurrent Annual Approvals
Appendix E	Current Corporation Composition
Appendix F	Current Committee Membership Including those in attendance
Appendix G	Appraisal of Governors
Appendix H	Lowestoft and Waveney Education Services Limited
Appendix I	College and Company Financial Regulations

APPENDIX A

POWERS AND RESPONSIBILITIES OF CORPORATION

Terms of Reference, including responsibilities and summary powers, of the Corporation

Purpose :

- 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.

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 relevant statutory funding body 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.

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 relevant funding bodies 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 relevant funding bodies 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 relevant statutory body 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 the relevant statutory funding body 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 relevant statutory body 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.

Matters Corporation will not delegate to its committees:

In addition to those matters set out in Standing Orders above and in accordance with the Instruments and Articles of Government, Corporation has determined that the following matters will not be delegated for action to any of its committees:

- 1 Determination of the College Mission/Vision, Strategic Aims and Objectives, Strategic Risks and supporting key performance targets.
- 2 Approval of the College Property Strategy
- 3 Approval of the Annual Internal Audit Report and Annual Internal Audit Plan
- 4 Approval of the Management Letter, Financial Report and Accounts
- 5 Approval of the Health and Safety Policy
- 6 Approval of the Equality and Diversity Policy
- 7 Approval of the Safeguarding and Vulnerable Adults Policy
- 8 Approval of the Three-Year Financial Forecast and One Year Operation and Capital Budgets
- 9 The Annual College and Corporation Self-Assessment Report
- 10 Appointment of key service providers in line with the requirements of College Financial Regulations and based upon recommendation for action from the relevant committee
- 11 Any legal matter that directly or indirectly involves the Corporation and requires, or may require, action on the part of the Corporation.

Corporation delegates the authority to act on its behalf to its committees on all other matters subject to Section 1K of Standing Orders. This to be reviewed on an annual basis and as part of the annual review of committee effectiveness.

APPENDIX B 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 Determine the institution's academic and other activities
- 3 Prepare 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 Corporation.
- 4 The organisation, direction and management of the institution and leadership of the staff.

- 5 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 holders of senior posts or the Clerk, where the Clerk is also a member of staff.
- 6 Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

In addition the Principal will

- 7 Ensure that the College's policies on Health and Safety, Safeguarding and Equality and Diversity are fully operated

APPENDIX C 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

APPENDIX D RECURRENT ANNUAL APPROVALS:

	Agenda item	Meeting cycle	Authority	Responsibility
1	Re-Appointment of Chair and Vice-Chair(s).	Annually – October.	Local. Corporation	Clerk to Corporation.
2	Appointment of Chair of Audit Committee.	Annually – July.	Local. Corporation	Clerk to the Corporation.
3	Re-appointment of Corporation Committee Membership and review delegated authority.	July.	Local. Corporation.	Clerk to Corporation.
4	Review and update of three-year strategic plan and approval of annual Key Performance Targets for the following year.	July	Local Corporation.	Principal.
5	Monitoring of the annual Key Performance Targets associated with the Strategic Plan.	Annually.	Local. Corporation and Committees.	VP Corporate Services Principal
6	To review and agree underpinning strategies	Annually	Local. Corporation and Committees	Senior Management Team
7	Approval of the annual internal audit report.	November/ December.	Local. Corporation	VP Corporate Services.

8	Review of the College mission statement	July	Local Corporation	Chair
9	Curriculum Strategic Review 14 -19 19+ Employer responsive HE	Autumn term	Local Corporation	Vice Principal Curriculum and Standards
10	Approval of annual report and financial statements.	December.	Local Corporation	Principal.
11	Agreement of annual internal audit plan and needs assessment.	June/July.	Local Corporation	VP Corporate Services.
12	Approval of tuition fees policy.	March/April.	Local Corporation	V P Corporate Services.
13	Approval of the three year financial forecast, one year operational budget and capital budget.	July	Local Corporation	Principal
14	Approval of remuneration of senior post holders	July	Local Corporation	Chair
15	Approval of College's and Corporation annual Self Assessment Report	November	Local Corporation	AP Quality Improvement and Learner Services
16	Approval of external quality benchmarks and monitoring of progress towards their achievement/retention.	As per agreed business cycle	Local Corporation and Committees	AP Quality Improvement and Learner Services
17	Approval of external Financial benchmarks		Local Estates and Finance Committee	VP Corporate Services.
18	Approval of annual reports on health and safety, Safeguarding and Equality and Diversity	As per cycle of business	Local Corporation	Senior Management Team.

APPENDIX E CURRENT CORPORATION COMPOSITION

The current composition of Corporation is as follows:

13 Governors with appropriate skills
 2 Staff Governors (1 elected by Academic Staff and 1 elected by Support Staff)
 2 Student Governors (1 Further Education Student and 1 Higher Education Student)
 1 Principal
 Total Membership = 18 Governors.

APPENDIX F CURRENT COMMITTEE MEMBERSHIP 2010/2011

1) Audit Committee:

Anne Swietlik – Chair/Governor	In attendance (not members):
John Eade – Assistant Governor	Vice-Principal Corporate Services
Stephen Archer – Governor	Assistant Principal Quality Improvement and
Emma Beese – Staff Governor	Learner Services
Alan Debenham – Governor	Internal/External Audit Partners/Manager

2) Estates and Finance:

Richard Perkins – Chair/Governor	In attendance(not members):
Ken Applegate – Governor	Vice-Principal Corporate Services
Kevin Howes – Governor	Head of Finance
David Matthews – Governor	Head of Estates
Bob Mee – Governor	
Sarah Smith – Staff Governor	
Simon Summers – Principal	

3) Personnel Committee:

Kevin Howes – Chair/Governor	In attendance(not members):
Alan Debenham – Governor	Vice-Principal Corporate Services
Evelyn Hicks – Governor	Assistant Principal Quality Improvement and
Alastair King – Governor	Learner Services
Deanna Law – Governor	Head of HR
Bob Mee – Governor	
Ashley Reynolds – Assistant Governor	
Simon Summers – Principal	

4) Search and Remuneration:

Bob Mee – Chair/Governor
Alan Debenham – Governor
Kevin Howes – Governor
Evelyn Hicks – Governor
Richard Perkins – Governor
Sarah Smith – Staff Governor (Not Remuneration)
Simon Summers – Principal
Anne Swietlik – Governor

APPENDIX G GOVERNOR APPRAISAL SCHEME

APPENDIX H LOWESTOFT AND WAVENEY EDUCATION SERVICES LIMITED:

1 Directors:

The following governors are also Directors of the College subsidiary:

Ken Applegate
Kevin Howes
Bob Mee
Richard Perkins
Simon Summers

Other Directors, who are College managers, are Teresa Miller (Vice-Principal Corporate Services), Tom Toolan (Assistant Principal Business and Economic Development), and Ian Pease (Head of Maritime, Offshore and Energy).

2 Memorandum of Understanding:

THIS MEMORANDUM OF UNDERSTANDING is made the [8] day of [May] 2000.

BETWEEN

(1) Lowestoft College of St Peter's Street, Lowestoft, Suffolk NR32 2NB ("the college"); and

(2) Lowestoft and Waveney Education Services Limited whose registered office is at Lowestoft College, St Peter's Street, Lowestoft, Suffolk NR32 2NB ("LOWES")

1. Background

The mission statement of the College is "Lowestoft College provides education and training in partnership with the wider community to meet the needs of individuals and groups".

The mission statement, which has been approved by the Members of the College Corporation ("the College Corporation"), is a statement that determines the strategic approach the College Corporation wishes the College management to follow.

Within the College's development plan, which determines the College's strategic direction, is a clearly identified need for the College to develop niche markets. One of the niche markets so identified is the exploration and exploitation of activities linked to the offshore and maritime sectors.

Some offshore and maritime sector activities are undertaken without the benefit of public sector funding and are funded by fee's charged. In order to effectively control and discharge its duties as a corporation the College Corporation considers it appropriate for a subsidiary company to undertake the privately funded training needs of organisations within the offshore and maritime sectors.

Accordingly, the College Corporation has set up a subsidiary company, LOWES.

The Memorandum of Association of LOWES clearly determines its role and its relationship to the College and the College Corporation. Part A of its Memorandum of Association identifies that the main object of LOWES is “assisting Lowestoft College in the delivery of Lowestoft College’s principal powers.”

The directors of LOWES are drawn from the College Corporation and members of the College’s senior management team to ensure consistency in respect of meeting the College’s priorities and to provide certainty in terms of accountability to the College Corporation.

The College Corporation recognises that the day to day activities of LOWES are regulated by sound financial regulations which have been determined by the College Corporation. The financial regulations for LOWES are those that have been drawn up to serve the needs of the College and are, therefore, synonymous with both entities.

2. Purpose of this Memorandum

The College Corporation has clearly determined its wish to ensure that it retains control of LOWES. This Memorandum sets out the College’s requirements for LOWES and LOWES’ obligations to the College and defines the relationship between LOWES and the College.

3. Understanding between the College and LOWES

It is understood by the College and LOWES that:

the College Corporation requires LOWES to assist it as necessary in delivering its principal powers and LOWES will comply with the College Corporation’s requirements as set out in paragraph 3.6 below and as required from time to time;

financial control of LOWES will be managed by the Principal of the College as Chief Accounting Officer for the College; such control will be regulated by the College Corporation in respect of the obligations on LOWES as set out below at paragraph 3.6;

LOWES has been established to provide opportunities to meet the College’s mission statement and that it will not be used to employ staff or to accumulate assets or other capital and revenue resources;

All intellectual property in the name of the College will be owned by the College Corporation and all individuals who are engaged to provide a service will be, in terms of their delivery of courses and programmes, employed by the College Corporation;

LOWES should have the opportunity to register for VAT to enable VAT to be reclaimed, thus maximising financial benefit to the College.

LOWES will:

procure that monthly accounts are prepared in such format as may be required by the College Corporation from time to time and which must be approved by the College Corporation;

procure that an annual external audit of its financial accounts be carried out;

procure that a copy of the external auditors' report be made available both to the College Corporation and to the College's audit committee once the report is finalised;

not employ staff without proper approval of the College;

not accumulate significant assets or other capital and revenue sources

enter into contracts only as necessary to allow it to undertake training to the offshore and maritime sectors;

register for VAT with H M Customs and Excise and will reclaim VAT as allowed under the current VAT regulations and such regulations as may apply from time to time.

We agree that this Memorandum of Understanding sets out the relationship between the College and LOWES.

Signed by [] [Date]
For and on behalf of Lowestoft College

Signed by [] [Date]
For and on behalf of Lowestoft and
Waveney Education Services Limited

APPENDIX I COLLEGE AND COMPANY FINANCIAL REGULATIONS