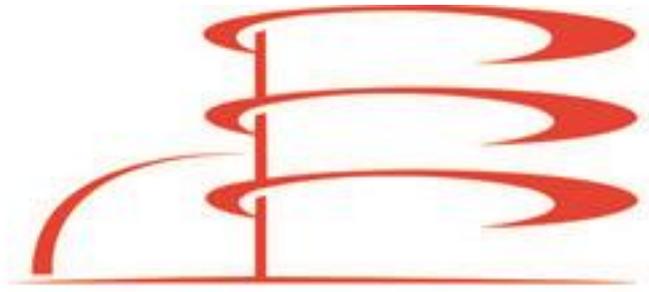


HANDBOOK



Bexhill 6th Form College

GOVERNORS' HANDBOOK 2019/20

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Welcome to the Corporation Handbook

Our Governors show a high level of commitment to the College and this was identified in the Ofsted Inspection of the College in 2010 as one of our key strengths. The Inspection report stated that “Governance is good. Governors make good use of their expertise and local knowledge to contribute to strategic planning. Their understanding of the college’s strengths and areas for improvement is good. Well-planned link visits help involve governors closely in the work of the college.” The report of the Short Inspection, undertaken in 2015, reiterated the strength of the Governing Body.

The purpose of this handbook is to provide Governors with information which supplements the contents of the Instruments and Articles of Government and the Standing Orders in respect of:

- Bexhill College and its vision.
- The Code of Conduct to which Governors are required to adhere.
- The Committees of the Corporation, their Terms of Reference and membership.

Introduction to the Corporation

The Corporation currently has a membership of fourteen, consisting of:

- Independent Governors – 9
- Principal – 1
- Parent Governor – 1
- Staff Governor – 1
- Student Governor – 1

Staff and student Governors are nominated and selected from the groups they represent. A full list of current members of the Corporation appears on the following pages.

The Clerk to the Corporation

It is a statutory requirement for the Corporation to appoint a Clerk. The Clerk is responsible for ensuring that all the activities of the Corporation are conducted in a professional manner, following agreed procedures. The Clerk has an advisory role and a responsibility to ensure that the Corporation operates within its powers.

Our Clerk is Alison Dennett. She works on a part-time basis and reports directly to the Chair of the Corporation and also works closely with the Principal.

Contact details are as follows: t: 01424 214545 ext. 1142 e: clerk@bexhillcollege.ac.uk

Correspondence can be addressed to Bexhill College, Penland Road, Bexhill on Sea, TN40 2JG.

Introduction to Bexhill College

Bexhill College is an independent Sixth Form College providing post-16 education in the East of the County of East Sussex. It traditionally has four partner 11-16 schools: Bexhill Academy, St. Richards Catholic College, Claverham Community College and Robertsbridge Community College; however, a high proportion of the students come from the surrounding areas. Recruitment reaches as far out as Rye and the Kent borders. There is a tradition of strong recruitment from Hastings and St Leonards-on-Sea which currently has two 11-16 Academies, one 11-18 Academy with a sixth

form, and an FE College. More recently, numbers from Eastbourne schools have also increased as a result of active marketing in that area.

As a high proportion of students live outside Bexhill in the rural areas, many use public transport to travel to College.

Despite improvements to the road network in recent years, the transport network to the area remains poor and therefore limited large manufacturing firms are based in the locality. The major businesses are retail, distribution, insurance, leisure and tourism and banking. The care sector continues to be a major employer in the area. There is high unemployment in three areas of the town, which are classified as areas of social and economic deprivation. This is also the case in areas of St Leonards and Hastings, which is classed as an Opportunity area. As a result, the College has a relatively high number of students on the bursary compared to other Sixth form Colleges.

The College offers a broad range of courses to meet the needs of the local community. The core focus of the College work is with the 16-19 age group offering a broad range of academic and vocational courses across foundation, intermediate and advanced level. At Level 3 it offers: 'A' Levels and Level 3 Diplomas, along with level 3 vocational courses in areas such as Hairdressing, Catering and Personal Training. The College attracts approximately 1960 full time, 16-19 year old students, of which approximately 90% are studying advanced programmes and the remaining 10% intermediate/foundation level.

The college has a reputation for consistently good results. Its 'A' Level pass rate has been above the national average for the past 26 years. Vocational results are equally as strong.

The college moved to new purpose-built accommodation in August 2004 and has now established itself in the new location. A new theatre block opened in November 2013 and an extension to the sports centre, to include a 'state of the art gym' in 2015. The College is conscious that a well presented, well equipped estate is attractive to students and therefore, we invest time and resources in ensuring we maintain high quality premises. The College is co-located with the post-16 section of Glyne Gap Special School offering opportunities for an enriched educational environment.

In recent years, the college has developed a broad adult education offer which provides a range of academic and recreational courses. These courses mainly take place in the evening when approximately 500 adults attend evening class courses.

The college places a strong emphasis on pastoral support and tutorial provision. The tutor programme is designed to work closely with students to improve retention and achievement. The success of this is reflected in the high retention and achievement figures the College has.

College Vision Statement

Strategic Plan and Mission Statement

The Strategic Plan details the context, vision, mission, strategic objectives and values of the College. The plan is devised in consultation with Corporation members, managers, staff, students, our local community and other key stakeholders.

A cycle of planning, target setting, monitoring and review to meet the challenging targets of the plan, has been developed. The Strategic Planning, Policy and Quality Assurance Committee monitor and review progress towards achievement of the College Annual Improvement Plan on an annual basis, and if necessary, will identify any areas of concern.

VISION

'Outstanding College, Outstanding Opportunities'

MISSION STATEMENT

Bexhill College provides outstanding educational opportunities for the young people and the wider community of Rother and Hastings and beyond.

STRATEGIC OBJECTIVES

1. To deliver a responsive curriculum, which provides enriching opportunities that develop students' broader skills and increases their enjoyment, achievement and positive participation in society
2. To deliver outstanding learning, teaching and assessment that places the College in the top 25% nationally facilitated by a well-trained, effective staff, supported by excellent leadership and management at all levels
3. To promote and celebrate diversity, that respects and values the individual and ensures all groups are equally successful
4. To continue to promote a safe and inspirational learning environment providing personalise support and high quality resources
5. To maintain the College's strong financial base as 'outstanding' to support the delivery of the College's objectives.

Core Values

The College has identified the following six values to underpin our work:

- Excellence: Pursuing excellence in everything we do.
- Can do attitude: Looking for solutions in every challenge.
- Courage: Taking the right decisions in each situation.
- Respect: Always acting with integrity and treating others with dignity.
- Team working: Achieving success through working with others.
- Achievement driven: Having the energy and enthusiasm to achieve outstanding results.

The Role and Responsibility of Governors

Your role as a member of the Corporation carries a number of responsibilities as detailed in the **Statutory Instrument and Articles of Government of Further Education Corporations**.

Modifications to the Instruments and Articles of all Further Education and Sixth Form College corporations came into force as a result of the Education Act 2011. Bexhill College Corporation has created a set of fit for purpose I&As.

The **Articles of Government** describe the responsibilities of the Corporation and the Principal and issues relating to staff and students, whilst the **Instrument of Government** explains the arrangements that are required for meetings of the Corporation and its committees.

The main responsibilities of the Corporation are defined in Article 3 of the Statutory Articles of Government and may be summarised as:

- The determination and periodic review of the educational character and mission of the College and for the oversight of its activities.
- Publishing arrangements for obtaining the views of staff/students on the above.
- Approving the quality strategy of the College.
- The effective and efficient use of resources, the solvency of the College and the safeguarding of its assets.
- Approving annual estimates of income and expenditure.
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the Principal and other Senior Post Holders and the Clerk to the Corporation.
- Setting a framework for the pay and conditions of service of all other staff.

Responsibilities of the Corporation and Management

Management and governance in the College should work together to achieve the highest quality outcomes for the College. The balances of activities and responsibilities between the two may vary from time to time according to a particular situation at the College but there are clear distinctions between the roles. Below are some examples of the different responsibilities:

Corporation	Senior management
Defines the College's vision and mission; sets and measures targets for achievement.	Proposes the College's vision, mission and strategy.
Deals with strategic thinking and direction.	Handles strategic planning and implementation.
Determines and approves appropriate policy.	Proposes appropriate policies and implements board decisions.
Oversees effectiveness of management.	Conducts the day-to-day running of the College.
Monitors the quality of the College's performance locally and in relation to the national average.	Assumes leadership of the staff.
Reviews the board's own effectiveness in order to improve continuously.	Undertakes executive management and development of the College and staff. Self-assesses in order to improve continuously.

Corporation	Senior management
Ensures financial solvency and probity.	In colleges, the Principal is the accounting officer, responsible for the financial well-being of the college and accountable to the Corporation and Parliament.
Determines pay and remuneration framework for the Principal, Clerk and other Senior Post Holders.	Determines the pay and conditions of service of staff - other than Senior Post Holders and the Clerk - within the framework set by the Corporation.
Maintains the College's assets.	Prepares annual estimates of income and expenditure.
Ensures that the college's educational character meets the needs of the community which the college serves.	Ensures the provision of a quality curriculum and customer service.
Provides the community's voice within the College and represents the College to the community.	The day-to-day running of the college and determination of its academic activities within the College and in the wider community. Developing and managing services and academic activities.
Promotes collaborative partnerships.	Represents the College locally and nationally; builds positive working relationships and collaborative partnerships.
Supported by Clerk, works with management to monitor, challenge and improve performance.	Supports and informs the Corporation; provides briefings and advice.

Legal Responsibilities and Liability - All Governors are asked to complete a declaration of interest form annually which covers any financial or other interests relating to the College and Governors are asked to declare any conflicts of interest at the start of each Corporation and Committee Meeting. It is the Corporation's responsibility not to breach duties imposed by the Articles of Government to ensure Governors are not personally liable. Governors do not have personal liability as long as they have acted honestly and reasonably. In addition, the College has Governor Liability Insurance which is available to view on request from the Clerk.

It is policy of Bexhill College Corporation for all Governors to be asked to undertake a DBS check upon appointment.

Governors' Expenses - The College is not allowed to remunerate Governors for their services as members of the Corporation but does have the power to reimburse them for travelling costs which they have incurred in the execution of their duties. Expenses can be passed over to the Clerk to the Corporation.

Time Commitment - The Corporation meets four times a year. Meetings last for approximately two hours, commencing at 18.30. Most Governors also serve on one of the Corporation's Committees. In addition, Governors are asked to attend at least one Governors' Morning and two Training sessions per year. Attendance of 70% is expected.

The Code of Conduct for Corporation Governors

The Code of Conduct is intended as a guide to the standards of conduct and accountability which are expected of Governors, to enable them to understand their legal and ethical duties and to assist them in carrying out those duties. Governors should promote and support these principles by leadership and example.

This Code is not intended to be a definitive or authoritative statement of the law or good practice. All Governors should familiarise themselves with the following documents:

- The College's Instrument & Articles of Government
- The Standing Orders and Terms of Reference of the committees
- The College's Strategic Plan, encompassing the College's Vision, Mission Statement and Strategic Objectives

It is recommended that Governors are familiar with:

- The Conditions of Funding Agreement [and the Financial Memorandum] entered into by the College with the ESFA
- The Post-16 Audit Code of Practice issued by the ESFA

This Code applies to every committee or working party of the Corporation.

Aims

This Code of Conduct aims to ensure that all Governors understand their role as members of the Colleges Corporation and understand that:

1. All Governors should support the Vision, Mission and Strategic Objectives of the College and commit to promoting the interests of the College and its students in the wider community.
2. All Governors understand their role as part of the Corporation which recognises its obligations to all those with whom it and/or the College has dealings including students, employees, suppliers, other educational institutions and the wider community.
3. The Corporation is committed to combating any discrimination within the College on the grounds of characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act.
4. The Corporation gives due regard to its duty under the Education Act 1986 to take reasonable steps to ensure the freedom of speech for members of the College community and visiting speakers under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.
5. The Corporation is committed to ensuring that it conducts its business in accordance with the highest ethical standards.
6. Decisions made by Governors must promote equality and diversity in accordance with the College's Equality, Diversity & Inclusion Policy and equalities legislation.

Duties

7. Governors are in the position of charity trustees and, as such, owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests.
8. Governors should work co-operatively with other Governors and co-opted committee members in the best interests of the College at all times. Each Governor should act honestly, diligently

and independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

9. Governors must familiarise themselves with and observe the provisions and responsibilities given to the Corporation within the College's Instruments & Articles of Government including the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office.
10. Governors should comply with the Standing Orders and Terms of Reference of the Committees, in order to ensure that the Corporation conducts itself in an orderly, fair and open manner. (Standing Orders and Terms of Reference are subject to periodic review).
11. Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive including the responsibilities given to the Principal by Article 3 of the College's Articles of Government.
12. Governors are collectively responsible for observing the duties set out in the Conditions of Funding Agreement [and the Financial Memorandum] which the College has entered into with the ESFA as a condition of receiving public funds. A summary of some of the more important requirements of the Funding Agreement and the Financial Memorandum is set out at Appendix 1.
13. In addition to funds provided by the ESFA, Governors should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU).

Public Service Values

14. Governors should act in accordance with the standards expected of public office (the Nolan Principles). Appendix 2 provides an overview of the Nolan Principles.
15. Governors should comply with the Requirements of Good Governance, as defined by the Independent Commission on Good Governance in Public Services. Appendix 3 provides an overview of the Requirements.

Skill, Care and Diligence

16. Governors should exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances in all their work for the College. This would be particularly relevant when Governors act as agents for the College, for example when functions are delegated to a committee of the Corporation or to the Chair.
17. Governors representing the College at events i.e. Governors' Mornings or College social events, should abide by the protocols for the event.
18. Governors must adhere to the College's Child Protection and Safeguarding Policy and ensure the Clerk and Principal are notified when a request is made to attend the College. When on the premises, Governors should sign in and wear their ID badge at all times.

Powers

19. Governors are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 33E and 33F of the Further and Higher Education Act 1992 as amended by the Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011. A summary of those powers is set out at Appendix 4.
20. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Clerk for advice.

Conflicts and Declarations of Interest

21. Governors should declare openly and immediately any personal conflict of interest arising from a matter. An interest does not have to be financial for the purposes of disclosure. If it is likely to, or if publicly known perceived as being likely to, interfere with the exercise of a Governor's independent judgement, then the interest (financial or otherwise) should be reported to the Clerk and/or declared in meetings.
22. Guidance for managing Conflicts and Declarations of Interest is set out in the Conflicts and Declarations of Interests Policy.

Collective Responsibility

23. The Corporation operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by video-conference and by alternative methods such as Written Resolutions (as provided for within the Instrument & Articles). Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation members collectively and each individual Governor has a duty to stand by it, even if they have voted against it, abstained from voting or were absent when the decision was taken. It follows that all Governors are bound by a decision made in good faith and may not obstruct the execution of that decision.
24. The Clerk shall ensure that all Board and Committee decisions are recorded in the Minutes.
25. Further guidance on Collective Responsibility is set out in the Corporation's Standing Orders.

Openness and Confidentiality

26. Due to the Corporation's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation with the exception of confidential matters. Minutes of Corporation and Committee meetings are available for public inspection unless of a confidential nature. The Corporation's Confidentiality Statement provides details of confidential matters.
27. Staff and Student Governors have, however, no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
28. Any matters of a confidential nature must remain so outside the confines of the meeting. Governors must not disclose information to third parties without the consent of the Chair or the Corporation or unless the Governor is required by law to do so.
29. Governors must not speak on behalf of the Corporation or express their personal views about the Corporation and its work without express authority from the Corporation to do so. Public statements will only be made by the Principal and the Chair of the Corporation except where explicitly agreed otherwise.

Exceptional Governance Mechanisms

30. In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised.
31. It is the responsibility of each Governor to ensure they fully comply with all aspects of the responsibilities and conduct specified in this policy, the Instrument and Articles of Government, the Standing Orders, the Declarations and Conflicts of Interests Policy, and the Confidential Reporting Policy. Governors must also adhere to the College's ICT Acceptable Use Policy.

32. A Governor can confidentially raise concerns regarding any matter with the Clerk to the Corporation and the Chair of Corporation and should not normally raise issues of a more personal nature without first discussing it with the Chair of Corporation.
33. Governors should contact the Principal about issues related to the running of the College or its activities, staff and students and all other matters through the Chair of Corporation.

Attendance at Meetings

34. A high level of attendance at meetings of the Corporation is expected so that Governors can perform their functions properly. Governors should endeavour to attend all Corporation meetings and any committee meetings of which they are a member. Governors who are unable to attend a meeting should inform the Clerk as soon as possible. Where a Governor's inability to attend a series of meetings is likely to affect the ability of the Corporation to perform its duties, that Governor should work with the Chair to consider any action needed. The expected attendance rate is 70%.
35. Governors must read their papers in preparation for meetings and should contact the Clerk if any clarification of papers is needed or additional advice is required.
36. Governors should follow meeting protocols set out in the Standing Orders.

Governance Development

37. Governors must ensure they have a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops, and be proactive in increasing their knowledge of the College.
38. In order to promote more effective governance, Governors will carry out an annual self assessment review looking at the performance of the Corporation in its own duties and responsibilities. Training may be identified by the annual self assessment review process; it is the responsibility of Governors to inform the Clerk if they feel they need further guidance or training to carry out their role.

Appendices to Code of Conduct:

- Appendix 1: Summary of the main provisions of the Conditions of Funding Agreement with the ESFA.
- Appendix 2: The Seven Principles of Public Life
- Appendix 3: Six Core Principles of Good Governance
- Appendix 4: Summary of the Statutory Powers of the Corporation (under section 33E of the Further and Higher Education Act 1992 as amended)
- Appendix 5:

(A full copy of the Code of Conduct is available on the Governors' Section of the website:
<https://www.bexhillcollege.ac.uk/docs2/about/governors.shtml>)

Declaration of Interests

Members of the Corporation and Senior Staff should declare an interest whenever their personal circumstances render their role in governance of the College vulnerable to accusations that they are not delivering to the highest standards of probity and honesty.

The Clerk will circulate a Declaration Form once a year, which should be returned even with a nil response. Changes to your position over the year should be notified directly to the Clerk. Should you become aware of a potential conflict of interest during a meeting, you should declare this to the Chair of the meeting.

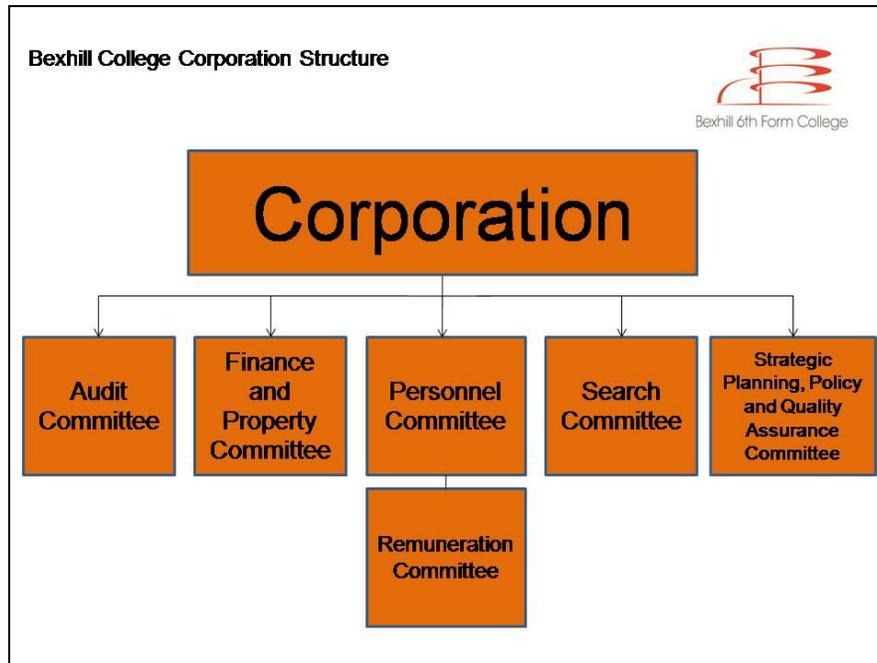
As guidance, the following would be interests that should be declared:

- Your employer(s)
- Close family relationships with college staff or the staff of related agencies, schools and colleges
- Family relationships to College students
- Financial holdings in individual companies (you do not have to declare how much, just the company where you hold an interest)
- Directorship, Partnership etc. in companies, charities and agencies
- School and College Members and similar roles
- Elected offices in political parties and pressure groups

It should be stressed that there is nothing wrong with these activities from a College Governor viewpoint. Often, Governors are valuable to the College because of such links and experience. However, it is vital that they are clear to everyone so that when the College takes decisions there can be no suggestions of inappropriate influence.

Corporation Committees

Bexhill College has the following six Committees:



These committees carry out much of the detailed work, which would not be possible at meetings of the full Corporation. Most Governors serve on at least one of these Committees.

Audit Committee to advise the Corporation on all matters related to audit activities and the systems of internal control at the College. The Audit Committee meets at least twice per year.

Finance and Property Committee to advise the Corporation on the effective and efficient use of resources, the solvency of the College and the safeguarding of its assets. It also considers the annual estimates of income and expenditure and monitors implementation of the budget. It meets at least three times per year.

Personnel Committee to advise the Corporation on all matters connected with the staffing of the College, including current and projected staffing needs, staff retention, recruitment policy and contractual arrangements. It meets three times per year.

Remuneration Committee to advise the Corporation on the remuneration, condition of service, appraisal and development of the Principal, Clerk and Senior Post Holders. The Remuneration Committee meets once a year.

Search Committee to advise the Corporation on the appointment of new Governors and the reappointment of existing members. The Committee is also responsible for providing general advice to the Corporation on governance matters. The Search Committee meets at least three times a year.

Strategic Planning, Policy and Quality Assurance Committee to advise the Corporation and make recommendations relating to the range, responsiveness and quality of the teaching and support services of the College, the effectiveness of marketing and the adequacy of the premises and equipment for those services. It meets three times per year.

Audit Committee

Membership	At least three Governors (excluding the Chair of Corporation, the Principal and members of the Finance and Property Committee)
Attendance	Principal, Director of Finance
Quorum	40%
Schedule	Two meetings per year

Key purpose

To advise the Corporation in fulfilling its responsibilities with respect to the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes and securing value for money.

Delegations

1. To establish, in conjunction with College management, annual performance measures and indicators to monitor the effectiveness and value for money of any internal review service and external audit service.
2. To ensure the Confidential Reporting Policy is in place and monitored.
3. To produce an annual report for the Corporation and accounting officer which includes 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 any internal review or external audit.

Duties

To review and make recommendations to the Corporation on:

4. The adequacy and effectiveness of the audit arrangements and systems of internal control.
5. The appointment, re-appointment or removal, scope and fees of any internal review activity and approval of any internal review programme.
6. The appointment, re-appointment, dismissal and remuneration of the external auditors.
7. The policies and procedures for reporting financial and non-financial matters including risk management and audit opinions and recommendations and management responses.
8. The effectiveness of the risk register, and what constitutes acceptable residual risk.
9. The approval of the Risk Management Policy.
10. Control issues included in the management letters of the external auditors and the management response to these.
11. The Annual Report and Accounts prior to Corporation approval, focusing particularly on the statement of internal control and the process for review of the accounts and the levels of errors identified.

To monitor:

12. And ensure effective coordination between any internal review process and the external auditor as appropriate.
13. And ensure that additional services undertaken by any auditors are declared.
14. And ensure that the auditors have direct access to the Chair of Audit and are accountable to the Audit Committee.
15. And ensure that all allegations of fraud and irregularity are properly followed up.
16. Within an agreed timescale the implementation of agreed recommendations relating to internal audit assignment reports, annual reports and spot-check reports and the financial statements auditor's management letter.
17. To annually self assess the effectiveness of the Committee.
18. To consider other relevant matters delegated by the Corporation from time to time.

Finance and Property Committee

Membership	At least three Governors, Principal (excluding members of the Audit Committee)
Attendance	Director of Finance
Quorum	40%
Schedule	Three meetings per year

Key Purpose

To oversee the College's financial affairs and estates and maintenance projects.

Delegations

1. To review the Estates Project and the Planned Maintenance Programme.
2. To review the security of the College premises and personnel.
3. To review the efficiency of Plant and Energy systems in the College.
4. To approve the appointment of consultants and planning applications.
5. To authorise purchases and expenditure as set out in the Financial Procedures.
6. To ratify the Disaster Recovery Plan.

Duties

To review and make recommendations to the Corporation on:

7. The financial strategy and three year financial plan, quarterly financial and management reports and annual budgets.
8. Approving annual estimates of income and expenditure.
9. Maximising income from all sources, the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets.
10. The Financial Procedures.
11. The appointment of bankers.
12. The setting of student fees and the Charging Students Policy.
13. Investments and loans.
14. The College Accommodation Strategy.
15. The best use of College land and buildings to ensure that it is an environment for high quality teaching and learning together with effective maintenance, a cost effective use of space and compliance with health and safety legislation.

To review:

16. The Financial Statements and management letters.
17. Members and Senior Post Holders expenses on an annual basis.
18. The annual accounts prior to review by the Audit Committee and the Corporation to ensure their delivery is in line with projected budgets and outcomes.
19. Reports covering property issues and the health and safety and security of students, staff, visitors and property and ensure procedures are being properly monitored.

To monitor:

20. Progress against budgets and plans and recommend appropriate actions.
21. Relevant contracts taken out by the College (e.g. catering, grounds maintenance)
22. The financial performance of the Sports Complex, the Nursery and any other semi-autonomous units
23. Significant Estates Projects including "Capitals Buildings Projects"
24. Treasury management
25. Monthly management accounts

26. To ensure compliance with the relevant statutory and legislative requirements regarding financial and premises matters, and consider and advise the Corporation on relevant information from the Local Authority and appropriate bodies.
27. To consider Health and Safety, Equality and Diversity and Safeguarding and PREVENT issues where relevant to the work of the Committee.
28. To ensure that risks relevant to the work of the Committee are reviewed and reported to the Audit Committee.
29. To annually self assess the effectiveness of the Committee.
30. To consider other relevant matters delegated by the Corporation from time to time.

Personnel Committee

Membership	At least three Governors (excluding Staff Governors)
Attendance	Principal, Director of HR
Quorum	40%
Schedule	Three meetings per year

Key Purpose

To advise and provide support to the College regarding the framework for pay and conditions of service of staff.

Delegations

1. To ensure that formal, rigorous and transparent employment policies and systems are in place and kept under review for all staff including recruitment, terms and conditions of employment, complaints, equality and diversity, health and safety, pay, pensions, discipline (including dismissal) and redundancy.

Duties

To review and make recommendations to the Corporation on:

2. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of senior post holders and the Clerk.
3. The framework for the pay and conditions of service of staff other than senior staff.
4. Personnel Policies
5. Issues relating to discipline, conduct of staff, grievances, industrial dispute, redundancy.
6. Issues relating to recruitment and retention, staff development, training and welfare.

To review:

7. Policy on union recognition and liaise as appropriate with union staff representatives.
8. The system for staff appraisal and performance management.

To monitor:

9. Equal Opportunities as applicable to all Staff in the College.
10. To ensure compliance with the relevant statutory requirements and employment law, and consider and advise the Corporation on relevant information from the Local Authority and appropriate bodies.
11. To consider Health and Safety, Equality and Diversity, Safeguarding and PREVENT issues where relevant to the work of the Committee.
12. To ensure that risks relevant to the work of the Committee are reviewed and reported to the Audit Committee.
13. To annually self assess the effectiveness of the Committee.
14. To consider other relevant matters delegated by the Corporation from time to time.

Remuneration Committee

Membership	At least two members of the Personnel Committee (excluding the Principal)
Attendance	Principal (as required)
Quorum	40%
Schedule	At least one meeting per year

Key Purpose

To consider the remuneration, conditions of service and the appraisal and development of the Principal and Senior Post Holders.

Delegations

1. To establish a transparent procedure for the remuneration of the Principal and Senior Post Holders.
2. To ensure that rewards are made in a fair and responsible manner and are linked to the individual's contributions to the success and successful performance of the College.

Duties

To review and make recommendations to the Corporation on:

1. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of Senior Post Holders and the Clerk to the Corporation.
2. The remuneration of the Principal and the Clerk to the Corporation.
3. The appraisal and performance management of the Principal and Senior Post Holders.
4. Any severance arrangements in the event of early termination of employment of the Principal and Senior Post Holders.
5. Succession planning and the recruitment of Senior Post Holders.
6. To ensure compliance with the relevant statutory requirements and employment law, and consider and advise the Corporation on relevant information from the Local Authority and appropriate bodies.
7. To consider Health and Safety, Equality and Diversity, Safeguarding and PREVENT issues where relevant to the work of the Committee.
8. To ensure that risks relevant to the work of the Committee are reviewed and reported to the Audit Committee.
9. To annually self assess the effectiveness of the Committee.
10. To consider other relevant matters delegated by the Corporation from time to time.

Search Committee

Membership	Chair of Corporation, Principal, at least one other Governor
Attendance	None
Quorum	40%
Schedule	Two meetings per year or as required

Key Purpose

To advise on the appointment of Governors and other matters relating to membership and appointments.

Delegations

1. To determine the process for Governors' Self Assessment, skills audit and training needs.
2. To determine the induction procedures for Governors.

Duties

To review and make recommendations to the Corporation on:

3. Committee structure and terms of reference.
4. Membership of Committees.
5. The terms of appointment of Governors.
6. Succession planning for Governors.
7. The Standing Orders.
8. Policies relating to Corporation matters and membership.

To review:

9. Governors' attendance.
10. The Confidentiality Policy and annually review the sensitivity of confidential minutes and papers to determine whether confidentiality is maintained and ensure that information is released in to the public domain when the criteria for confidentiality are no longer met.
11. To ensure compliance with the relevant statutory requirements and consider and advise the Corporation on relevant information from the Local Authority and appropriate bodies.
12. To ensure compliance with good governance.
13. To consider Health and Safety, Equality and Diversity and Safeguarding issues where relevant to the work of the Committee.
14. To ensure that risks relevant to the work of the Committee are reviewed and reported to the Audit Committee.
15. To annually self assess the effectiveness of the Committee.
16. To consider other relevant matters delegated by the Corporation from time to time.

Strategic Planning, Policy and Quality Assurance Committee

Membership	At least three Governors, Principal (excluding Staff Governors)
Attendance	Vice-Principals, Director of Services Supporting Learning
Quorum	40%
Schedule	Three meetings per year

Key Purpose

To monitor, evaluate and advise the Corporation on the quality and effectiveness of the College's provision to students and stakeholders.

Delegations

Duties

To review and make recommendations to the Corporation on:

1. The determination and periodic review of the educational character and mission of the College through the Strategic Policy, and the oversight of its activities through the development and implementation of the strategic plans.
2. Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities
3. The College SAR and the Quality Improvement Plan.
4. The effectiveness of the College's Quality Assurance Procedures.

To review:

5. College Marketing practices.
6. The annual College complaints report.
7. Curriculum development and change.

To monitor:

8. The College's Quality Assurance Procedures.
9. The achievement of targets set by the Corporation for student achievement and retention and to recommend new targets as required.
10. The progress by the College against Action Plans adopted by the Corporation.
11. The value of partnerships for the College.
12. The Governance and Oversight of HE in relation to the College's Office for Students Registration
13. To keep up to date with Post 16 policies and advise the Corporation on relevant information from the Local Authority and appropriate bodies.
14. To consider Health and Safety, Equality and Diversity, Safeguarding and PREVENT Issues where relevant to the work of the Committee.
15. To ensure that risks relevant to the work of the Committee are reviewed and reported to the Audit Committee.
16. To annually self assess the effectiveness of the Committee.
17. To consider other relevant matters delegated by the Corporation from time to time.

Corporation Links

In addition to Corporation and Committee attendance the Corporation has a Corporation Links Policy. The aim of the Policy is:

- To develop Governors' knowledge of curriculum, business support and other areas of the College's operations.
- To provide opportunities to visit classrooms and other learning environments to see teaching, learning and assessment in action.
- To provide opportunities to talk to managers, staff and students
- To encourage Governors to use their existing skills and experience to benefit the College
- To raise the profile of the Corporation by providing opportunities for staff and students to meet informally with Governors
- To familiarise Governors with the College's physical environment.

Governors' Mornings

Governors are invited to Governors' Morning once per year. During the morning, Governors will be allocated to different areas of the College. This approach aims to provide Governors with an insight across all areas of the College over a period of time. Areas will be circulated in advance of the mornings. Individual requests to visit specific areas of interest are welcome and will be accommodated where possible. Governors are asked to provide the Principal and Clerk with a brief report at the end of their visit.

Link Governors

Lead Governors also support the specific areas of the Colleges work:

- Careers Education, Information, Advice and Guidance (CEIAG)
- Arts and Culture
- Higher Education
- Safeguarding and Health & Safety
- Property
- Marketing
- Equality, Diversity & Inclusion

For Safeguarding and Health & Safety and Equality, Diversity & Inclusion, the link Governors attend College meetings where they are able to provide additional expertise and support to the College. A report from the meeting is fed back at Corporation meetings.

Self-Assessment Panel Meeting

A Governor attends the Self-Assessment Panel Meeting. This is usually either the Chair or the Vice Chair of the Strategic Planning and Quality Committee.

Other link events

Other opportunities to speak directly to managers and staff are provided at individual link events which will take place before Corporation meetings. This might include a 'speed dating' event where Governors have the opportunity to talk to a number of Heads of Section on a key issue or presentations from managers on key areas of the College's work such as individual sections or a key support area, strengths are areas for development.

Attendance at College events

Members of the Corporation are regularly invited to attend exhibitions, concerts and other College events. Information is provided at Corporation meetings through the Principal's reports. Invitations are also sent out by the Principal or the Clerk.

Corporation Governor Profiles

Wayne Marley (Chair) Wayne has many years of experience in the construction industry and is co-owner and Director of a local Builders & Shop Fitters company; he is also a Chartered Surveyor. Wayne has been a member of the Corporation for 15 years and was appointed as Chair in 2018; he is also Chair of the Finance & Property Committee

Lloyd Taylor (Vice-Chair) Lloyd runs The Detective Agency, a UK design agency. He is the Parent Governor on the Corporation, Vice-Chair of the Corporation and the Chair of the Strategic Planning, Policy and Quality Assurance Committee.

Michael Boakes Michael was Head of English at St Richard's Catholic College; he is now semi-retired and continues to undertake some exam invigilation work at St Richard's. He is Chair of the Personnel Committee and the Vice-Chair of Remuneration Committee.

Lorraine Brown Lorraine is employed as Finance Manager in a local voluntary organisation, Rother Voluntary Action. Prior to that, she held a range of similar roles in other organisations in the local area and in London. Lorraine has worked with the PTA of a local primary school and is the parent of a past student at the College. Lorraine is Vice-Chair of the Finance and Property Committee.

Marie-Ange Coxhead Marie-Ange was employed by the College for over twenty years, most recently in the position of Adult Education Manager until 2016. Now retired, Marie-Ange carries out Internal Quality Assurance (IQA) and is involved in voluntary work with St Michael's Hospice and the Snowflake Night Shelter in Hastings. Marie-Ange is a member of the Strategic Planning, Policy and Quality Assurance Committee.

Karen Hucker Karen is Principal of Bexhill College.

David Kelly For a number of years, David has worked with the College Leadership Team as an Executive Coach. As such he helps organisations to develop their business strategy and individuals to develop their leadership and management roles. Currently he is a Foundation Governor at St. Mary Magdalene's school and previously held a similar post at St. Richard's Catholic College. David is a member of the Finance & Property and Strategic Planning, Policy and Quality Assurance Committees.

Elisabeth Lawrence Elisabeth is the Student Services Manager at the College and is in her second Term of Office as the Staff Governor on the Corporation. She has a wealth of post 16 experience in both FE and Sixth Form Colleges. She has also been a consultant in FE.

Alison McInnes OBE Alison is a former long serving Member of the Scottish Parliament with a wealth of experience of board and committee membership including serving on the Scottish Parliament's Justice Committee, its policing sub-committee and its Parliamentary Bureau. Alison is a Director of a local film production company and is a current Trustee of Age Concern Eastbourne. She was awarded an OBE for public and political service in the Queen's Birthday Honours List 2013. Alison is a member of the Personnel Committee.

Dave Padmore Dave was Director of Operations in McDonald's corporate for 300 stores in London and the South (Company and Franchised stores). In 2005 Dave decided to become a Franchisee and now has stores in the Hastings, Eastbourne and Uckfield area. Dave is Chair of the Audit Committee and the link Governor for Equality and Diversity.

John Stebbing John is a former Partner at Stephen Rimmer LLP Solicitors and is now a consultant Family Law Solicitor, Mediator, & Child and Collaborative Lawyer. He is Chair of the Remuneration Committee and Vice-Chair of the Personnel Committee.

Pat Strickson Pat has a background in varied leadership and advisory roles in local education. She is a retired teacher and executive headteacher and SENCO, and has worked in many local primary schools and academies. Pat has previously worked at Bexhill College as a teacher and, since retiring, has been working as Liaison Officer for the College for Host Families for International Students. Pat is the Corporation's Safeguarding and Health & Safety link governor and is Vice-Chair of the Audit Committee and a member of the Personnel Committee.

COMMITTEE MEMBERSHIP 2019/20

Audit Committee (3 minimum)	David Padmore (Chair) Pat Strickson (Vice-Chair) Mike Boakes In attendance Karen Hucker, Principal Director of Finance
Finance and Property Committee (3 minimum)	Wayne Marley (Chair) Lorraine Brown (Vice-Chair) Karen Hucker, Principal David Kelly In attendance Director of Finance Property Manager
Personnel Committee (3 minimum)	Michael Boakes (Chair) John Stebbing (Vice-Chair) Alison McInnes Pat Strickson In attendance Karen Hucker, Principal Director of HR Vice Principals (as appropriate)
Remuneration Committee	John Stebbing (Chair) Mike Boakes (Vice-Chair) Wayne Marley Lloyd Taylor In attendance (as appropriate) Karen Hucker, Principal
Search Committee	Wayne Marley (Chair) Lloyd Taylor (Vice-Chair) Karen Hucker, Principal
Strategic Planning, Policy and Quality Assurance	Lloyd Taylor (Chair) Marie-Ange Coxhead David Kelly Karen Hucker, Principal In attendance Elisabeth Lawrence Vice-Principals Director of Services Supporting Learning

Governors Terms of Office		
NAME	TERM	
	FROM	TO
BOAKES Michael	27.04.16	26.04.20
BROWN Lorraine	03.07.18	01.07.21
	03.07.17 - 02.07.18 'probationary' year	
COXHEAD Marie-Ange	02.07.19	01.07.22
	02.07.18 – 01.07.19 'probationary' year	
KELLY David	02.07.19	01.07.22
	02.07.18 – 01.07.19 'probationary' year	
MARLEY Wayne	05.10.16	04.10.20
McINNES Alison	01.06.19*	31.05.20*
	*Initial 'probationary' year	
PADMORE David	16.10.14	15.10.18
STEBBING John	11.10.16	10.10.20
STRICKSON Pat	03.07.18	01.07.21
	03.07.17 - 02.07.18 'probationary year'	
Parent Governor		
NAME	TERM	
	FROM	TO
TAYLOR Lloyd	12.07.16	11.07.20
Principal		
NAME	TERM	
	FROM	TO
HUCKER Karen	On-going for duration of time as Principal	
Staff Governor		
NAME	TERM	
	FROM	TO
LAWRENCE Elisabeth	01.07.18	30.06.22
Student Governor		
NAME	TERM	
	FROM	TO
WATSON Gabrielle	01.09.19	31.08.20

CORPORATION 2019 - 20

Governors

- Wayne Marley – Chair
- Lloyd Taylor (Parent Governor) – Vice-Chair
- Karen Hucker – Principal
- Michael Boakes
- Lorraine Brown
- Marie-Ange Coxhead
- David Kelly
- Alison McInnes OBE
- David Padmore
- John Stebbing
- Pat Strickson
- Elisabeth Lawrence (Staff Governor)
- Gabrielle Watson (Student Governor)

Wayne Marley



Elisabeth Lawrence



Gabrielle Watson



Alison McInnes



David Kelly



Lloyd Taylor



John Stebbing



Karen Hucker



Marie-Ange Coxhead



Pat Strickson



Michael Boakes



David Padmore



Lorraine Brown



Finance & Property

- Wayne Marley (Chair)
- Lorraine Brown (Vice-Chair)
- David Kelly
- Karen Hucker

Personnel

- Michael Boakes (Chair)
- John Stebbing (Vice-Chair)
- Alison McInnes
- Pat Strickson

Search

- Wayne Marley (Chair)
- Lloyd Taylor (Vice-Chair)
- Karen Hucker

Audit

- David Padmore (Chair)
- Pat Strickson (Vice-Chair)
- Michael Boakes

Strategic Planning, Policy & Quality Assurance

- Lloyd Taylor (Chair)
- Marie-Ange Coxhead (Vice-Chair)
- David Kelly
- Karen Hucker

Remuneration

- John Stebbing (Chair)
- Michael Boakes (Vice-Chair)
- Wayne Marley
- Lloyd Taylor

Standing Orders for the Bexhill College Corporation

These Standing Orders supplement, and must be read in conjunction with, the Instrument and Articles of Government.

The Orders cover the proceedings of the Corporation Board where these issues are not covered in the Instrument and Articles of Government.

1. Election of Chair and Vice-Chair

- i. The Chair and Vice-Chair of the Corporation will be elected annually at the last full Corporation meeting of each academic year for the ensuing year.
- ii. Nominees for both posts must be proposed and approved by other Corporation members attending the meeting and must accept the nomination.
- iii. If there is more than one nomination the Corporation (including the nominees) will vote by secret ballot for which the Corporation will appoint the Clerk to the Corporation as scrutineer. This will be conducted by post and all members will be entitled to vote.
- iv. If there are three or more candidates but it is only the first two who receive equal votes there should be a fresh ballot as between those two only.
- v. The Chair and Vice-Chair of all committees of the Corporation will be elected in the same manner by each committee at their last meeting of each academic year.
- vi. Non-Corporation members co-opted onto committees cannot be elected Chair or Vice-Chair and do not vote.

2. Convening Meetings

- i. The Corporation will adopt a calendar of meetings for full Corporation meetings and Committee meetings for the next year at the Spring Corporation meeting.
- ii. The Clerk to the Corporation will set up agendas for Corporation and Committee meetings in consultation with the respective Chair for publication to all attending Governors one week before the meeting. Agendas may be sent out electronically or in paper copy.
- iii. Extra-ordinary meetings of the full Corporation can be called at the discretion of the Chair (or in his/her absence by the Vice-Chair or Principal). These should be for exceptional reasons and Governors should normally be given at least one week's written notice to include specific details of the reason for calling an extra-ordinary meeting. The officer calling the extraordinary meeting should endeavour to convene it on a date when the Chair can attend.
- iv. Any committee or the full Corporation can make an amendment to the calendar for their own cycle of meetings at a quorate meeting of that committee. Between meetings the Chair of Corporation or Chair of the Committee or the Clerk may confer with individual Governors as far as they are available in order to alter the date unless the majority of the committee are opposed to such a change. All members of any committee and the Principal and Chair of Corporation must be informed in writing of such a change by the Clerk.

3. Conduct of Meetings

- i. Meetings are normally held at Bexhill College.
- ii. Meetings are held in person. By exception decisions can be made by written resolution by approval of the Chair.
- iii. Meetings of the Corporation and its Committees are formal occasions. When addressing a meeting Governors should address the Chair and confine their remarks to the subject under consideration at that particular time.
- iv. Meetings will be chaired by the Chair of the Corporation or Chair of the Committee. Where the Chair is absent the Vice-Chair will act as Chair. Where the Vice-Chair is absent another full member will act as Chair.

- v. Meetings of Corporation and its Committees shall be quorate if the number of members present is at least 40% of the total number of members. If the meeting is not quorate it may still go ahead with items for discussion and information only. If the meeting cannot be held the Chair may call a special meeting as soon as it is convenient.
- vi. Approval of an item can be agreed via email from Corporation and Committee members in exceptional circumstances with the prior consent of the Chair of Corporation.
- vii. Governors should endeavour to attend all Corporation meetings and any meetings of Committees which they are a member. Members who are unable to attend a meeting should inform the Clerk as soon as possible. The expected attendance rate is 70% which includes attendance at Governors' Mornings and Training Sessions.
- viii. Governors should endeavour to attend meetings on time.
- ix. Governors should read their papers in preparation for meetings.
- x. The Clerk should be contacted if any clarification of papers is needed or if additional advice is required.
- xi. All Corporation meetings shall be summoned by the Clerk to the Corporation who shall send to the members written or electronic notice of the meeting and a copy of the agenda at least seven clear days ahead of the meeting.
- xii. The Clerk shall endeavour to send the agenda and papers by email/post so as to arrive seven clear days ahead of the meeting.
- xiii. Decisions at meetings of the Corporation and its Committees must not be for any improper use or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds.
- xiv. Governors should acknowledge that differences of opinion may arise in discussion of issues, but once a quorate decision is taken, all members are collectively responsible for it even if they have voted against it, abstained from voting or were absent when the decision was taken. It follows that all members are bound by a decision made in good faith and may not obstruct the execution of that decision. The Clerk shall ensure that all Corporation and Committee decisions will be recorded in the minutes.
- xv. If a Governor disagrees with a decision s/he can ask to have that disagreement discussed and minuted. If the Governor strongly disagrees, s/he should consult the Chair outside the meeting within five days.
- xvi. It is important that the Corporation and its Committees have full and frank discussions in order to take decisions collectively. To do so there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which by reason of its nature the Chair or members of the Corporation are satisfied should be dealt with on a confidential basis.
- xvii. Governors should make contributions to discussions in a professional manner respecting other Governors points of view which may differ from their own. Once the point has been made, Governors should allow the discussion to move forward.
- xviii. Governors should be mindful of discussion of issues related to subjects or individual members of staff when student and staff members present. If Governors wish to discuss such issues, they should be part of the reserved section of the meeting.
- xix. Governors should declare openly and immediately any personal conflict of interest arising from a matter. Guidance for managing conflicts of interest is set out in the Declaration of Interests Policy. Governors may be asked by the Chair to withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter nor be counted in the quorum. Any Governors who is in doubt as to whether to declare an interest should ask the Clerk for guidance.

4. Voting

- i. Voting at any meeting will be by show of hands.
- ii. The Chair or respective Chair of Committee should establish the specific item being put to vote and the Clerk should record the exact wording of the proposal and any amendment(s) being put to the vote.
- iii. In the event of a tied vote the Chair, (or Vice-Chair in his/her absence) may make a casting, second vote, or allow the tied vote to stand.
- iv. If the Chair does not cast his/her deciding vote the college will act on the basis that the status quo continues.
- v. Only full members of the Corporation may vote subject to the following exclusions:
 - The Principal & Staff Governors on the Personnel Committee.
 - The Principal, Staff and Student nominees in any disciplinary situation.
 - The Principal when considering recommendations of the Remuneration Committee.
 - Student Governors if they are under the age of 18 on any question concerning any proposal:
 - for the expenditure of money by the Corporation; or
 - under which the Corporation, or any members of the Corporation, would enter into any contact, or would incur any debt or liability, whether immediate, contingent or otherwise
- vi. Voting will be recorded by the Clerk as either approved or not approved unless any Governors requests that a recorded vote is taken. The Clerk need not record the way individuals vote. Any Governors who wishes to abstain or object to a decision should notify the Clerk at the time of the vote who will record in the minutes.
- vii. A Governor may request for a recorded vote to be taken provided that this is supported by a majority of the Governors present and voting. Where a recorded vote is taken, the Clerk shall record in the Minutes of the meeting the number of votes cast for and against the motion together with the number of abstentions. In the event that there should be a challenge against any decision made by the Board, it should be noted that an abstention will not be regarded as a vote against the decision which is the subject of that challenge.

5. Publication of Agendas and Minutes

- i. Agendas approved by Chair will be published to all Governors entitled to attend any meeting and to co-optees at least one week in advance. The Clerk will also place open papers circulated before and at the meeting in the Corporation File in the Bexhill College Learning Resources Centre (LRC).
- ii. Agenda items must be notified to the Chair of any meeting and should be with the Chair one week before publication.
- iii. Once approved at the following meeting of the Corporation or Committee, Minutes will be published as soon as possible after that meeting with an open copy on the College's website by the Clerk. The Clerk will also hold a hard copy to make available if requested.
- iv. Minutes indicated as "Confidential" at any meeting will be circulated to committee members and held by the Clerk, but not published on the College's website.
- v. Non-confidential minutes are available for public inspection on written application to the Clerk.
- vi. Agendas include current Governors Attendance Statistics.

6. Policy on non-attendance and lapsing of membership

- i. Governors' attendance at all meetings will be formally recorded by the Clerk and reviewed each year as part of the self-assessment process.
- ii. Details of any Governor who does not attend any Corporation or Committee meetings for one full College term will be referred to the Chair who will contact them informally.

- iii. Governors who do not attend any such meetings over two consecutive College terms will be considered to have resigned membership of the Corporation at the end of the second term if the Chair so informs the Clerk in writing having first contacted the Governor to invite him/her to put forward reasons against such deemed resignation.
- iv. A Governor who does not attend any meeting of the Corporation or committee for three consecutive College terms will be considered to have resigned at the end of their third term if the Chair so informs the Clerk in writing.
- v. Any Governors who is to be considered as having resigned by virtue of standing order 6.iii. or 6. iv. may appeal in writing to the Clerk (sending a copy to the Chair) within ten working days of written notification being sent to him/her by the Clerk or the Chair of deemed resignation. Such appeal for reinstatement as a Governor will be considered by the next meeting of the Corporation convened to be held at least five working days after receipt by the Clerk of the written notice of appeal. The Governor appealing shall not attend that meeting but may require the Clerk to make available to all Governors such written representations as he/she wishes. The decision of the Corporation shall be final.

7. Declarations of Personal Interest

- i. The Clerk will maintain a register of interests which will be available for inspection alongside minutes.
- ii. All Governors should update the register as their situation changes and the Clerk will ensure that it is reviewed by each Governor at least once a year.
- iii. Governors should declare in the register any interest which could be considered to prejudice decisions they take as members of the college. This should include in brief:
 - a) Paid employment, businesses in which they have a proprietary interest as sole owner, partner, shareholder etc. (unless shareholding amounts to less than 5% of the issued capital) and directorships.
 - b) Offices in political parties, pressure groups and trade unions or professional associations.
 - c) Family or intimate relationships with students of the college, members of the college staff, staff of funding agencies, competitors or advisors/service providers to the college.
 - d) Governorships, charitable and similar trusteeships and other similar public or semi-public offices.
- iv. Governors shall also openly declare any potentially prejudicial interest at the outset of any discussion at a meeting, shall only participate in the discussion if the Chair of the meeting permits it and shall not vote on any resolution related to the agenda item in question.

8. Delegation of Authority

- i. The full Corporation and committees may delegate authority to the Chair, the Principal or a group of Governors except in those circumstances prohibited by law.
- ii. Authority can also be delegated to the Chair subject to further approval in the form of a pro-forma response from all members of the committee. This allows the committee to make a decision subject to confirmation on receipt of further information.
- iii. Such delegated authority must be clearly set out and recorded in the minutes of the committee delegating authority and must be authorised through a formal vote.
- iv. Such delegations should be as specific and clear as possible and used only where helpful to ensure effective delivery of College business.
- v. Decisions arising from delegated authority must always be reviewed by the full committee at their next calendared meeting.

Chair's Action

- vi. Where circumstances of an urgent nature arise when it is not possible (due to time constraints) or appropriate (e.g. for a minor matter of business) to consider the matter by

Written Resolution and action is required before a meeting of the Board can be arranged, the Chair may take action which shall go to the next meeting of the Corporation for ratification. When such decisions are contrary to agreed policy or procedures, or likely to have a significant effect on the finances of the College, a Special Meeting of the Board shall be called at the earliest opportunity to ratify the Chair's decision prior to its implementation.

9. Committee Terms of Reference and Membership

- i. Terms of Reference are reviewed each year by the Search Committee.
- ii. Committees of the full Corporation requiring terms of reference are:
 - a) Audit Committee
 - b) Finance & Property Committee
 - c) Personnel Committee & Remuneration Committee
 - d) Search Committee
 - e) Strategic Planning, Policy & Quality Assurance Committee
- iii. Membership of Committees will be reviewed at the end of each year by the Chair of Corporation who will agree membership with each individual member based on their expertise and personal circumstances. Governors complete a committee pro forma at the Spring meeting of the Corporation.
- iv. In the absence of the Chair the Vice-Chair may deal with any matter arising under Standing Order 8.
- v. The Chair can agree changes mid-year to reflect changing membership and needs.
- vi. The decision of the Chair on matters of committee membership is final.
- vii. In exceptional circumstances the Chair can call a meeting of committee chairs to advise the college of Governors' opinion between full meetings.

10. Confidential Business

The Corporation adopts the following criteria against which Chairs of Committees can register items of business as confidential:

- **Personnel** – Details of personal information relating to staff employment and remuneration.
- **Commercial Confidence** – Details of commercial transactions involving the College. The terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property.
- **Legally privileged information** and any issue or papers relating to legal proceedings which are being contemplated or instituted by or against the Corporation or Bexhill College.
- **Information given to the Corporation in confidence.**
- **Department for Education (DfE), Education and Skills Funding Agency (ESFA)** – Information provided by the college to the DfE, EFA and SFA which is not normally placed in the public domain will not be reproduced on this site unless the DfE, EFA or SFA give permission to publish.
- **Any other matter**, the public disclosure of which would or would be likely to prejudice the effective discharge of the College's functions.

Items defined as confidential are fully minuted but the Minutes are held by the Clerk and Governors on a confidential basis. They are not available for public inspection.

The sensitivity of confidential minutes and papers will be reviewed annually by the Search Committee. They will determine whether confidentiality is maintained and ensure that information is released in to the public domain when the criteria for confidentiality are no longer met.

11. Member Eligibility

The Corporation adopts the following procedure to ensure eligibility of all Governor appointments and continued eligibility of all Governors. In order to be eligible as a member of the Corporation, a person must be eligible to act as a charitable trustee.

The following persons are ineligible to be appointed as a member of, or from continuing to be a member of, the Corporation:

- (a) anyone under the age of 18 years, except as a student Governor;
- (b) the Clerk;
- (c) a person who is a member of staff of the College, except as a staff Governor or in the capacity of Principal.

When the Search Committee recommends appointment of a Governor, the following checks will be made:

- Checks through Disclosure that the person has no record of activity making them unsuitable for such a role. In the case of the student or staff governor, this will include any current or repeated history of disciplinary or capability issues.
- The proposed Governor shall confirm in writing to the Clerk that he or she has not been adjudged bankrupt or made a composition or arrangement with his or her creditors.
- The proposed Governor shall confirm in writing to the Clerk that he or she has not, within five years before the proposed date of appointment, been convicted of an offence which has led to a sentence of imprisonment (whether suspended or not) of a period of not less than three months without the option of a fine.
- The proposed Governor will be asked to confirm they are eligible to be a charity Trustee, and therefore for Corporation membership, in line with automatic disqualification criteria as specified within the Charities Act 2011.

The Clerk will prepare a pro-forma for these declarations and will consult with the Chair and Principal to enforce the Instrument and Articles if required.

Once the Corporation has confirmed the appointment of a new Governor, the Clerk or Principal will write formally to confirm the appointment.

The pro-forma relating to bankruptcy and convictions will be circulated to all Governors annually along with Declaration of Interest Forms to ensure the Corporation knows when Governors become ineligible.

12. The Independence of the Clerk

- i. The Clerk is authorised if he/she feels it appropriate, to seek confidential legal advice relating to the College from the College's solicitors with the (confidential) agreement of any of the the Principal, the Chair, the Vice Chair, the Chair of the Audit Committee or the Chair of the Finance & Property Committee.
- ii. The solicitors will be made aware of this arrangement.
- iii. The Clerk is authorised to seek confidential advice from the College's auditors relating to the College, subject to the reporting of this to the Chair, the Vice Chair, the Principal, the Chair of the Audit Committee or the Chair of the Finance & Property Committee at the earliest opportunity.
- iv. Should the Clerk have problems, however remote, in resolving difficulties the Clerk should meet informally with the Chair, the Vice Chair and the Principal; if an informal resolution cannot be achieved then the Clerk should put the concerns in writing and send them to the Chair, the Vice Chair, the Chair of the Audit Committee and the Principal.

- v. Should the Clerk be unable to attend a meeting, where possible a senior member of staff will take the minutes.

13. Governance: Procedure for Resolving Difficulties

The Clerk's role includes advising on proper procedure and, if necessary, intervening when s/he feels that the Corporation is acting inappropriately or beyond its powers. The Corporation has approved the following procedures it would expect to be followed in this situation:

- i. the Clerk should make every effort to resolve the matter through the avenues available to him or her within the College and be certain that the reason for his or her concerns is understood.
- ii. Where the Clerk believes the Corporation or a Committee is minded, during a meeting, to act beyond its powers, s/he should raise the issue immediately.
- iii. The Clerk's advice should be discussed immediately. If the Corporation or Committee is still minded to act and the Clerk still gives the advice that such action would be beyond the powers of the Corporation or Committee, further discussion should be deferred until the next meeting of the Corporation or Committee, or to a special meeting called in accordance with the Instrument & Articles of Government.
- iv. Where the Clerk believes that the Corporation or Committee has acted beyond its powers, or an individual has acted beyond his/her powers, s/he should raise the matter in writing with the Chair of the Corporation as soon as possible. The Chair will ask the Principal (as Accounting Officer) for his/her written comments. Where the Chair is involved in the decision under dispute the Clerk should raise the issue with the Chair of the Audit Committee.
- v. Where appropriate, the Clerk may:
 - a) Consult the ESFA, DfE, Association of Colleges, SFCAs or other relevant regulatory body if s/he has concerns about a propriety matter;
 - b) Consult the College's financial statements auditors;
 - c) Seek initial legal advice without the agreement of the College management or the Corporation to a maximum of £1,000 if there is disagreement about whether an action may be unlawful or ultra vires.
- vi. The Clerk's concerns must be recorded in the minutes of the Corporation meeting at which they are discussed.
- vii. Any comments received from the Principal or Audit Committee Chair, and any advice given by any external source, will be reported by the Clerk to the next ordinary or special meeting of the Corporation or Committee concerned or, in the case of an individual, to the Chair of the Corporation or Chair of Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from the ESFA or other relevant bodies.
- viii. If no action results from the steps detailed above, and if the Clerk remains of the opinion that the ground for concern still present a threat to the proper governance of the College, then the Clerk is authorised to refer the matter to the ESFA and inform the Chair and Principal that this has been done.
- ix. The Corporation would not expect any such step, if taken in good faith by the Clerk in these circumstances, to be grounds for disciplinary action under the College's disciplinary procedures.
- x. In the interests of transparency, where the written procedure has been invoked the substance and outcome of the matter will be reported in the Members' Annual Report.

14. Complaints

- i. Complaints about the Corporation shall be made in writing and will be handled in accordance with the Complaints Against the Corporation Policy.
- ii. Complaints concerning other areas of college business should be handled using the normal Complaints Policy and will be referred to the Principal.