

**COLLEGE CODE OF CONDUCT
FOR CORPORATION MEMBERS
DESIGNATED SIXTH FORM COLLEGES
VERSION**

May 2020

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COLLEGE CODE OF CONDUCT FOR CORPORATION MEMBERS

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation Members, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity rests with the individual Corporation Member.
- 1.4 By accepting appointment to the Corporation, each Corporation Member agrees to accept and abide by the provisions of this Code. The duties in this code, so far as directly relevant, applies also to co-opted members of committees and working parties.
- 1.5 Each Corporation Member by accepting the provisions of the Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause (10) of the Corporation's Instrument of Government.

2. **INTERPRETATION**

In this Code:-

- 2.1 'Agency' means the Education Funding Agency-or any successor body;
- 2.2 'Code of Good Governance' means the Code of Good Governance for English Colleges issued by the AoC Governors Council in March 2015.
- 2.3 'College' means this College;
- 2.4 'College Mission Statement' means the statement referred to at paragraph 3.1 of this Code or such other mission statement as may be agreed by the Corporation from time to time;
- 2.5 'College Core Values' means those Core Values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the Corporation from time to time;
- 2.6 'Corporation' means the sixth form college corporation which was established and designated by the Secretary of State for the purpose of conducting the College;
- 2.7 'Corporation Member, 'Chair', 'Principal' and 'Clerk' mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal of the College and the Clerk of the Corporation;
- 2.8 'DfE' means the Department for Education;
- 2.9 'ESFA' means the Education and Skills Funding Agency or any successor.
- 2.10 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.11 words importing one gender import any gender.

3. **AIMS AND VALUES**

- 3.1 The College's Mission Statement is as follows:

Our mission is to provide high quality teaching and learning and dedicated pastoral care, in a safe, supportive and welcoming environment, which enables our students to develop fully academically and personally, and to progress with confidence to higher education and employment

- 3.2 These are the values which underpin everything we do as a college.

Ambition: We want you to be the best that you can be

- Supportive: We will support you to be the best that you can be
- Positive: We believe that you can be the best and that you will contribute positively to the community in which you live and learn
- Inclusive: We will welcome you all equally and we will value the unique gifts that you bring to our community
- Respect: We will treat you with the utmost respect and dignity
- Excellence: We will help you to achieve the best outcomes you can by working with you and for you, so that you can progress with confidence from the college to university or work

3.3 The College Mission Statement together with the corporate objectives of the College agreed by the Corporation from time to time seeks to encapsulate the core purposes and aims of the College. Corporation Members, should have due regard to these purposes, aims and to the Core Values when conducting the business of the Corporation and considering the activities and proposed activities of the College.

3.4 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to:

- 3.4.1 having close regard to the voice of the learner;
- 3.4.2 combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("**the 2010 Act**") and promoting equality in accordance with its duty under the 2010 Act and
- 3.4.3 engaging with the community which the College serves in order to understand and meet its needs and
- 3.4.4 observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers and its duty 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

3.5 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code

4. **DUTIES**

4.1 Corporation Members 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. Each Corporation Member

should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Corporation Members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

- 4.2 Decisions taken by Corporation Members at meetings of the Corporation and its committees must not be for any improper purpose 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. Accordingly, Corporation Members must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 4.3 Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 4.
- 4.4 Corporation Members should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Corporation Members must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Corporation Members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in Appendix 4. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior postholders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Corporation Members should refer to the Clerk for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Clerk's independent advisory role.

5. **STATUTORY ACCOUNTABILITY**

- 5.1 Corporation Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the

Agency as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum is set out in Appendix 5.

5.2 Although the ESFA is the main provider of funds to the College, Corporation Members 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) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.

5.3 As accounting officer for the ESFA its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the ESFA, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

6. **PUBLIC SERVICE VALUES**

Although sixth form college corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in the Schedule 2 (Appendices 1 and 2 of this Code), and the recognition that students and other users of the College's services come first, are a requirement of being a Corporation Member, and should underpin all decisions taken by the Corporation.

7. **SKILL, CARE AND DILIGENCE**

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

8. **POWERS**

Corporation Members are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and

Higher Education Act (FHEA) 1992, as amended. A summary of those powers is set out in Appendix 6. If a Corporation Member thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

9. **CONFLICTS OF INTEREST**

- 9.1 Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 9.2 Corporation Members are reminded that under the College's Instrument of Government they must not acquire or hold any interest in any property held or used for the purposes of the College or receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education.
- 9.3 Corporation Members are reminded that under the College's Instrument of Government (and its policy on Conflicts of Interests) and the general law they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 9.4 If an interest of any kind (including an interest of a spouse or partner of a Corporation Member or of a close relative of the Corporation Member or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then:-
- 9.4.1 the interest, financial or otherwise, should be reported to the Clerk;
 - 9.4.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
 - 9.4.3 if the Corporation Member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:-

- (a) not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - (b) withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.
- 9.5 For the purposes of clause 9.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.
- 9.6 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services to the College) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 9.7 Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 or the College's Financial Regulations or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.8 The Clerk will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in paragraphs 9.4 and 9.5 of this Code.

10. **COLLECTIVE RESPONSIBILITY**

- 10.1 The Corporation operates by Corporation Members taking majority decisions in a corporate manner at quorate meetings, including written resolutions via email as provided for in in the Instrument and Articles and the Corporation's Standing Orders. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Corporation Members collectively and each individual Corporation Member has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.

10.2 If a Corporation Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chair or any five Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively, as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chair.

11. **OPENNESS AND CONFIDENTIALITY**

11.1 Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Corporation Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.

11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Corporation Members. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000.

11.3 However, staff and student Corporation Members have 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.

11.4 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 Corporation Members with a shared corporate responsibility for decisions. Corporation Members should keep confidential any matter which, by

reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

- 11.5 Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its committees.

12. **COMPLAINTS**

- 12.1 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. Corporation Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.
- 12.2 Under the ESFA's Financial Memorandum with college's students, employees and other third parties have a right to make a complaint to the ESFA in respect of the College or of any of its decisions. Corporation Members in particular are reminded of the ESFA's Procedure for dealing with complaints about Providers of Education and Training. The Procedure provides that the ESFA will investigate complaints about institutions that fall into the following two areas:
- 12.2.1 the institution has not complied with its own complaints procedure when considering the complaint.
 - 12.2.2 the institution has failed to comply with an obligation imposed on it under its funding agreement.
- 12.3 Complaints under this section may include, but are not limited to:
- 12.3.1 the quality or management of learning provision; and
 - 12.3.2 poor administration.
- 12.4 The ESFA **will not** investigate complaints where another body or legal route of challenge is more appropriate. Examples include:

- 12.4.1 exam results or curriculum content. Complaints of this nature should be dealt with by the appropriate examination awarding body or by Ofqual;
- 12.4.2 individual employment issues that are a matter for the employer and the employee, and where employment law provides appropriate remedies;
- 12.4.3 institutional contractual disputes, including for example, complaints about the terms of sub-contracting agreements between an institution and a sub-contractor;
- 12.4.4 matters that are already the subject of legal action, proposed legal action, or where legal proceedings are the most appropriate way of resolving the dispute;
- 12.4.5 matters relating to child protection/safeguarding which will be referred immediately to the relevant local authority.

13. **ATTENDANCE AT MEETINGS**

A high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly (please also refer to the Corporation's Standing Orders).

14. **GOVERNANCE DEVELOPMENT**

- 14.1 The Corporation shall seek to ensure that all Corporation Members are appointed on merit; in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the College's Articles of Government.
- 14.2 Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Corporation Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self evaluation.

<u>Document History</u>							
Version	Date	Author	Comments	Authorised by	Providence	Date	EIA completed
2	June 2011	Clerk	Revision to existing policy.	Changes approved by the Search & Governance Committee Approved by the Corporation	No fundamental changes.	14 th June 2011 6 th July 2011	Y
3	June 2013	Clerk	Revision to existing policy.	Changes approved by the Search & Governance Committee Approved by Corporation	Revision to existing policy to ensure compliance with relevant legislation and to reflect good practice	25 th June 2013 Approved July 2013.	Y
4	June 2014	Clerk	Review of existing policy.	Changes approved by Search & Governance Committee Approved by Corporation	No fundamental changes	June 2014 July 2014.	Y
5	June 2015	Clerk	Review of existing policy	Changes approved by Search & Governance Committee Approved by Corporation	No fundamental changes	June 2015 July 2015	Y
6	June 2016	Clerk	Review of existing policy	Changes approved by S&G Approved by Corporation	Revision to existing policy to ensure compliance with relevant legislation and to reflect good practice	June 2016 July 2016	Y
7	June 2017	Clerk	Review of existing policy	Changes approved by S&G Approved by Corporation	No fundamental changes	June 2017 July 2017	Y
8	May 2018	Clerk	Review of existing policy	Changes approved by S&G Approved by Corporation	Revision to existing policy to ensure compliance with relevant legislation and to reflect good practice	June 2017 July 2017	Y

9	May 2019	Clerk	Review of existing policy	No changes proposed	No changes proposed	May 2019 July 2019	Y
10	May 2020	Clerk	Review of existing policy	No changes proposed	No changes proposed	May 2020	

List of source documents

1. the College's Instrument of Government;
2. the College's Articles of Government;
3. the Standing Orders and terms of reference of the Corporation and its committees;
4. the Financial Memorandum and Funding agreement entered into by the College with the ESFA
5. the College's Mission Statement and corporate objectives;
6. the College's Strategic Plan;
7. the College's policies that extend to Corporation Member, including the college's policies on equal opportunities and freedom of speech, the college's policy on conflicts of interest.
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness;
 - integrity;
 - objectivity;
 - accountability;
 - openness;
 - honesty; and
 - leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is se

9. Post 16 Audit Code of Practice
10. the English Colleges Foundation Code of Governance
11. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Appendix 2;

HUDDERSFIELD NEW COLLEGE CORPORATION

CODE OF CONDUCT FOR CORPORATION MEMBERS

AS A MEMBER OF THE CORPORATION I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Name	
Signature	
Date	

Please return this completed form to The Clerk to the Corporation, Huddersfield New College, New Hey Road, Huddersfield, HD3 4GL

APPENDIX 1

The Seven Principles of Public Life

The following is an extract from the Committee on Standards in Public Life Fourteenth Report of the Committee on Standards in Public Life Standards matter *A review of best practice in promoting good behaviour in public life Cm 8519 January 2013*

SELFLESSNESS

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

INTEGRITY

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

OBJECTIVITY

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

ACCOUNTABILITY

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

OPENNESS

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

HONESTY

Holders of public office should be truthful.

LEADERSHIP

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

APPENDIX 2

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005

1. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 1.2 Making sure that users receive a high quality service;
 - 1.3 Making sure that taxpayers receive value for money.
2. **Good governance means performing effectively in clearly defined functions and roles**
 - 2.1 Being clear about the functions of the governing body;
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 2.3 Being clear about relationships between the governors and the public.
3. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 3.1 Putting organisational values into practice;
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
4. **Good Governance means taking informed, transparent decisions and managing risk**
 - 4.1 Being rigorous and transparent about how decisions are taken;
 - 4.2 Having and using good quality information, advice and support;
 - 4.3 Making sure that an effective risk management systems is in operation.
5. **Good governance means developing the capacity and capability of the governing body to be effective**

- 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
 - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
 - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
6. **Good governance means engaging stakeholders and making accountability real**
- 6.1 Understanding formal and informal accountability relationships;
 - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
 - 6.3 Taking an active and planned approach to responsibility to staff;
 - 6.4 Engaging effectively with institutional stakeholders.

APPENDIX 3

Summary of Main Responsibilities of Corporation Members under the Articles of Government

Under the College's Articles of Government the Corporation shall be responsible:

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

"Senior Post" means the post of Principal and such other senior posts as the Corporation Members may designate for the purposes of the Articles.

Responsibilities which must not be delegated

The Articles of Government prohibit the Corporation from delegating the following:-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- (d) the appointment of the Principal or holder of a senior post;

- (e) the appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as member of staff);
- (f) the modifying or revoking of the Articles of Government;
- (g) the consideration of the case for dismissal, of the Principal, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation; and
- (h) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.

The Corporation may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

APPENDIX 4

Summary of main responsibilities of the Principal under the Articles of Government.

Under the College's Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

- (a) making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation;
- (b) the determination, of the institution's academic activities and the determination of its other activities;
- (c) preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

Summary of main responsibilities of the Clerk under the Articles of Government.

Under the College's Articles of Government the Clerk shall be responsible for advising the Corporation with regard to:

- (a) the operation of its powers;
- (b) procedural matters;
- (c) the conduct of its business; and
- (d) matters of governance practice.

APPENDIX 5

Summary of Main Provisions of the Funding Agreement with the ESFA

Summary of main provisions of the Conditions of Funding Agreement with the ESFA

- (a) The lead funding body for sixth form colleges is the ESFA. All sixth form college corporations will therefore have a Financial Memorandum and Conditions of Funding Agreement with the ESFA. This ensures that colleges have proper lines of accountability to the relevant funding body.
- (b) The Financial Memorandum records the agreement between the Secretary of State for Education acting through the Education and Skills Funding Agency (the ESFA), an executive agency of the Department for Education and the College regarding the amount of Funding to be paid by the ESFA to the College.
- (c) The Financial Memorandum recognises that a Corporation is an independent body responsible for managing the college and ensuring its financial viability. However, the Corporation must inform the ESFA of any transaction that could jeopardise the college's financial viability and must also be able to demonstrate that all transactions achieve value for money for funds provided under the financial memorandum.
- (d) The Financial Memorandum makes clear the Responsibilities of the Corporation:
- The Governing Body of the College has responsibilities for ensuring that the College's funds are used only in accordance with the College's powers as set out in the Further and Higher Education Act 1992 and the College's own statutory duties and other obligations.
 - The Governing Body is responsible for ensuring the solvency of the College and shall inform the ESFA of any transactions that could jeopardise financial viability. The Governing Body is responsible for achieving value for money in all transactions involving Public Funds.
 - The Governing Body shall appoint an accounting officer with an appropriate separation of duties between executive and non-executive roles and responsibilities. The expectation is that the accounting officer will be the Principal of the College. The Governing Body shall inform the ESFA in writing of the name and position of the accounting officer and if the accounting officer is absent from the College for an extended period as

determined by the College, the name of the person who will discharge the accounting officer's responsibilities during the absence.

- The College shall inform the ESFA in writing of the vacating or filling of the positions of Chair of the Governing Body and Principal and the Clerk.
 - The College must notify the ESFA in writing if there is a change in its Corporation name.
 - The Secretary of State for Education is the Charitable Regulator for further education college corporations. The Governing Body of the College is responsible for ensuring it operates in line with its exempt charitable status.
- (e) The conditions set out in the Financial Memorandum are intended to enable the Secretary of State to carry out his/her functions under the Apprenticeships, Skills, Children and Learning Act 2009 (ASCLA). The Secretary of State has responsibilities as accounting officer to his/her department for ensuring that the use of funds which he/she receives is consistent with his/her statutory remit and any conditions imposed by the Treasury.
- (f) The SFC must provide copies of its audited financial statements, in the form required by ESFA, to ESFA and to members of the public who request them. The SFC must inform ESFA as soon as practicable if there is a risk to its solvency and viability. ESFA may require the SFC to carry out actions prescribed by ESFA such as a strategic options review and/or a financial recovery plan.
- (g) The Governing Body must appoint an audit committee and arrange financial statements and regularity audit in accordance with the Post 16 Audit Code of Practice. The SFC must investigate and report to ESFA all significant cases of fraud or suspected fraud or irregularity.
- (h) ESFA reserves its right to request information from SFC in order to exercise its responsibilities.

A copy of the College's Financial Memorandum with the ESFA is available from the Clerk.

APPENDIX 6

Summary of the Statutory Powers of the Corporation

“Principal Powers”

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:

- provide further and higher education;
- provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- supply goods or services in connection with their provision of education.

“Supplementary Powers”

Under section 19 of the 1992 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 of the principal powers conferred by section 18 of the Act, including in particular the following:

- the power to acquire and dispose of land and other property;
- the power to enter into contracts, including in particular:
 - contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation’s principal powers; and
 - contracts with respect to the carrying on by the Corporation of any such activities;
- the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation.
- the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 April 1993) 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;
- power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- 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;
- 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; and

- provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.