



MEMBERSHIP OF THE CORPORATION

1. GENERAL:

- 1.1 The constitution and powers of the Corporation are set out in the Instrument and Articles of Government of Sixth Form College Corporations. These Standing Orders should therefore be referred to alongside this document to gain a full understanding of the operation of the Board.
- 1.2 Every Governor is required to register any business interest, financial or otherwise, for themselves and for their close relatives, which could in any way be perceived to have a direct bearing on the business of Huddersfield New College. This declaration is an opportunity for all Governors to disclose relevant business interests in a manner which is open and transparent and to demonstrate to the public that such interests have not influenced the Corporation's decision making process. The Register of Interests is kept by the Clerk to the Corporation and is available for inspection upon request during normal office hours.
- 1.3 Statements made on behalf of the Corporation to members of the Press are only issued through the Chair of the Corporation or the Principal.
- 1.4 Requests for information regarding the operation of the Corporation will only be dealt with by the Clerk to the Corporation.
- 1.5 A complaint against the Corporation or an individual Governor should be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation should be forwarded to the Chair of the Corporation (please refer to Appendix 1).
- 1.6 The Corporation is responsible for the recruitment and terms and conditions of the Senior Post Holders - Principal and the Clerk to the Corporation. The process for recruiting a Senior Post Holder will be determined as and when a vacancy arises by the Corporation, on advice from the Remuneration & Personnel (R&P) Committee. When making decisions, the Corporation, and members of the R&P Committee in particular, will be mindful of legal obligations, good governance, due process and equality of opportunity.
- 1.7 The Principal has general responsibility for appointment of all members of staff other than senior post holders. When the post of Principal or Clerk to the Corporation falls vacant the Remuneration & Personnel Committee shall arrange for an appropriate advertisement.
- 1.8 The Corporation may delegate any of its powers, as outlined within the Corporation's Scheme of Delegation, with the exception of the following:
 - The determination of the educational character and mission of the institution and the oversight of its activities;
 - The approval of the annual estimates of income and expenditure;

- Ensuring the solvency of the College and the safeguarding of its assets;
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of the senior postholders and the Clerk;
- The modification or revocation of the articles of government

2. CATEGORY OF MEMBERSHIP:

- 2.1 New and replacement Governors are recruited according to agreed criteria and any proposal for a new member of the Corporation must be considered by the Search & Governance Committee in the first instance.
- 2.2 The Search & Governance Committee refers to the Skills Audit and the list of Desired Skills and Experience when identifying new Governors, in order to maintain an effective balance of experience and expertise and to ensure that membership of the Corporation appropriately represents the interests of the College and the local community.
- 2.3 All nominations to join the Corporation must be approved by the Search & Governance Committee, before presentation to a meeting of the full Board. Following acceptance, the Clerk is authorised to send a formal letter of appointment to the new Governor, which details the category of membership, the date on which their appointment commences and the length of their term of office.
- 2.4 Prior to the appointment to the Corporation, each Governor must complete a Declaration of Eligibility, which details those persons ineligible for membership of the Board. All serving Governors are asked to complete the same Declaration annually, to document their continuing eligibility.

Upon successful appointment, each Governor will be required to:

- Complete a Skills Audit on appointment and update this annually, at the beginning of the Autumn term. This provides details of qualifications, employment, experience and expertise and also gives each Governor the opportunity both to identify any specific training they require to enable them to fulfil the role and responsibilities of the post and to enable the Corporation to use such skills, as deemed necessary.
 - Complete the Register of Interests Declaration form, to register any business interest, financial or otherwise, which might be perceived to represent a conflict of interest with their role as a member of the Corporation.
 - Signify their acceptance of the Code of Conduct, approved by the Corporation, with which they are expected to comply.
- 2.5 Prior to attending their first full Corporation Meeting, all new Governors are invited to an Induction Meeting with the Clerk to the Corporation at which they are given an induction pack containing background information on Huddersfield New College and details of the roles and responsibilities of College Governors.
- 2.6 Governors elected to Huddersfield New College Corporation serve on a voluntary basis and no form of payment is made to them, with the following exceptions:
- Fees for attendance on agreed Training Seminar/courses will be paid by the College;
 - The cost of hotel accommodation and travelling expenses, in accordance with the college's expenses policy, will be paid in respect of attendance on training seminars/courses.

Governors are to submit expenses forms to the Clerk for reimbursement.

- 2.7 Should Governors wish to resign from the Corporation, notice is to be given in writing to the Clerk to the Corporation. Membership of Staff Governors ceases at the end of their term of office or on termination of their employment by the College if that is earlier. Membership of the Student Governors ceases if students leave the College during their term of office.

3. APPOINTMENT AND ELECTION OF GOVERNORS

- 3.1 The Corporation has determined that the full board at Huddersfield New College will *normally* consist of 16 Governors, as follows:
- **Independent Governors:** at least 12 independent Governors (those who are/have been employed in business, industry, profession or relevant field of employment) appointed for a term of 4 years, once renewable.
 - **Principal:** the Principal will be a member of the Corporation
 - **Staff Governor:** One Staff Governor to be appointed for a term of 2 years, once renewable.
 - **Parent Governor:** One Parent Governor, eligible for nomination provided that their child is less than 19 years of age and enrolled as a full time student at the College at the time of their appointment to the Corporation. The Parent Governor will have a two year term of office but will be eligible for re-election if their child is still under 19 and still enrolled at the College. In that event, once re-elected even if their child leaves the College during the following two years, they will be allowed to complete their term of office.
 - **Student Governor:** One Student Governor will serve on the Corporation for a period of 12 months.
- 3.2 The Corporation has set up a Search & Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Corporation for the appointment of Governors. The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Search & Governance Committee. The constitution, membership and terms of reference of the Search & Governance Committee are as agreed by the Corporation and are available from the Clerk.
- 3.3 The Corporation at Huddersfield New College has determined that a Governor will normally be eligible for consideration for re-appointment for a maximum of two terms of office. Additional terms beyond that of two may however be determined as necessary by the Corporation at any point; reasons for which will be clearly recorded within meeting minutes and appointment recommendations and resolutions . Matters to be taken into account when considering such reappointments include the balance of experience of the remaining Governors of the Corporation, the skills required by the Corporation to effectively oversee the strategic direction of the college and the availability of other candidates. The Search & Governance Committee will carry out a skills audit before deciding whether a reappointment is justified.
- 3.4 The Search & Governance Committee may invite Co-opted (i.e. non- Governor) Governors to serve on any Corporation Committee. Appointments of co-opted Governors do not require the approval of the Corporation, provided that :
- the Chair or Vice Chair of the Governing Body approves the appointment(s);
 - the appointments are subsequently reported to the Corporation.
- 3.5 All Governors and co-opted members are entitled to paternity, maternity and adoption leave or time off due to personal /professional circumstances. The

length of authorised leave from corporation / committee responsibilities will be agreed with the Clerk in advance. During the period of absence the Clerk will remain in contact with the Governor / Co-opted member as agreed (frequency to be determined between the Clerk and the individual). The length of absence taken may also be applied consecutively to the expiry date of the individuals' affected term of office.

- 3.6 The Chair and Vice Chair are elected from the membership of the Corporation, usually by an open ballot. The individual members appointed as Chair or Vice Chair shall serve in that capacity usually for three years. A proposer and seconder must support the nominations, neither of whom must be the nominee. The Principal, Staff and Student Governors are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice Chair shall act as Chair until the next meeting when an election shall be held. If the Vice Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.
- 3.7 The roles and responsibilities for the Chair, Vice Chair, Corporation Governors and Link Governors (for Safeguarding & Prevent, Equality, Diversity & Inclusion, Special Educational Needs & Disability and Careers Education, Information, Advice and Guidance) are clearly identified in Appendix 2.

4. CORPORATION MEETINGS

- *Schedule of Meetings:*

- 4.1 A schedule of meetings for the next academic year is drawn up and issued by the Clerk annually in July.
- 4.2 The Corporation shall meet (physically or virtually) at least once in every half term, and shall hold such other meetings as may be necessary.
- 4.3 All meetings shall normally be summoned by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the Governors written notice of the meeting and a copy of the proposed agenda.
- 4.4 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation the Chair shall, at least seven calendar days before the date of the meeting, send to the Governors a copy of the agenda item concerned together with any relevant papers.
- 4.5 A special meeting of the Corporation may be called at any time by the Chair, or at the request of at least two Governors, in writing to the Clerk. Where the Chair, or in his/her absence the Vice Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.

- *Attendance:*

- 4.6 It is the expectation that all Governors are engaged and present at meetings to effectively contribute to debate and be able make the decisions necessary for the growth and success of the college. Regular meeting attendance is therefore essential; with governors attending meetings physically in person or

remotely through online means that enable governors to still see, hear and contribute effectively.

- 4.7 All Meetings of the Corporation, including that of its committees, shall be quorate if the number of members present is at least 40% of the total number of Governors in active membership (therefore excluding anyone on approved leave of absence). There is an option for Corporation meetings only to have a reduced quorum of not less than 25% or minimum of 4 (whichever is the greater) members during national/regional/local critical incidents and emergencies that prohibit / restrict governors' attendance and engagement e.g. health pandemics. Quoracy will be monitored by the Clerk to the Corporation, who will ensure it is maintained throughout the meeting.
- 4.8 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of Governors arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- 4.9 An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting, or agree a resolution in writing.
- 4.10 Exceptionally, with the agreement of the Chair of the Corporation or relevant Committee, decisions of the Corporation and its Committees can be determined via e-mail, with not less than 60% of the active membership eligible to vote of the relevant Committee or the Corporation voting in favour..
- 4.10.i The matter to be decided will be set out in an agenda in the usual form, including the wording of the proposed resolution
- 4.10.ii The agenda and any supporting papers will be emailed by the clerk to all members of the Corporation/Committee usually via college email accounts only.
- 4.10.iii The Clerk's covering email will
- List the attachments (which shall be the agenda and any supporting papers)
 - Specify the date and time by which members must cast their vote on the proposed resolution (the vote deadline)
 - Specify the procedure by which votes will be cast (this will normally be by return email to the Clerk)
 - Advise Governors to declare any interests which preclude them from voting.
- 4.10.iv At any time prior to the vote deadline, a member eligible to vote may raise an issue with the Chair, who shall respond to it by email sent to all members eligible to vote. In dealing with any issues so raised, the Chair shall take such action as he/she considers appropriate including (but not limited to) referring the resolution to a normal meeting of the Corporation/Committee; extending the vote deadline (in which case the date and time of the new vote deadline must be clearly stated); initiating an email discussion on the proposed resolution amongst all members eligible to vote.

- 4.10.v If an email discussion is initiated by the Chair, any views expressed by a member during the email exchange will not be counted as his/her vote. A vote will only be counted as such if and when cast in accordance with paragraph 4.10.iii.
- 4.10.vi Immediately the vote deadline has passed, the clerk will notify the Chair of the number of votes cast and the result of the vote. The Chair will immediately notify all members of the result of the vote.
- 4.11 Apologies for absence should be submitted to the Clerk in advance of the meeting.
- 4.12 In the event of any Governor not attending three consecutive meetings of the Corporation, the Clerk should discuss with the Individual Governor the reasons why and the factors affecting the ability to attend. Subsequently, the Individual Governor may, at the discretion of the Corporation be asked to step down.
- 4.13 The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not Governors of the Corporation or the Clerk to attend Corporation or Committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting which the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.
- 4.14 The Clerk will attend all meetings of the Corporation and be responsible for the issue of Minutes. In the absence of the Clerk, or where the Clerk has been asked to withdraw from the meeting, the minutes will be taken by another member of the Corporation who must act as Clerk for the duration of the meeting or that part of the meeting. The Principal cannot act as temporary Clerk.
- *Agenda:*
- 4.15 The Agenda and papers for the Corporation meetings are normally circulated by the Clerk at least seven days before the date of the meeting. Any papers which are tabled might need to be discussed at the next meeting of the Corporation. The only exceptions to this would be the case of an urgently convened extra-ordinary meeting, although every effort will be made to ensure that papers are circulated as early as possible.
- 4.16 The first item on the Agenda will be 'Declaration of Interests'.
- 4.17 Governors must declare any financial interest, including the nature and extent of such an interest, in i) the supply of work or goods to or for the purposes of the College; ii) any contract or proposed contract concerning the College; iii) any other matter relating to the College.
- 4.18 The Declaration of Interest is normally the responsibility of the individual Governor. However if the Clerk, on the basis of information in the Governors' Register of Interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he or she should draw this to

the attention of the Chair and the Governor concerned (preferably before the meeting).

- 4.19 Having declared a financial or other interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. The Chair will determine whether the individual should withdraw from the meeting. Individual Governors may prefer to withdraw from the meeting, but are not obliged to do so except in certain circumstances. The declaration of an interest by a Governor during the course of the meeting shall be recorded in the minutes.
- 4.20 Any individual Governor may request that an item be included on the agenda of the Corporation or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 4.21 Any matters which Governors may wish to raise under the 'Other Business' item on the agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.
- 4.22 The Corporation will be informed of any items of urgent business by the Chair of the Corporation at the start of the meeting and discussion will take place as appropriate within that meeting. Any papers tabled in support of this urgent business will be considered in these discussions.
- 4.23 Copies of the agenda, minutes and papers of each meeting of the Corporation and its Committees are available upon contacting the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential. Minutes shall be available in unconfirmed form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

Proceedings of Corporation meetings:

- 4.24 All Corporation meetings (physical or virtual) aim to be completed within two hours and thirty minutes and business will be conducted in accordance with the published agenda, unless agreed otherwise by Governors.
- 4.25 At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.
- 4.26 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or staff or student Governors have withdrawn. The Clerk to the Corporation, staff or student Governors shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.
- 4.27 Staff Governor and, where applicable, the Clerk and the Principal, must withdraw from any part of a meeting which is discussing their own

remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. At the discretion of the Governors present, Staff Governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

- 4.28 Every question to be decided at a meeting shall be determined by a majority of the votes of the Governors present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent Governors are not permitted. Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- 4.29 Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.
- 4.30 No resolution (i.e. any formal decision by the Corporation) of the Governors may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A Resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.
- 4.31 Every Governor of the Corporation shall act in the best interests of the Corporation and the College and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

5 APPLICATION OF THE SEAL

- 5.1 The Corporation seal is to be held by the Clerk to the Corporation and will be applied to all documents as appropriate.
- 5.2 The application of the Seal of the Corporation shall be authenticated by:
- the signature either of the Chair or of some other member authorised either generally or specifically by the Corporation to act for that purpose; and
 - the signature of any other member (Usually the Principal).

6 MINUTES

- 6.1 The style and content of the Minutes shall reflect the nature of the Agenda item under consideration.
- 6.2 The draft minutes shall be approved by the Chair of the Corporation and circulated to Governors in advance of the next meeting, together with all supporting papers.

6.3 The Corporation shall determine confidentiality of agenda items and minutes of these discussions shall be recorded separately and kept on file. Such confidential minutes will not be published with the open minutes available for inspection.

6.4 Criteria for defining an item as confidential include:

- matters concerning individuals including staff or students and sensitive commercial or business information which would be disadvantageous to the College to release;
- negotiations with trade unions;
- legal advice on sensitive or confidential matters.

The Corporation shall keep under review any item deemed confidential and will aim to keep such items to a minimum. The Corporation will release information if there is no longer a reason to keep it confidential.

6.5 All agendas, Minutes and supporting papers (with the exception of those deemed to be Confidential by the Corporation) are available for inspection upon contacting the Clerk to the Corporation.

7. LEGAL ADVICE

7.1 It is the duty of the Clerk to the Corporation to advise all Governors on their legal responsibilities and to ensure that the Corporation and its Committees operate in accordance with their powers and laws set out in the Instrument and Articles of Government.

7.2 The Clerk shall have access to advice from outside agencies, as appropriate, and all relevant training will be made available to the Clerk to ensure knowledge is continually updated.

8. TRAINING

8.1 Access to training and development is made available to all Governors in accordance with the adopted Governors' Training Policy and the annual training and development programme approved by the Corporation.

8.2 The Clerk is responsible for providing information to Governors on a variety of agreed training events organised by external providers and to co-ordinate all in-house training sessions, as appropriate.

8.3 All Governors are invited to participate in such training as they feel appropriate and are given the opportunity to identify their own training needs annually.

8.4 Training records are maintained for all Governors and are available for inspection on request from the Clerk to the Corporation.

9. CORPORATION COMMITTEES

General:

9.1 Huddersfield New College Corporation has four Committees as follows:

- Audit
- Finance and Resources
- Remuneration & Personnel
- Search & Governance

9.2 All Committees operate within their own Terms of Reference which have been agreed by the full Corporation and are reviewed annually.

9.3 The Standing Orders for the full Corporation shall apply to all Committees in terms of Agenda, Minutes, supporting documents and conduct of business.

Membership:

9.4 Any Committee established by the Corporation may include persons who are not Governors of the Corporation. These are known as Co-Opted Governors.

9.5 Membership shall be that as determined from time to time by the Corporation, and meetings shall be called according to the yearly cycle agreed in advance by the Corporation. The Instrument and Articles currently in force will be used to determine who is eligible for membership of these committees.

9.6 Senior Post holders may only be dismissed by the Corporation, following consideration by a Special Committee of the Corporation. The Special Committee shall consist of at least 3 external Governors, of which one should be the Chair or Vice Chair of the Corporation.

9.7 Where there is a vacancy or expected vacancy in a Senior Post the Remuneration & Personnel Committee on behalf of the Corporation shall appoint a selection panel of at least three External Governors, the Chair of the Corporation and the Principal (except when it is his/her post being considered, in which case appointment of the outgoing Principal to the Selection panel shall be at the discretion of the Corporation). The Selection Panel shall advertise the vacancy and determine the arrangements for selecting and interviewing applicants. The Selection Panel shall make a recommendation of appointment to the Corporation. If the Corporation approves then that person shall be appointed.

9.8 Upon retirement from the governing body, the Search & Governance Committee may invite governors to act as Emeritus Governors, providing support and advice as agreed with the management of the college. This would normally be for a term of two years.

Proceedings of Committee Meetings:

9.9 All Committee meetings aim to be completed within 2 hours and business will be conducted in accordance with the published agenda.

9.10 The first item on the agenda will be 'declaration of interests'.

Minutes:

9.11 The Clerk to the Corporation will attend each Committee meeting and be responsible for the issue of Minutes. Where the Clerk has been asked to withdraw from the meeting, the Minutes will be taken by another member of the Committee, who must act as Clerk for that part of the meeting. The Principal cannot act as temporary Clerk. Should the Clerk be taken ill or unavailable for a meeting, clerking services will be made available by Kirklees School Governors Services. Should the Clerk be subject to long term leave,

the Principal is to appoint a member of staff to be the designated deputy clerk for the duration of the Clerk's absence.

- 9.12 The draft minutes of all Committee meetings will be produced within 7 working days of the meeting and submitted to the Committee Chair for approval.
- 9.13 All Minutes will be circulated to the Corporation with the agenda and supporting papers for the Corporation meeting, at which the Committee Chair will report on its recommendations.
- 9.14 Governors are asked to dispose of all papers as confidential waste only. The Clerk is willing to assist Governors by disposing of any unwanted papers in a secure manner.
- 9.15 Minutes of Committees are available for inspection (with the exception of the Remuneration Committee and those items deemed to be for the confidential attention of the Corporation) upon request to the Clerk to the Corporation.

APPENDIX 1

COMPLAINTS AGAINST THE CORPORATION

1. A complaint against the Corporation, a Governor or the Clerk to the Corporation may be made by an individual, business or an organisation.
2. Complaints against the Corporation or a Governor should preferably be made in writing and addressed to:

The Clerk to the Corporation
Huddersfield New College New
Hey Road Huddersfield HD3
4GL
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
4. The Clerk to the Corporation will:
 - acknowledge receipt of the complaint without delay;
 - investigate the complaint;
 - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement.
5. The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body.
6. The Clerk to the Corporation will keep the Chair informed of the situation, and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to Governors within ten working days of the response of the Clerk to the complaint so that Governors are aware of the situation.

7. When carrying out an investigation of a complaint against the Corporation or an individual Governor, the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Clerk to the Corporation shall to be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation to be addressed to

The Chair of the Corporation.
Huddersfield New College New
Hey Road
Huddersfield HD3 4GL
9. The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual Governors.

APPENDIX 2:

ROLE DESCRIPTIONS

1) ROLE DESCRIPTION FOR THE CHAIR OF THE CORPORATION:

Main Objectives:

To lead the Corporation and enable it to work in an effective and efficient manner in accordance with the College's Instrument and Articles of Government.

Duties and Responsibilities:

The Chair shall call, agree the agenda and draft minutes of meetings and preside as Chair at meetings of the Corporation, having regard to the provisions of the Instrument and Articles of Government, the Constitution, Terms of Reference and Standing Orders and recognised best practice.

At meetings of the Corporation where there is an equal division of votes on an issue, the Chair may exercise a second or casting vote.

The Chair shall ensure that the Corporation fulfils its duties particularly in relation to:

- promoting the College's mission and ethos;
- maintaining a strategic oversight and setting the strategic direction;
- assessing the performance of the Principal, and the Clerk;
- monitoring the College's financial health.

The Chair is responsible for providing effective leadership of the Corporation and, in association with the Clerk, its efficient operation in accordance with the Instrument and Articles of Government by:

- ensuring the efficient conduct of the business at meetings of the Corporation following established procedures;
- liaising with the Principal to ensure appropriate issues are brought to the Corporation;

- taking care that the business of committees of the Corporation is reported appropriately by the respective Committee Chairs;
- ensuring that the views of all Governors are sought at meetings and encouraging Governors to work together effectively as a team;
- being satisfied that the College's own Mission, Vision and Values as well as the seven principles of Public Life are observed (refer to the Scheme of Delegation)
- ensuring Governors are provided with adequate support to fulfil their roles and, if and when necessary, discussing matters relating to attendance, performance or conduct;
- promoting constructive self-assessment of Corporation processes and sponsoring agreed improvements

The Chair is responsible for developing and promoting a constructive and supportive working relationship with the Principal, to assist him/her in achieving agreed objectives, whilst maintaining a professional relationship at all times. The Chair shall meet regularly with the Principal for the purposes of two-way consultation and communication, and in particular for the following purposes:

- receiving from the Principal an update on matters of interest and importance;
- receiving from the Principal an update on key events and progress since the previous meeting;
- informal exploration of differences of opinion as they arise;
- agenda setting for meetings, in consultation with the Corporation Clerk;
- establishing the programme for any Governor Strategy Events/ Meetings;
- being informed of early warning signs of problems which may arise for the College;
- the opportunity for informal discussions relating to working practices;
- carrying out appraisals for the Principal

The Chair shall also:

- seek to promote the interests of the College, wherever possible;
- represent the Corporation/College at local, regional and national events if practicable and available to do so and report back to the Corporation as appropriate;
- assist in compiling job descriptions and person specifications for designated senior posts and the post of Clerk and shall supervise appropriate arrangements for selection processes;
- exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Clerk;
- review expenses and travel claims of the Principal;
- hold one to one meetings with all Governors at least annually to review matters relating to membership of the Corporation, including attendance, conduct and training required for Continuous Professional Development;
- make recommendations to the Remuneration Committee in respect of salary and other terms and conditions of service for senior postholders;
- act on behalf of the Corporation between meetings on an ad-hoc basis in liaison with the Principal.

In the absence of the Chair, the powers detailed above automatically transfer to the Vice Chair, together with the powers and responsibilities of the Chair as stated in the Instrument and Articles of Government.

Details of any actions taken by the Chair/Vice Chair since the Corporation's previous meeting will be reported to the Corporation.

Essential Personal Characteristics of an effective Chair include:

- A commitment to lifelong learning and the College's mission statement;
- Personal integrity;
- A capacity for understanding, strategic thinking and reasoning;
- A capacity to challenge;
- An ability to influence without domination;
- An ability to speak confidently in public;
- Decisiveness with an ability to ensure all actions are completed;
- An ability to take a financial overview;
- Ability to and experience of chairing meetings;
- Availability to attend Corporation meetings, meetings with the Principal and other ad hoc meetings that might be required.

Desirable Personal Characteristics of an effective Chair include:

- Experience as a Governor in an educational institution;
- Experience of leadership in the public or private sector;
- Experience of performance management;
- Experience of public relations.

2) THE ROLE OF CHAIRS OF COMMITTEES:**Main Objectives:**

To lead the Committee and enable it to work in an effective and efficient manner in accordance with its terms of reference and the College's Instrument and Articles of Government.

Duties and Responsibilities:

The Chairs of Committees of the Corporation shall be elected by the Corporation.

The Chair is to provide leadership to the Committee, ensuring Governors work together effectively and observe the College's own Mission, Vision and Values at all times as well as the seven principles of Public Life (refer to the Scheme of Delegation)

The Chair of the Committee shall call (in line with the agreed annual meeting schedule), set the agenda for (in consultation with the Lead Manager and the Clerk), and preside at, meetings of Committees. In his/her absence, a Chair may be elected from the remaining Governors to act for that particular meeting.

The Committee Chair shall be responsible for agreeing the annual schedule of work, and for ensuring that the agenda items cover the Committee's area of responsibility as set out in the Terms of Reference agreed by the Corporation.

The Committee Chair shall be responsible, in consultation with Committee members, for the nomination of, and evaluation of the performance of, external members of a Committee.

The Chair shall use independent judgement and ensure that Committee business is not influenced by any relationship internal or external which could interfere with impartial decision-making and the principles of public life.

The Committee Chair shall act fairly and impartially maintaining confidentiality, where required.

The Chair shall agree the minutes of each Committee meeting before circulation, and ensure that they are presented to the next scheduled Corporation meeting. The Committee Chair shall speak to the minutes at the Corporation meeting, if required.

The Chair shall be able to devote time to attend Corporation and Committee meetings on a regular basis.

In the absence of the Chair, the powers detailed above automatically transfer to the Vice Chair, as appointed by the Corporation.

Details of any actions taken by the Chair/Vice Chair since the Committee's previous meeting will be reported to the Committee.

~~All Committee Chairs, including the Chair of the Corporation, shall serve the Search & Governance Committee~~

3) THE ROLE OF GOVERNORS OF THE GOVERNING BODY:

Main Objective:

To deliver effective governance by providing strategic direction, creating robust accountability, oversight and assurance for the college's educational and financial performance and being ambitious for all learners to achieve the very best outcomes.

Duties and Responsibilities:

As a part of their shared corporate responsibility Governors are expected to ensure that:

- the educational character and mission of the College reflect the needs of the community which is served by the College and are within Government Policies;
- public funds are used in accordance with the requirements of the funding bodies and to the maximum benefit of the community;
- appropriate staffing arrangements are in place, particularly regarding the appointment of holders of senior posts and the framework for pay and conditions for all staff;
- The College acts at all times in line with its Statutory Instrument and Articles of Government and all other legal and funding requirements.

Governors have an individual responsibility to:

- observe the College's own Mission, Vision and Values at all times as well the seven principles of Public Life (refer to the Scheme of Delegation)
- attend and contribute to meetings of the Corporation and its Committees as appropriate;
- apply specialist knowledge and expertise in contributing to the decision making processes of the Corporation;
- act as an ambassador for the College;
- participate in the annual review of the performance of the Corporation;
- take part where practicable in any relevant training and development events or opportunities, as arranged from time to time for the benefit of Governors;
- give any additional assistance as may be reasonably requested by the Chair of the Corporation;

- familiarise themselves with and be committed to, the relevant Committee's terms of reference and the College's Instrument and Articles of Government;
- act fairly and impartially, maintaining confidentiality;
- use independent judgement and declare any relationship, internal or external, which could interfere with impartial decision-making and the principles of public life;
- accept collective responsibility for Corporation decisions;
- ensure that the College has sufficient resources for health and safety management and that monitoring and reporting of health and safety performance takes place.

4) THE ROLE OF LINK GOVERNORS:

Main Objective:

To provide strategic leadership and advice to support the College in undertaking and complying with specific responsibilities for the assigned 'link area' as required by law and as recommended by best practice on behalf of the Corporation.

- Equality, Diversity and Inclusion
- Safeguarding & Prevent
- Special Educational Needs & Disability
- Careers Education, Information, Advice and Guidance (CEIAG)

Duties and Responsibilities:

Link Governors are invited to:

- Attend and participate in meetings related to specific link area and advise the Clerk of such attendance;
- Undertake training, organised by the college, to keep up to date with developments in legislation, policy and best practice and advise the Clerk of such attendance;
- Gain an understanding of the College's policies, procedures and processes regarding the link area and report back to the Corporation, as required;
- Offer assurance to Governors that there are appropriate policies and procedures in place for the specific link area and together with the rest of the governing body monitor and review college policies as required and address any concerns which may be identified;
- Upon invitation, liaise with external agencies in relation to the assigned link area;
- Comply with Data Protection requirements and maintain confidentiality as required.

Link Governors have an individual responsibility to:

- observe the College's own Mission, Vision and Values at all times as well the seven principles of Public Life (refer to the Scheme of Delegation)
- act as an ambassador for the College;
- take part where practicable in any relevant training and development events or opportunities, as arranged from time to time for the benefit of Link Governors;
- act fairly and impartially, maintaining confidentiality;
- use independent judgement and declare any relationship, internal or external, which could interfere with impartial decision-making and the principles of public life;

<u>Document History</u>					
Version	Date	Author	Comments	Authorised	Date
6	September 2011	Claire Coupland	Revision to existing policy, last considered in October 2010.		
7	December 2012	Claire Coupland	Revision to existing policy, last considered in September 2011.	Corporation	18-12-12
8	November 2013	Claire Coupland	Revision to existing policy	Corporation	December 2013
9	June 2014	Claire Coupland	Review prompted by changes to governance framework	Corporation	July 2014
10	June 2015	Claire Coupland	Revision to existing policy	Corporation	July 2015
11	June 2016	Claire Coupland	No amendments	Corporation	July 2016
12	June 2017	Claire Coupland	Revision to existing policy.	Corporation	July 2017
13	June 2018	Claire Coupland	No amendments	Corporation	July 2018
14	June 2019	Claire Coupland	Minor amendment to reflect change in committee name: Remuneration & Personnel.	Corporation	July 2019
15	May 2020	Claire Coupland	Revisions to existing policy to note CEIAG, governor/co-opted leave and legal advice in response to COVID19 pandemic.	Corporation	July 2020
16	March 2021	Claire Coupland	Revisions to existing policy necessary to clarify process for recruiting a Senior Post Holder, in line with R&P recommendations	Corporation	April 2021
17	May 2021	Claire Coupland	Revisions proposed regarding i) relaxation, when necessary, to the limit of two terms of office for governor re-appointments and ii) S&G not constricted to membership of committee chairs only.	Corporation	July 2021
18	June 2022	Claire Coupland	No changes required	Corporation	July 2022