

## Corporation Board – Terms of Reference

### Delegation:

As per the Instrument and Articles, the Corporation shall not delegate the following functions:

- (a) The determination of the educational character and mission of the institution and the setting of strategy;
- (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 for safeguarding assets;
- (d) The appointment of the Principal or any other senior post-holder;
- (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 of a member of staff); and
- (f) The modification or revocation of these Articles.

The Corporation may not delegate:

- (a) the consideration of the case for dismissal, and
- (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or any other senior post-holder, other than to a committee of members of the Corporation.

### Remit:

As set out in the Instrument and Articles of Government, the Board have created a number of Committees to carry out elements of the Board's remit on the Board's behalf. The Board retains all responsibility and accountability.

The main responsibilities of the Corporation, identified within the Instrument and Articles of Government are:

- To be the appointing authority in relation to the appointment of its members. The Corporation shall not appoint any person as a member without first consulting and considering the advice of the governance committee. **Reporting: Approval of Corporation Board vacancies (following recommendation from the Governance Committee for independent governors).**
- The number of members of the Corporation and the number of members of each variable category shall be decided by the Corporation from time to time. **Reporting: Approval of Instrument and Articles / Standing Orders (following recommendation from the Governance Committee).**
- The members of the Corporation shall appoint a Chair and up to two Vice-Chairs from among themselves. **Reporting: Approval of Chair / Vice Chair**

**of the Corporation Board (following recommendation from the Governance Committee).**

- The removal of members. **Reporting: Removal of members (following recommendation from the Governance Committee).**
- The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal. **Reporting: Approval of Standing orders (following recommendation from the Governance Committee).**
- To ensure non-confidential Board Minutes are published on the College's website for a period of a minimum of 12 months. **Reporting: Approval of Board minutes.**
- The determination and periodic review of the educational character and mission of the institution and the oversight of its activities and the setting of its strategy for fulfilling its Objects. **Reporting: Approval / review of the College Strategic Plan / Mission / Vision / Values and approval of associated underpinning Strategies.**
- Publishing arrangements for obtaining the views of staff and students. **Reporting: Approval of Stakeholder Engagement Framework.**
- Approving the quality strategy of the institution. **Reporting: Approval of the Quality Strategy (recommended by the Curriculum & Quality Standards Committee).**
- The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding its assets. **Reporting: Monitoring of Board level KPIs, Committee Minutes, Chair updates, Management Accounts (following approval from the Finance & General Purposes Committee), approval of the annual budget (following recommendation of the Finance & General Purposes Committee), approval of the Financial Statements and Annual Accounts (following recommendation of the Finance & General Purposes Committee).**
- Approving annual estimates of income and expenditure. **Reporting: Approval of the annual budget (following recommendation of the Finance & General Purposes Committee).**
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the senior post-holders and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff. **Reporting: Approval of Senior Post Holder Appointments, Committee Minutes, Committee Chair updates.**
- Where there is a vacancy or expected vacancy amongst the senior post-holders, the Corporation shall:
  - (a) decide how to advertise the vacancy. **Reporting: Senior Post Holder appointments (following recommendation from the Remuneration Committee).**
  - (b) appoint a selection panel. **Reporting: Senior Post Holder recruitment.**

- Setting a framework for the pay and conditions of service of all other staff. **Reporting: Approval of Pay Policy (following recommendation of the People and Remuneration Committees).**
- The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to:
  - (a) Such committees. **Reporting: Approval of Instrument and Articles / Standing Orders / Terms of Reference (following recommendation of the Governance Committee), Committee minutes and Committee Chair updates.**
  - (b) The Chair, or in the Chair's absence, either of the Vice-Chairs. **Reporting: Approval of Instrument and Articles / Standing Orders (following recommendation of the Governance Committee) and Chair updates.**
  - (c) The Principal. **Reporting: Approval of Instrument and Articles / Standing Orders (following recommendation of the Governance Committee), and Principal updates.**
- Decide the number of members of a committee and the terms on which they are to hold and to vacate office. **Reporting: Approval of Instrument and Articles / Standing Orders / Terms of Reference (following recommendation of the Governance Committee).**
- The Corporation shall ensure that:
  - (a) The terms of reference for committees confirm rules for attendance at committee meetings by persons who are not committee members. **Reporting: Approval of Terms of Reference (following recommendation of the Governance Committee).**
  - (b) The minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the institution's website and made available for inspection at the institution by any person, during normal office hours. **Reporting: Committee Minutes.**
- After consultation with the staff, the Corporation shall make rules relating to staff conduct and discipline, development and performance. **Reporting: Approval of Policies ((following recommendation from the People and Remuneration Committees (where appropriate))).**
- After consultation with staff, the Corporation shall make rules setting out
  - (a) Grievance procedures for all staff;
  - (b) Procedures for the suspension of all staff; and
  - (c) Disciplinary and dismissal procedures for
    - (i) the senior post-holders, and
    - (ii) staff other than the senior post-holders.

**Reporting: Approval of Policies ((following recommendation from the People and Remuneration Committees (where appropriate))).**

- Approve the constitution of the Students' Union. **Reporting: Approval of the Students' Union Constitution (not currently applicable).**
- The students' union shall present audited accounts annually to the Corporation. **Reporting: Student's Union accounts (currently not applicable).**
- After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason). **Reporting: Approval of Policies (following recommendation from the Curriculum & Quality Standards Committee).**
- Set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE of ESFA. **Reporting: Approval of the Tuition Fees Policy (following recommendation from the Finance & General Purposes Committee).**
- The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources. The Corporation may arrange for the examination and evaluation to be carried out on its behalf by internal auditors. **Delegation: The examination and evaluation of the Corporation's systems of internal financial and other control to the Internal Auditors, who report to the Audit Committee. Reporting: Approval of the Financial Statements and Annual Accounts, approval of Internal and External Audit Plan, Committee Minutes, Committee Chair Updates.**
- Appointment of the Internal Auditors. **Reporting: Approval of the Internal Auditors (following recommendation from the Audit Committee).**
- Appointment of the External Auditors. **Reporting: Approval of the External Auditors (following recommendation from the Audit Committee).**
- The Corporation shall
  - (a) Keep proper accounts and proper records in relation to the accounts. **Reporting: Management Accounts (following recommendation of the Finance & General Purposes Committee), approval of the annual budget (following recommendation of the Finance & General Purposes Committee), approval of the Financial Statements and Annual Accounts (following recommendation of the Finance & General Purposes Committee).**
  - (b) Prepare a statement of accounts for each financial year of the Corporation. **Reporting: Approval of the Financial Statements and Annual Accounts (following recommendation of the Finance & General Purposes Committee).**
- The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these

Articles. **Reporting: Approval of Instrument and Articles / Standing Orders / Terms of Reference (following recommendation of the Governance Committee).**

- Modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes. **Reporting: Approval of Instrument and Articles (following recommendation of the Governance Committee).**
- The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities. **Reporting: Approval of dissolution (following recommendation of the Finance & General Purposes Committee).**

### **Composition:**

The Corporation Board shall consist of 18 members (as per the Standing Orders):

- 12 Independent Governors (appointed under the terms of clause 3(1)(a) of the Instrument and Articles of Government.
- The Principal.
- 2 Staff Members.
- 2 Student Members.

The Corporation may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

### **Frequency of Meetings**

The Corporation will meet not less than 3 times per year, including at least once in every term.

### **Quorum:**

The quorum of meetings is at least one third of the total number of members. Where there is a full Board, the quorum for meetings is 6.

### **Chair:**

The Chair of the Committee will be appointed by the Corporation, as per the Standing Orders.

### **Vice Chair(s):**

The Vice Chair(s) will be appointed by the Corporation, as per the Standing Orders.

**Clerk:**

The Director of Governance & Compliance shall act as Clerk to the Corporation.

In the absence of the Clerk, the Board shall agree temporary arrangements to fulfil the role.

**Term of Office:**

Appointment of members of the Corporation will cease at the end of their term of office as a governor.

Members may terminate their membership by notice of resignation to the Director of Governance & Compliance.

**Other Arrangements:**

The Corporation is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

Papers, unless confidential / where appropriate, will be circulated to all meeting invitees in advance of a meeting.