



STANDING ORDERS

Corporation approved:

9 October 2023 – Search and Governance Committee

19 October – Corporation Meeting

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1 **Membership**

The Corporation has determined the membership of the Corporation as follows:

Independent Members	12
Staff Members	2
Student Members	2
Chief Executive	1
Total membership	17

2 **Appointment of Members**

The Corporation has set up a Chairs' Committee which includes Search and Governance and Remuneration considerations 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 Chief Executive) without first considering the advice of the Chairs' Committee. (See Appendix A).

- a) Members of the Corporation will be appointed for a maximum term of office of 4 years from the date of appointment as approved by the Corporation (usually at the beginning of the academic year).
- b) The Clerk to the Corporation will write to inform a new or re-appointed Governor of the agreed term of office.
- c) A member may resign from his/her term of office at any time by giving notice in writing to the Clerk to the Corporation.
- d) Members, at the end of their term of office, will be eligible for re-appointment, subject to an evaluation by the Corporation of the contribution, skills and experience of the individual member. The Chairs' Committee will consider the member's contribution to the governing body, including attendance and will make a recommendation to the full corporation as to whether to reappoint and for what term of office.
- e) Members cannot serve for more than two terms of office (maximum of 8 years), except in exceptional circumstances and without the specific approval of the Corporation.
- f) To assist with appointments and succession planning Governors can attend Committee/Corporation meetings for a hand over period, for example a term or longer, prior to appointment as a new member/Chair.

3. **Termination of Membership**

If at any time the Corporation is satisfied that any member:

- a) has been absent from all meetings of the Corporation and any committees of which he/she is a member for a period of longer than 6 consecutive months, without the permission of the Corporation, or
- b) is unable or unfit to discharge the functions of a member.
- c) after appointment becomes a member of staff eg enters into a contract of employment with the College.

the Corporation may, by notice, in writing to that member, remove him/her from office and thereupon the office will become vacant.

- d) the Corporation may suspend a Member in the following circumstances only:
 - i) If a staff member is suspended as a member of staff.
 - ii) If a student member is suspended from the College as a student.
 - i) If a conflict arises of a short term nature, in line with the Conflicts of Interest Policy.

4 Chair and Vice Chair appointments

- a) The Chair and the Vice Chair of the Corporation shall be appointed by the members of the Corporation.
- b) The Chair and the Vice Chair will be elected for a term of 2 years. The Chief Executive and any staff or student members are not eligible for appointment as Chair or Vice-Chair.
- c) The Chair and Vice Chair of the Corporation shall hold office until they are replaced or re-elected at the last meeting of the Corporation before the end of the term of office. The retiring Chair and Vice Chair will be eligible for re-election.
- d) The Clerk to the Corporation will seek nominations for the position of Chair and Vice-Chair of the Corporation, which can include an external recruitment campaign. At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, the members will appoint a new Chair or Vice-Chair from among their number.(See Appendix B)
- e) If a Governor has served their maximum term of office as a Governor (maximum of 8 years) and have the skills to become Corporation Chair or a Committee Chair and the position is vacant, they are eligible to be elected as Chair, to serve a further 3 terms of 2 years, from the beginning of the academic year, following the election process outlined in Appendix B with a secret ballot and alternative option to go to an external recruitment campaign.

5 Committees of the Corporation

- | | | |
|----|---|---|
| a) | Finance & General Purposes Committee | 5 members including the Chief Executive |
| b) | Audit Committee | 5 members, excluding the Chief Executive |
| c) | Chairs' Committee inc Search and Governance and Remuneration considerations | Committee Chairs |
| d) | Appeals Committee | 3 members excluding the Chair, Vice Chair and the Chief Executive |
| e) | Special Committee | 3 members excluding the Chair, Vice Chair and the Chief Executive |
| f) | Subsidiary Meeting | 4 members including the Chief Executive |
| g) | Quality and Standards Committee | 5 members including the Chief Executive |

Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation (co-optees). Every decision making committee of the Corporation which includes Co-opted Members should comprise a majority of Corporation Members.

In addition to those committees which are statutory, the Corporation shall appoint Committees as it thinks fit in accordance with the Articles of Government.

6 Committee Chair appointments

Chairs of Committees will be elected by members of each Committee annually. In the absence of the Chair of the Committee members will elect a Chair for the meeting.

7 Quorums

- a. The quorum for meetings of the Corporation is 40% (7 members) in accordance with clause 13(1) of the Instrument of Government.
- b. The quorums for meetings of the Committees of the Corporation are as follows:
 - i) Finance & General Purposes Committee 3 members
 - ii) Audit Committee 3 members
 - iii) Chairs' Committee inc Search and Governance and Remuneration considerations 3 members
 - iv) Appeals Committee 3 members
 - v) Special Committee 3 members
 - vi) Subsidiary meeting 2 members
 - vii) Quality and Standards Committee 3 members

8 Committee Membership

- a) The Clerk will notify every vacancy on a committee to the Corporation at the next meeting to be held after the vacancy occurs. The Corporation will then make an appointment at that or a subsequent meeting in line with the Chairs' Committee Procedures (Appendix A).
- b) Any Committee member may resign membership of a committee, at any time, by giving notice in writing to the Clerk to the Corporation.
- c) Each Committee will review the Terms of Reference, the frequency of meetings and the performance of the Committee annually and make recommendations to the Corporation accordingly.
- d) The current terms of reference of the Corporation's Committees are set out in **Appendix C**.

9 Meetings of the Corporation

- a) The Corporation will hold at least one ordinary meeting each term.
- b) At ordinary meetings, the Corporation will receive the key messages to Corporation of all committees and any relevant reports, which have been held since the last meeting and consider their recommendations.
- c) Special meetings of the Corporation will be called in accordance with Clause 12(4) of the Instrument of Government.

10 Attendance at meetings of the Corporation and Committees

- a) Members of the Corporation are expected to attend meetings of the Corporation and Committee meetings as required. A very high level of attendance at all meetings is expected in order for the Corporation to operate effectively and efficiently. The Corporation has set an attendance target for each Governor of 80%.
- b) The Clerk maintains a record of attendance, the results of which are reported to the Corporation annually.
- c) Any Governor who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by decision of the Corporation. Notice will be given in writing.
- d) College staff and members of the Senior Management team will be invited to attend meetings of the Corporation and committees to present information and advise on agenda items.

11 Shadow Governors

- a) As part of its commitment to succession planning the Corporation may invite selected individuals to 'shadow' a current Governor with a view to replacing them at an appropriate future time.
- b) Shadow Governors may be invited to sit on the main Board or any of its Committees. Shadow Governors are observers, are not numbered on the determination of the Corporation, may not vote at meetings and do not count towards quoracy of that meeting. They may, at the discretion of the Chair, be invited to contribute to discussions.
- c) The appointment of a Shadow Governor to a vacancy on the Board will follow the same procedures as for applications from any other source.

12 Public and Press – admission to meetings

Meetings of the Corporation and Committees will be made open to attendance by members of the public / press / members of staff, subject to a request in writing to the Clerk to the Corporation and the subsequent approval of the Chair of the Corporation.

13 Proceedings at meetings

- a) The Chair of the Corporation/Committee will be responsible for the conduct of debate during meetings and will ensure that a reasoned decision is reached at the conclusion of each matter considered.
- b) If required, a question can be decided at a meeting of the Corporation by a majority of votes cast by the members present and entitled to vote on the question. Voting shall be by show of hands, with the exception of the Chair and Vice Chair election which is by secret ballot.
- c) Where there is an equal number of votes, the Chair will have a second or casting vote.
- d) A member may not vote by proxy or by way of postal vote, with the exception of the Chair and Vice Chair election where a postal vote will be accepted.
- e) No resolution may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- f) A student member under the age of 18 shall not vote on proposals for expenditure of money or entering into a contract or incurring any debt or liability.
- g) Decisions can be taken by written resolution or by email outside of a Corporation Meeting providing they meet with quorum numbers and are reported back at the next Corporation Meeting. All communications must go via the Clerk.
- h) Meetings can be held using video conferencing facilities.

14 Declarations of Interest (in line with the Conflicts of Interest Policy)

- a) A register of direct and indirect interests of Members, in the form determined by the Corporation, will be maintained by the Clerk to the Corporation. The register is open to public inspection during normal office hours.
- b) Any member having an interest in any matter under discussion will disclose that interest, will not take part in any discussion nor form part of the quorum and will not vote on any such matter. In circumstances agreed by the Corporation, a member may be asked to withdraw from the meeting during consideration of any item in which they have declared an interest.

15 Withdrawal from meetings

Members of the Corporation, the Clerk to the Corporation and members of College staff will withdraw from meetings of the Corporation and its committees if required to do so in accordance with Clause 14(5) of the Instrument of Government.

16 Notice of meetings

- a) A schedule of proposed meetings of the Corporation and its Committees will be prepared by the Clerk and approved by the Corporation at the meeting held during the summer term, each year. However this will not prevent any meeting of the Corporation or its Committees being convened by the Clerk.
- b) In consultation with the Chief Executive, the Chair of the Corporation or Committee Chair the Clerk will prepare and send an agenda and reports for each meeting, at least 7 days in advance of the meeting, 5 for Committees.
- c) Any Corporation Member wishing to raise an agenda item must inform the Clerk to the Corporation not less than 10 days prior to the meeting.
- d) Items of 'Any Other Business' must be notified to the Chair of the meeting and the Clerk prior to the commencement of the meeting and should be restricted to relevant items of an urgent nature and with regard to the Instrument and Articles of Government and the terms of reference of the Committee.
- e) Items of business of a reserved (confidential) nature will be advised to those eligible to be present when the item is to be discussed.

- f) Written reports received by committees will be made available to all members of the Corporation on request to the Clerk, but will not otherwise be circulated unless the report would assist Members in reaching a decision or keep informed of any item.
- g) Agendas, papers and other communications can be sent by electronic means.

17 Minutes of Corporation and Committee meetings

- a) The Clerk will prepare draft minutes for each Corporation / Committee meeting within 10 working days, whereupon they will become the minutes for confirmation as a correct record at the next meeting.
- b) No discussion will take place on the minutes except upon a question of their accuracy. Any amendments to the minutes will usually be hand written on the top copy before being signed by the Chair, if possible, but otherwise noted in the minutes.
- c) The minutes of all Corporation meetings (excluding confidential minutes), once approved by the Chair of the Corporation will be placed on the College website in accordance with Clause 17(3) of the Instrument of Government for a minimum of 12 months.
- d) Agendas, reports and minutes of meetings of the Corporation and its Committees (excluding confidential material) are available for public inspection by members of the public during normal office hours of the College.

18 Confidential items

In the interests of openness the Corporation will review any confidential items in accordance with Nolan and the Corporation's confidentiality policy set out in **Appendix D**

19 Corporation Seal

The application of the Seal of the Corporation shall be authenticated by:

- a) the signature of either the Chair or another member of the Corporation authorised either generally or specifically by the Corporation to act for that purpose;

and
- b) the signature of any other member (usually the Chief Executive)

20 Code of Conduct

Corporation members shall abide by the Corporation's Code of Conduct.

21 Eligibility Statement

The Clerk to the Corporation will ensure that all Governors sign a governor eligibility form on appointment.

22 Governors Expenses

Members of the Corporation are encouraged to claim for subsistence and travelling expenses to and from Corporation and Committee meetings and training events. All claims will be authorised by the Clerk to the Corporation.

23 Liability and Indemnity Cover for Corporation Members including Co-Opted Members and the Clerk to the Corporation

The College has insurance cover that extends to members of the Corporation, Co-opted Members and the Clerk to the Corporation.

24 Breach of the Corporation's Legal Powers

Where the Clerk considers that the Corporation or any of its members intend to act beyond their powers the Clerk will, in the first instance raise the issue with the Chief Executive and if

appropriate with the Chair of the Corporation. If the matter remains unresolved, in accordance with the Financial Memorandum, the Clerk is authorised to obtain legal advice on such issues without the agreement of the College management or the Corporation. The Corporation adopts the guidance within the Financial Memorandum that such action should not provide grounds for dismissal or disciplinary action against the Clerk.

25 Independent professional advice for Members of the Corporation

The Corporation shall have the right to take advice from the College's advisors or if necessary, at the Corporation's expense, independent advisors on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice. The Corporation shall authorise the Clerk to commission professional advice and if sought by a member without Clerk involvement give prior written notice to the Clerk of the intention to seek independent advice which provides a summary of the issues on which advice is sought and the reason why.

26 Complaints

A complaint against the Corporation or an individual member of the Corporation shall 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 shall be forwarded to the Chair of the Corporation. Complaints of an operational nature will be dealt with by the College under the College's Complaints procedure.

27 Chairs Action

The Corporation has delegated to the Chair (Vice Chair in his or her absence) authority related to decisions falling within the Corporation's responsibilities to:

- a) Authorise urgent action to be taken on behalf of the Corporation in circumstances where it is impractical to call a Board Meeting and the interests of the College would be prejudiced by having to wait for such a meeting;
- b) Authorise actions of a routine nature giving effect to decisions that have already been approved in principle by the Corporation.

In order to protect the Chair of the Corporation from inappropriate use of delegated authority and to ensure that proper records are kept and that the Corporation is fully informed of the action taken on its behalf; the following procedures must be observed when using delegated powers:

- d) Any request to the Chair for use of delegated authority should be processed through the Chief Executive.
- e) The request should be made in writing wherever possible and the Chair, who will retain this request, should sign confirming his/her decision;
- f) Where it is not possible to make the request in writing, the request and decision made should be confirmed to the Chair in writing as soon as it is practicable;
- g) Copies of the documents mentioned in (d) and (e) above should be sent to the Clerk who will ensure the action taken is reported to the Corporation at its next meeting.

28 Duties and responsibilities of the Corporation

Under the Articles of Government **the Corporation is responsible for the following:**

- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- c) approving the quality strategy of the institution;
- d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- e) approving annual estimates of income and expenditure;
- f) 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 of a member of staff; and

- g) setting a framework for the pay and conditions of service of all other staff.

The Corporation may establish a Committee for any purpose or function and may delegate powers to such a Committee or to the Chair of the Corporation, or in his absence, the Vice Chair, or to the Principal. However, the Corporation may not delegate the following duties:

- h) the determination of the educational character and mission of the institution;
- i) the approval of the annual estimates of income and expenditure;
- j) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- k) the appointment of the Principal or holder of a senior post;
- l) 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
- m) the modification or revocation of the Articles of Government
- n) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

29 Duties and responsibilities of the Principal

Under the Articles of Government **the Principal is responsible for the following:**

- a) making proposals to the Corporation about the educational character and mission of the institution and Implementing the decisions of the Corporation;
- b) the determination of the institution's academic and other activities;
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;
- c) the organisation, direction and management of the institution and leadership of the staff;
- d) 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
- e) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

30 Duties and responsibilities of the Clerk

Under the Articles of Government **the Clerk is responsible for the following:**

- a) advising the Corporation with regard to the operation of its powers
- b) advising the Corporation with regard to procedural matters;
- c) advising the Corporation with regard to the conduct of its business; and
- d) advising the Corporation with regard to matters of governance practice.

APPENDIX A
Askham Bryan College Corporation

PROCEDURE FOR THE APPOINTMENT OF MEMBERS TO THE CORPORATION

1. PURPOSE

This document outlines the procedure for the appointment of members to Askham Bryan College Corporation.

2. SCOPE

This procedure applies to the Chairs' Committee which includes Search and Governance and Remuneration considerations of the Corporation.

3. BACKGROUND

Membership of the Corporation is broadly defined within the Instrument of Government and within these parameters the Corporation has agreed the determination below.

Category of member	Number of members	Term of office in years*	Appointment Conditions
Independent Members of the Corporation	12	4	Recommended by the Chairs' Committee to the Corporation
Staff	2	4	Recommended by the Chairs' Committee to the Corporation
Student	2	With office	Elected by student body
Chief Executive/Principal	1	With office	Appointed due to post
Co-opted External Members	variable	4	Recommended by the Chairs' Committee to the Corporation

*Terms of office may vary dependent on the skills needs of the college at the time and dependent on the sequence of appointments to bring about a mix of experience and new members.

4. THE APPOINTMENT PROCESS FOR NEW MEMBERS

NOTIFICATION OF A VACANCY

When a vacancy for a Corporation Member arises the Clerk will notify the Chair of the Corporation and the Chairs' Committee. A meeting of the Committee will normally be arranged to consider the skills audit of existing members in order to determine the range of skills, expertise and experience required of a new member to fill the vacancy, which would best serve the needs of the Corporation.

Following this determination a role description and person specification for the vacancy will be prepared.

5. APPOINTMENT OF NEW MEMBERS

The Corporation acting through the Chairs' Committee has full discretion on appointing new members. The Chairs' Committee will identify suitable candidates depending on the circumstances of the vacancy being filled using any of the following means:

- Advertisements in the local press and targeted mail-shots. A general advert will be used to seek expressions of interest in joining the Corporation. A specific advert and mail-shot will be used to advertise a particular position on the Board. The advert will be carefully worded to explain briefly the role of the corporation and to make it clear that members do not receive payment.
- Any recruitment pack will include a "safeguarding statement."
- Personal recommendations from Corporation members.
- Suggestions from members of the College staff.
- A direct approach from the Chief Executive/Chair of the Corporation to local authorities or organisations or voluntary bodies with whom the College has links.
- Contacts within the local community.
- Via social media.
- Through a recruitment agency if required, eg a hard to fill vacancy, role of Chair.

6. INFORMATION FOR AND FROM CANDIDATES

Candidates expressing an interest in a vacancy will be sent an appropriate information pack and will be required to produce an application/curriculum vitae and appropriate references if responding to an advert.

7. SHORT-LISTING AND INTERVIEW

The Chairs' Committee will meet to consider any applications received and to confirm if potential members are to be interviewed before a recommendation is forwarded to the Corporation. While it is normal practice for the Chairs' Committee to arrange an interview for any vacancy for potential new members, the Committee may decide to put forward the name of a candidate to the Corporation without conducting an interview. Before any short-list is confirmed the Clerk will advise the Chairs' Committee whether any person under consideration is ineligible within the terms of the particular category of governorship and is disqualified for any reason in the Instrument of Government.

On the instructions of the Chairs' Committee, the Clerk will invite any short listed applicants into the College for an interview with the Chairs' Committee. The interviewing panel will assess the extent to which the candidate matches the role description, person specification for the vacancy and whether he/she can offer the required expertise and experience to the Corporation as identified by the skills audit. Consideration will normally be given to references before any recommendation to the Corporation is made.

At the first meeting of the Corporation following the meeting of the Chairs' Committee, the Committee will present a confidential report giving details of the candidates interviewed and the reasons for any recommendation from the Committee.

If the Corporation passes a resolution to make an appointment of a specific individual (or individuals) to the Board, this is formally minuted.

8 REAPPOINTMENT OF EXTERNAL MEMBERS

An annual Skills Audit will be conducted at the end of each academic year. The Clerk will identify in advance the dates when existing members are due to reach the end of their term of office and the Chairs' Committee will, using the skills audit, establish whether the skills of these members are still in line with the interests of the college considering gaps and duplication.

External members seeking reappointment will be asked why they wish to be re-elected and their contribution during their last term of office. The Chairs' Committee will consider the members contribution to the governing body including attendance and will make a recommendation to the full corporation as to whether to reappoint and for what term of office. Where it is deemed that a new governor will be appointed, the new governor will be invited as a shadow governor to attend as appropriate prior to commencement of their term.

9. CONSIDERATION OF GENDER AND ETHNIC PROFILE

An annual self assessment of governance will include consideration of the gender and ethnic profile of external members to ensure that it reflects that of the local community and student body. Where this is out of line, the Self Assessment Action plan will make recommendations to the Chairs' Committee to redress the balance.

10. APPOINTMENT OF STAFF GOVERNOR

The Corporation includes 2 staff Governors, elected in line with the above process.

Staff governors will be eligible for re-election.

11. APPOINTMENT OF STUDENT GOVERNOR

The Corporation includes 2 student Governors, one being the person elected by the student body as President of the Students' Union and the second student Governor being put forward by the Student's Union, usually the Vice President or the student body. Any nomination received shall be confirmed by the Corporation.

Election Process for Chair and Vice Chair
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Statement of process for the identification of a Chair and Vice Chair of the Corporation.

- The Instrument of Government 2008 states that at the last meeting before the expiry of the term of office of the Chair and Vice-Chair the members shall appoint a Chair and Vice-Chair from among their number. At the expiry of their term of office, the Chair and Vice-Chair shall be eligible for reappointment
- The Principal, Staff Governors and Student Governors are excluded from nomination, but have the right to vote
- The Clerk to the Corporation will act as Returning Officer for the purposes of the election
- The Returning Officer is required to establish an election timetable and determine arrangements for nomination
- Candidates wishing to stand for election need to complete a nomination paper providing a brief written statement explaining why they are seeking election, plus be proposed and seconded by two other Corporation members
- All Governors who have the right to vote will be able to do so by a secret ballot, for all candidates. For those not able to attend the meeting, this will be arranged by email or post
- The Corporation can decide to advertise externally if they wish
- Candidates may vote for themselves, but cannot be elected on the basis of this vote alone
- There will be an opportunity for all Governors to consider and discuss nominated candidates
- Voting papers will be opened by the Returning Officer (Clerk to the Corporation) in the presence of the Finance Director/Chair of Audit Committee
- The results of the secret ballot will be announced at the last meeting before the expiry of the term of office of the Chair and Vice Chair, where the appointment will be confirmed
- In the event of a tied-vote, an additional short presentation by each candidate will be given and a further secret vote taken at the meeting which will not include votes from those not present
- During any process connected to the Chair, the Vice Chair will Chair the meeting and vice versa
- If a candidate stands unopposed, a motion is put to Corporation to appoint without a secret ballot (except if a Governor has served their maximum term of office as a Governor (maximum of 8 years) and have the skills to become Corporation Chair or a Committee Chair and the position is vacant, they are

eligible to be elected as Chair, to serve a further 3 terms of 2 years, from the beginning of the academic year, following the election process outlined in Appendix B with a secret ballot and alternative option to go to an external recruitment campaign).

Audit Committee

Terms of Reference

1. Membership

1.1 The Committee shall comprise up to five members of the Corporation including co-opted Members as appropriate.

1.2 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings, but not to vote.

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

1.4 The Chief Executive, other senior postholders and staff governors may not be members of the Committee.

1.5 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:

1.5.1 Those with executive responsibilities at senior level or members of staff;

1.5.2 Members of the college finance committee or equivalent;

1.5.3 The Chair of the Corporation; and

1.5.4 Governors who have significant interests in the college.

The Chair of Audit Committee sits on the Search and Governance Committee with Chairs of other Committees to be involved in the Governor recruitment process and to comment on and maintain the independence in appointing Audit Committee members. Recommendations are taken to full Corporation. Collectively, members of the Committee should have recent, relevant expertise in Risk Management, Finance, Audit and Assurance, to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. They must not adopt an executive role. Appropriate training is provided to the Audit Committee, eg from Internal/External Auditors, AoC/ETF.

1.6 The Chair of the Committee will be selected by the Committee at the first meeting of each academic year.

1.7 The quorum for meetings of the Committee shall be three (must be two independent members).

1.8 The Director of Governance shall act as Clerk to the Committee.

1.9 The Committee will meet at least 4 times per year. The internal auditor or financial statements auditor may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively, and those items of business are currently set out in the Post 16 Audit Code of Practice and included in the Terms of Reference.

1.10 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee.

1.11 The Committee shall be granted rights of access to obtain all the information it considers necessary from members of the staff and governors of the Corporation, and to consult the internal audit service (IAS), and financial statements auditor directly, in line with the right to investigate any activity within its Terms of Reference and right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

1.12 Co-opted members should not be appointed chair of the Audit Committee.

1.13 The paper deadline for each meeting will be set at 10 days before the meeting date. Papers will be distributed 7 days before each meeting, eg a Monday for the following Monday.

1.14 Minutes to be produced within 10 working days of a meeting. Key messages to be included at the first normal Corporation meeting following the Committee meeting.

Standing Orders

2. Terms of reference

2.1 To assess and advise the governing body on the adequacy and effectiveness of the College Corporation's Assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets.

2.2 Advise the corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant and other assurance providers (if applicable) and establish that all such assurance providers adhere to relevant professional standards as detailed in the Post 16 Code of Practice. External auditors will present their findings annually to the Corporation. Members not included on the Audit Committee/F&GP Committee will be invited to the joint Audit Findings briefing. The requirement for the external auditors to talk to the full Corporation will be included in the Engagement Letter. The external auditors will seek assurance over the funds earned by the College. To notify the ESFA of the resignation or removal of auditors. To regularly re-tender auditors, which should happen at least every five years. It is understood that although Corporations are not required to commission an internal audit service, having one in place, which may be supplemented by specialists in particular areas, is likely to assist Audit Committees in ensuring they have effectively discharged their duties.

2.3 Inform the corporation of any additional services provided by the external auditor, reporting accountant and other assurance providers (if applicable eg Internal Audit Service (IAS) and explain how independence and objectivity were safeguarded.

2.4 The Audit Committee is to be informed of all additional services undertaken prior to the commencement of the work by the IAS and the financial statements auditors.

2.5 Advise and support the College Corporation in explaining in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

2.6 Ensure the Accounts set out the funding bodies' specific requirements including the required format of the College Corporations' Statement of Corporate Governance and Internal Control.

2.7 To recommend the management letter for the annual financial statements to the governing body for approval.

2.8 To advise the governing body on the scope and objectives of the work of the IAS and the financial statements auditor.

2.9 To ensure effective co-ordination between the IAS and the financial statements auditor.

2.10 To consider and advise the governing body on the audit strategy and annual internal audit plans for the IAS.

2.11 To advise the governing body on internal audit assignment reports and annual reports and on control issues including in the management letters of the financial statements auditor (including their work on regularity) and management's responses to these.

2.12 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the financial statements auditor's management letter.

2.13 To consider and advise the governing body on relevant reports by the National Audit Office (NAO), and other funding bodies, and, where appropriate, management response to these.

2.14 To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators. To decide, based on the review, whether a competition for price and quality of the audit service is appropriate.

3 To ensure that all allegations of fraud and irregularity are properly followed up.

3.1 Oversee the college corporation's policies on fraud, irregularity and whistleblowing and ensure:

- o the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
- o that investigation outcomes are reported to the audit committee
- o that the external auditor (and internal auditor if applicable) has been informed and that appropriate follow-up action has been planned and actioned
- o that all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body

3.2 Produce an annual report for the corporation, summarising the committee's activities relating to the financial year under review, including:

- o a summary of the work undertaken by the committee during the year
- o any significant issues arising up to the date of preparation of the report
- o any significant matters of internal control included in the reports of audit and assurance providers
- o the committee's view of its own effectiveness and how it has fulfilled its terms of reference
- o the committee's opinion on the adequacy and effectiveness of the college corporation's audit arrangements, its framework of governance, risk management control and its processes for securing economy, efficiency and effectiveness
- o submit the annual report to the corporation before the statement of corporate governance and internal control in the annual accounts is signed.

3.3 Ensure the regularity self-assessment questionnaire in the Post 16 Audit Code of Practice is completed and signed by the College Accounting Officer and Chair of Governors in advance of the reporting of the year end audit work.

3.4 Ask departing accounting officers to provide a statement on regularity, propriety and compliance covering the reporting period up to the date of departure where possible.

Standing Orders

Chairs' Committee (Search and Governance) Terms of Reference

Search and Governance Committee Terms of Reference

1. Membership

- 1.1 The Committee shall comprise the Chairs of Committees, Chair of the Corporation and Vice Chair of the Corporation
- 1.2 The Chair of the Committee will be selected by the Committee
- 1.3 The quorum of the meetings of the Committee shall be three members
- 1.4 The Director of Governance shall act as Clerk to the Committee
- 1.5 The Committee will meet at least twice per year

2. Terms of reference

Advisory

- 2.1 To advise the Corporation on the appointment of all members of the Corporation and College Companies (with approval from Company Directors) other than ex-officio members
- 2.2 To advise on the appointment of co-opted members of the Corporation
- 2.3 To advise the Corporation on the diversity of Corporation members
- 2.4 To consider and advise the Corporation on the composition, balance and effectiveness of the Corporation and its Committees and governance structure
- 2.5 The Clerk has the responsibility to facilitate the induction and training of Corporation Members

Delegated

- 2.5 To gather nominations in respect of vacancies on the Corporation, its Committees and its Companies, and to determine and apply the processes whereby such nominations are screened and shortlisted.
- 2.6 To consider and advise the Corporation on the composition and balance of the Corporation, its Committees and its Companies.
- 2.7 To maintain a suitable database of potential candidates, within GDPR regulations
- 2.8 To initiate searches for potential candidates
- 2.9 To undertake a regular skills audit in order to test the range of skills and experience on the board of the Corporation, its Committees and its Companies.
- 3 To obtain external professional advice as required
- 3.1 To monitor and review the quality and effectiveness of the Corporation's Governor Training and Development Policy

Standing Orders

Finance & General Purposes Committee Terms of Reference

1. Membership

- 1.1 The Committee shall comprise five members.
- 1.2 The Chair of the College Company is invited to attend meetings as an ex officio member.
- 1.3 The Committee will select the Chair of the Committee at the first meeting of each academic year.
- 1.4 The quorum for meetings of the Committee shall be three.
- 1.5 The Clerk to the Corporation shall act as Clerk to the Committee.
- 1.6 The Committee will meet at least three times per year.
- 1.7 Members of the Audit Committee are not eligible to sit on the Committee.

The paper deadline for each meeting will be set at 10 days before the meeting date. Papers will be distributed 7 days before each meeting, eg a Monday for the following Monday. Minutes to be produced within 10 working days of a meeting. Key messages to be included at the Corporation meeting following the Committee meeting.

2. Terms of reference

Advisory

- 2.1 To consider and recommend the Annual Budget
- 2.2 To consider and recommend Financial Regulations
- 2.3 To consider and recommend Financial Procedures
- 2.4 To consider and recommend expenditure on items costing more than £150,000
- 2.5 To consider and recommend virement between budget headings of amounts exceeding £150,000
- 2.6 To consider and recommend on the College Property Strategy
- 2.7 To consider and recommend the tuition fees policy

Delegated

- 3.2 To consider and recommend the appointment of Bankers, Solicitors and other contractual arrangements.
- 3.3 To approve expenditure on items costing more than £150,000 and less than £250,000.
- 3.4 To approve capital expenditure within an approved programme and monitor any capital projects.
- 3.5 To consider and recommend any investment and borrowing arrangements.
- 3.6 To review the arrangements for securing value for money, solvency and safeguarding of assets.
- 3.7 To monitor College finances.
- 3.8 To approve procurement expenditure within an approved programme, for example utilities, cleaning.

Standing Orders

Askham Bryan College

Remuneration Committee

Terms of Reference

1 Membership

- 1.1 The Committee will comprise the Chair/Vice Chair of the Corporation and Chairs of Committees.
- 1.2 Staff and student governors are not eligible for membership.
- 1.3 The quorum for meetings of the Committee will be three members.
- 1.4 The Chair of the Committee will be selected by the Committee. The Corporation Chair cannot be the Chair of the Committee.
- 1.5 The Clerk to the Corporation/Director of Governance will act as Clerk to the Committee.
- 1.6 The Committee will normally meet at least once in each academic year.
- 1.7 Members must declare any involvement in any item on the agenda that may give rise to a potential conflict of interest

2 Terms of Reference

- 2.1 The Committee will advise on the conditions of service and remuneration of Senior Post Holders (including interim roles) in line with the provisions of the AoC Colleges' Senior Post Holder Remuneration Code (December 2018 or as subsequently amended). This will include all aspects of their remuneration package. For the purposes of the Committee's business, the College's Senior Post Holders are:
 - Chief Executive Officer and Principal
 - Vice Principal
 - Vice Principal
 - Chief Finance Officer
 - Director of Governance
- 2.2 In undertaking their business the Committee will ensure all decisions are fair, transparent and justifiable and in line with good equality and diversity practice. Affordability will be a key factor in decision making with due consideration given to the public interest and safeguarding of public funds.
- 2.3 The Committee will advise the Corporation on the criteria and scheme for non-consolidated performance related pay where appropriate.
- 2.4 The Committee will receive a comprehensive written report from each Senior Post Holder's line manager detailing a review of their performance (including appraisal outcomes) and benchmark reward data from independent sources. In the case of the Principal and the Director of Governance this report will be produced by the Chair of the Corporation. In all other cases, the report will be produced by the Principal.
- 2.5 The Committee will receive a detailed market analysis report prepared by the Executive Director of People and Organisational Development. This report will contain details of the national pay award for the sector and key economic data such as inflation rates and pay movement in analogous sectors of the economy.

Standing Orders

2.6 In making their decisions in relation to consolidated pay awards the Committee will have due regard to the Executive Director of People and Organisational Development's report as well as the pay ratio between the Principal's pay and the average pay for other College employees and the College's gender pay gap. In so doing the Committee will ensure that appropriate consideration is given to internal pay relativities and that aggregate Senior Post Holders' remuneration does not increase faster than the average of other staff within the College.

2.7 The Committee will give due consideration to the whole remuneration package of Senior Post Holders, including benefits and terms and conditions in determining their decisions as well as the need to ensure market competitiveness of pay levels and the retention of key skills.

2.8 In considering non-consolidated (i.e. one-off) performance related awards, the Committee will consider elements of the senior post holder's contribution which have gone beyond the normal expectations of the level and/or breadth of the role. Due consideration will also be given to the College's overall performance against strategic ambitions and the College's performance indicators. Generally, only where College performance is good and individual expectations exceeded and/or an exceptional contribution made, as evaluated by the Committee, will a performance award be recommended. It is anticipated that any such award will not exceed a value of 2% above base salary in any one year.

Standing Orders

Quality, Enhancement & Standards Committee Terms of Reference

Purpose

To advise the full College Corporation on all matters related to the governance oversight of the educational character, academic quality, performance and standards at Askham Bryan College, including the College's approach to learning, teaching and assessment and the student experience.

1. Membership

The Committee shall comprise four voting members from the Corporation.

1.1

Members of SLT with Quality and Standards Responsibility will be in attendance, plus student representation to provide the student voice. The Committee may invite advisors or other third parties to attend. Such members shall not have a vote, but may be entitled to speak at the meetings.

1.2 The Committee shall select the Chair of the Committee at the start of the academic year who will be a member of the Corporation.

1.3 The quorum for meetings of the Committee shall be three voting members (must be two independent members).

1.4 The Director of Governance shall act as Clerk to the Committee.

1.5 The Committee will meet at least four times per year to review FE and HE provision.

1.6 The paper deadline for each meeting will be set at 10 days before the meeting date. Papers will be distributed 7 days before each meeting, eg a Monday for the following Monday.

1.7 Minutes to be produced within 10 working days of a meeting. Key messages to be included at the first normal Corporation meeting following the Committee meeting.

2. Terms of reference

Advisory

2.1 To advise the Corporation on the educational character of the College, ensuring appropriate and effective procedures are in place to review and monitor (i) the curriculum offer and curriculum changes, and (ii) the analysis of market needs and the adjustment of the curriculum and its delivery to anticipate and respond to the needs of students and employers. (Intent)

2.2 To advise the Corporation on the appropriateness and effectiveness of the College's Quality Assurance systems for monitoring and enhancing academic performance, student experience, and teaching learning and assessment. (Impact/Implementation)

Standing Orders

- 2.3 To advise the Corporation on the setting of challenging targets to enhance standards and agreeing key performance indicators, including those relating to recruitment, retention, achievement, progression and destinations, student outcomes and performance, distance travelled, teaching and learning.
- 2.4 To ensure that appropriate and effective systems are in place (i) to identify outstanding areas of enhancement and good practice (from inside and outside the institution) and (ii) to disseminate these as appropriate throughout the College.
- 2.5 To identify any institutional-level quality matters and be assured that appropriate action is taken in response to identified issues or concerns where a significant risk to quality and standards is identified.
- 2.6 To carry out an annual assessment of the effectiveness of the Committee and advise the Corporation accordingly.
- 2.7 To consider and advise the organisational approach to fair access and equal opportunities on educational programmes in its broadest sense for all students embedding accepted principles of equality, diversity and inclusion and scrutinising the performance of different groups of learners to ensure equality of outcomes for all groups.
- 2.8 To recommend to the Corporation the annual HE Annual Report and FE Self Assessment Report.

Consider reports from external examiners and verifiers and professional statutory regulatory bodies.

HE reports, including research are received via HEAB which monitors HE quality.

Standing Orders

Appeals Committee

Terms of Reference

1. Membership

- 1.1 The Committee will be appointed by the Corporation, or in case of urgency by the Chair, and will comprise at least 3 members of the Corporation
- 1.2 The Chair of the Corporation, the Vice Chair of the Corporation, the Principal, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impractical to avoid. No person may sit on the Committee unless they are a member of the Corporation.
- 1.3 The Chair of the Committee will be selected by the Committee
- 1.4 The quorum for meetings of the Committee will be 3
- 1.5 The Committee will convene a meeting as soon as practicable after a reference to it and, in any event, within 10 working days
- 1.6 The Clerk to the Corporation will act as Clerk to the Committee

2. Terms of Reference

Delegated

- 2.1 To hear appeals against dismissal or summary dismissal by the Principal or designated nominee
- 2.2 To consider an appeal by a senior post holder against a decision made under the formal procedure of the Corporation's Grievance Procedure for Senior Post Holders regarding a grievance or complaint and decide upon the outcome of the appeal.
- 2.3 To consider an appeal by a senior post holder against any oral warning, written warning or final written warning made under the formal procedure of the Corporation's Disciplinary Procedure for Senior Post Holders and decide the outcome of the appeal

Standing Orders

Special Committee

Terms of Reference

1. Membership

- 1.1 The Committee will comprise 3 members of the Corporation
- 1.2 The Chair of the Corporation, the Vice Chair of the Corporation, the Principal, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impractical to avoid. No person may sit on the Committee unless they are a member of the Corporation.
- 1.3 The Chair of the Committee will be selected by members of the Committee
- 1.4 The quorum for meetings of the Committee will be 3
- 1.5 The Committee will convene a meeting as soon as practicable after a reference to it and, in any event, within 7 working days
- 1.6 The Clerk to the Corporation will act as Clerk to the Committee

2. Terms of Reference

Delegated

- 2.1 To examine the case for the dismissal of a senior post holder referred to the Committee by the Chair of the Corporation, the Vice Chair of the Corporation, or a majority of the members of the Corporation.
- 2.2 To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend.
- 2.3 After hearing or reading any such representations, to prepare a written report for consideration by the Corporation, a copy of which will be sent to the person to whom it relates. Such written report will be prepared within two months of the mandate on which the Special Committee was convened. Where it is impracticable for the committee to prepare its report during that period it will, during that period, prepare an interim report a copy of which will be sent to the person to whom it relates and which will contain a timetable for the preparation of the full report.

Askham Bryan College Corporation

Procedure for the review of confidential material

1. Introduction

The Corporation strives to be as open and transparent as possible in the conduct of its business in accordance with principles of Nolan. The Instrument of Government (clause 17) requires all papers to be open for public inspection unless an item:

- relates to a named member of staff or prospective member of staff
- relates to a named student or candidate for admission to the college
- relates to the Clerk
- relates to any matter, by reason of its concerns Corporation is satisfied should be treated confidentially, which might include sensitive commercial transactions and negotiating positions.

The Instrument of Government (Clause 17) also requires the Corporation to regularly review all material excluded from public inspection and make such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, and where it considers that the public interest in disclosure outweighs that reason.

2. Procedure

- 2.1 In submitting documents for consideration by the Corporation the Clerk, with the Chair and the report's author, decide whether to use the confidential marker - they should be able to justify the decision.
- 2.2 An item relating to a named student or member of staff is not automatically a confidential matter, only matters which could cause harm or embarrassment are required to be treated confidentially.
- 2.3 Material which may be required to be treated as confidential include:
 - information provided in confidence by a third party who has not authorised its disclosure
 - financial or other information relating to procurement decisions during the course of those negotiations
 - information relating to employee relations during the course of negotiations
 - information relating to the financial position of the college where the Corporation is satisfied in good faith that disclosure may harm the college
 - legal advice received from, or instruction given by the College's legal advisors
 - information planned in advance for publication
 - information not otherwise covered above, but considered to be commercially sensitive
- 2.4 A standing item on every Corporation / Committee agenda allows Governors to consider whether the minutes / documents relating to each agenda item should be classified as confidential.
- 2.5 Minutes and reports classified as confidential will be reviewed by the Chair of the Corporation, the Chief Executive and the Clerk, the results of which will be reported to the Corporation.