



Date of last review: **July 2023**

Date of next review: **July 2024**

Lead person: **Governance Professional**

ACTIVATE LEARNING CORPORATION

FRAMEWORK FOR GOVERNANCE

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1 INTRODUCTION

The Board has agreed that the structure for governance of Activate Learning Group will be based on a policy-driven structure.

The purpose of the handbook for governors is to set out what the Board, led by the Chair, will achieve through governance.

The handbook details the policy limitations or conditions, expectations and behaviours of the Executive and Governors.

2 AIM

The aim is for the Board to focus on ends, and the Executive to determine the means. However, within the framework, governors set their expectations on what limits they wish the Executive Team to have when acting on behalf of the Board.

3 RESPONSIBILITIES

3.1 THE GOVERNING BOARD WILL (THE ENDS):

- 3.1.1 Determine, approve, and monitor the current long term Strategic Plan, including the vision, mission, values, educational character of the business and priorities for key milestones and timelines.
- 3.1.2 Agree the annual governance business plan and budget.
- 3.1.3 Approve any material adjustments to the assets of the organisation, including land and buildings and capital expenditure, defined as follows:
 - Contracts or purchases over £200k in value must be approved by the Chair of the Corporation.
 - Deeds which require the Corporation seal – all applications of the Corporation seal are approved (retrospectively if necessary) by the Corporation Board.
- 3.1.4 Approving the process and plans for engagement with local stakeholders in relation to the Local Skills Improvement Plans (LSIPs).
- 3.1.5 Approve key priorities, including having regard to the needs of the range of stakeholders, and community interests.
- 3.1.6 Determine, agree and monitor strategic key performance objectives (KPOs) and related key performance indicators (KPIs)
- 3.1.7 Approve any joint venture company agreements and other formal partnership agreements.
- 3.1.8 Evaluate and approve the performance appraisals for the Designated Senior Post Holders (DSPHs).
- 3.1.9 Approve the Policy Framework for the Group, which will identify:
 - i. The organisation's policies which will be the responsibility of the Board.
 - ii. Policies delegated to the Committees for oversight and scrutiny.
 - iii. Policies being the delegated responsibility of the CEO.

Note: The Policy Framework in this context refers to the wide range of policies that form part of the statutory and operational responsibility of the individual and collective organisations that form part of Activate Learning.

4 EXECUTIVE LIMITATIONS

4.1 EXECUTIVE CONSTRAINTS

4.1.1 The CEO (as the Accounting Officer) is responsible and accountable to the Board. The Board will, within its best endeavours, ensure that the CEO does not cause or allow any practice, activity, decision, or organisational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practice, in line with the appropriate codes of good governance.

4.2 FINANCIAL CONDITIONS ON ACTIVITIES (FINANCIAL REGULATIONS)

4.2.1 The CEO will, regarding financial policies and practice, ensure that:

- i. Financial regulations and policies are kept up to date in line with relevant codes of practice.
- ii. All staff are made aware of their individual responsibility and accountability for knowing and understanding their role and requirements.
- iii. All staff work within these defined requirements.

4.2.2 The CEO will ensure regular monitoring and reviewing of compliance to the approved group Financial Regulations at least annually, and work with the external and internal audit and quality review teams to provide:

- i. Scrutiny
- ii. Monitoring
- iii. Reporting

in accordance with the Board's policy framework.

4.3 BUSINESS PLANNING AND FINANCIAL BUDGETING

4.3.1 The CEO will not cause or allow business planning and budgeting for any financial year to deviate materially from the Board's agreed priorities and financial plan, without going back to the Board for agreement.

4.4 ASSET PROTECTION

4.4.1 The CEO will not take unreasonable risks or allow assets to be unprotected or inadequately maintained.

4.4.2 The CEO will ensure:

- i. Estates, facilities, and equipment to be on an inventory, adequately insured, or otherwise able to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
- ii. The organisation is not exposed to unnecessary exposure to liability or lack of insurance protection from claims of liability.
- iii. There is adequate security of premises and property, data, intellectual property, or files and they are protected from loss, theft, or significant damage.
- iv. There is no improper usage of staff, students', customers', and stakeholders' personal information.
- v. There is controlled purchasing, subject to the financial regulations.
- vi. No purchasing is subject to conflicts of interest listed in the governors' register of interests.
- vii. All disposals of assets are recorded on the appropriate register and brought to the Board for annual review.
- viii. There is due diligence on all contracts.
- ix. All reasonable steps are taken to ensure there is no damage to the Group's

public image and reputation.

5 BOARD/EXECUTIVE ACCOUNTABILITY AND RESPONSIBILITY

5.1 EXECUTIVE RESPONSIBILITY AND ACCOUNTABILITY

The CEO will:

5.1.1 Keep governors informed of their rights and responsibilities and provide:

- i. Reports
- ii. Data
- iii. Information

to enable the Board to undertake its role and responsibility for outcomes, achievement, and impact.

5.1.2 Provide governors with the necessary information to enable them to fulfil their duties which are subject to legislation, government policy and funding body requirements.

5.2 THE TREATMENT OF STUDENTS AND OTHER STAKEHOLDERS

The CEO will:

5.2.1 Ensure that effective systems and processes are in place to meet reasonable duties of care and be responsive to students and/or stakeholders' needs.

5.2.2 Operate an effective system for soliciting, considering, and responding to stakeholders' opinions without bias.

5.2.3 Ensure the curriculum and services portfolio are reviewed and refreshed regularly to meet the defined ends in the Strategic Plan and LSIPs.

5.3 THE TREATMENT OF STAFF

The CEO will:

5.3.1 Ensure appropriate systems and procedures are in place to meet duties of care in the treatment of the staff, in a clear, fair and safe manner.

5.3.2 Ensure inclusive best practice to protect staff health, wellbeing, and safety.

5.3.3 Operate policies that clarify rules and requirements of staff and that are applied consistently.

5.3.4 Apply legal compliance of the fair and thorough handling of staff complaints and grievances.

5.3.5 Ensure legal standards for documentation, security and retention of personnel records and related employment decisions are being held in a secure and appropriate manner.

5.3.6 Establish pay and benefits that are fair and equitable and comply with the law and take the necessary steps to ensure staff are informed of employment status, pay and conditions.

5.3.7 Provide data and information on both statutory and agreed best practice, about the recruitment, retention, and management of staff to the Board through the CEO's report.

5.3.8 Make reasonable and appropriate efforts to be accessible to all employees.

5.3.9 Ensure an effective annual performance management and appraisal system is carried out across the organisation.

5.4 COMMUNICATION WITH THE BOARD

The CEO will:

5.4.1 Ensure the Board is supported and well informed in its work.

5.4.2 Apply for the Board's consent on all decisions delegated to the CEO which are required

by law, regulation or contract to be approved by the Board.

5.4.3 Submit all monitoring data and information in a timely, accurate and understandable manner.

5.4.4 Inform the Board of any:

- i. Group events
- ii. Public events
- iii. Internal or external activities
- iv. Trends
- v. Internal or external changes

which may have a material impact on the organisation or cause the Board to consider the implications of the event or trend.

5.4.5 Ensure the Board is informed about staff treatment, related trends, the staff framework, and staff morale through the regular CEO reports to the Board.

5.4.6 Not withhold their opinion if they believe the Board is not in compliance with its own policies on governance process and Board management delegation, particularly in the case of Board behaviour that is detrimental to the working relationship between the Board and the CEO.

5.5 THE TREATMENT OF GOVERNORS

The CEO will:

5.5.1 Deal with the Board in such a way that it that does not favour or provide privilege to certain Governors over each other except when:

- i. Fulfilling individual requests for information; or
- ii. Responding to officers' or committees' duty charged by the Board.

5.6 BOARD LOGISTICS AND OTHER SUPPORT

The CEO will:

5.6.1 Ensure the Board has sufficient staff administration to support governance activities and Board communication.

5.6.2 Enable the Board to have a Governance Professional and administrative support.

5.6.3 Ensure Governors have the necessary information and guidance to fulfil their roles effectively. This will include updates on the sector, access to a Governor Handbook and any policy documents agreed as part of the annual Policy Framework Review.

5.6.4 Provide adequate information and notice to Governors concerning Board actions, meetings, activities, and events that are part of their roles and responsibilities.

5.6.5 Provide training and development to meet governor's individual needs to fulfil their roles.

5.7 DEPUTY CEO

The CEO will:

5.7.1 Agree with the Board that the person delegated to deputise for the CEO is sufficiently familiar with the Board and the Group management. This will allow them to take responsibility should any emergency arise, and the CEO not be available to perform their duties.

5.8 RELATIONSHIP WITH FUNDERS AND SUPPLIERS

The CEO will:

5.8.1 Treat suppliers in a fair and consistent way, according to best practice in procurement

and contract law abiding by our Financial Regulations Policy.

5.8.2 Ensure the relationship management with the governmental funding officers is consistent with Group protocols and practice for fairness and consistency.

5.8.3 Ensure that any conflicts of interest from within the Corporation Board or Senior Executive Team are reported, discussed, and recorded in the declarations register held by Governance.

5.9 WORKING IN A GLOBAL CONTEXT

5.9.1 The CEO leads Activate Learning activities in the global context.

5.9.2 The framework for working internationally forms part of the Strategic Plan.

5.9.3 The requirement is for the CEO to establish and maintain links with partners and customers on a worldwide basis in accordance with the agreed ends.

5.9.4 Any new relationships are considered in the context of HM Treasury's 'Managing Public Money' guidance which limits transactions considered 'Novel, Contentious or Repercussive' and where necessary such agreement is sought from the Treasury.

5.10 GOVERNANCE STYLE

5.10.1 The Board has agreed to govern in a way that emphasises empowerment and clear accountability in the CEO.

5.10.2 The Governance Model is adapted and based upon the Policy driven principles.

The Governance Model will be reviewed annually by the Corporation for suitability within the organisation.

6 BOARD DUTIES AND RESPONSIBILITIES

6.1 THE ROLE OF THE BOARD

The Board will agree and approve:

6.1.1 The Strategic Plan, including the vision, mission, values, and character of the organisation.

6.1.2 The Quality reports, including Self-Assessment for Ofsted.

6.1.3 Key priorities, including meeting the needs of the range of stakeholders, and community interests. This must fall within the financial and educational funding allocations or be self-financing.

6.1.4 The strategic KPOs and KPIs and the framework for receiving the review of quality and performance and the KPOs/KPIs through the Balanced Scorecard.

6.1.5 An annual framework for business for the Board.

6.1.6 The recruitment, remuneration, monitoring and reviewing of performance of:

i. The CEO.

ii. Any other DSPH.

through the Corporation and the appropriate committees.

6.1.7 The delegation of responsibility to and holding accountable of the CEO.

6.1.8 An agreed set of SMART strategic objectives for those referenced in 6.1.7, linked directly to the overarching strategy and to the academic and financial year, so that all objectives are linked to achieving the strategy set by the Board and other organisational outcomes.

The Board will:

6.1.9 Assign responsibility in a way that honours the Board's commitment to empowerment and clear direction of roles.

- 6.1.10 Use appropriate channels to communicate with the CEO.
- 6.1.11 Regularly monitor operational performance in the areas of the outcomes.
- 6.1.12 Ensure any issues with the CEO or the Chair are raised with the Governance Professional (as a designated senior post holder).

6.2 EXECUTIVE DIRECTORS' ROLES

- 6.2.1 The CEO may wish to bring to meeting other staff members to speak to or take part in discussions of an agenda item.

6.3 BOARD MANAGEMENT RELATIONSHIP

The Governance Professional will ensure the Board has the following:

- 6.3.1 An agreed meetings and business schedule, with timelines.
- 6.3.2 Essential reporting documentation (e.g., quality reports, Balanced Scorecard) to inform board discussions and decisions.
- 6.3.3 Information relating to the impact of the agreed 'ends' targets and goals.

6.4 BOARD MEETINGS

- 6.4.1 The board meetings are intended to effectively carry out the work of the Board, defined by the Policy Framework.
- 6.4.2 The agenda for the meeting will be determined through discussion with the Chair and the CEO (supported by the Governance Professional).
- 6.4.3 All governors will demonstrate collective commitment to effective governance through the efficient use of valuable board meeting time.

6.5 GOVERNANCE EFFECTIVENESS AND EXPENSES

- 6.5.1 The Board will make sure that Governors' skills, board methods and support mechanisms are sufficiently robust to allow them to govern with excellence.
- 6.5.2 The Board will incur governance costs prudently, though not at the expense of endangering the development and maintenance of a highly developed and supported Board.
- 6.5.3 The Board, in partnership with the Governance Professional, will undertake the provision of training of all governors and for designated senior post holders. This will include Health and Safety, Child Protection, PREVENT and any other statutory or essential development.
- 6.5.4 The Board will ensure it meets the statutory target of an external review every three years by arranging outside monitoring assistance as necessary, so that the Board can exercise confident control over organisational performance and meet statutory guidelines.
- 6.5.5 The Board will use outreach mechanisms as needed to ensure its ability to listen to other viewpoints and values.
- 6.5.6 The Board will use professionally qualified, experienced administrative support to ensure compliance with requirements.
- 6.5.7 The Board will develop its annual budget in a timely way to not interfere with the development of the Group annual budget. In no case will the Board complete this work later than August.
- 6.5.8 Governors are entitled to claim expenses incurred as a direct result of their board duties in accordance with the Standing Orders and Financial Regulations.

6.6 ANNUAL PLAN OF BUSINESS

- 6.6.1 The Board will follow the annual Schedule of Business that focuses attention on meeting the needs of our stakeholder groups.

- 6.6.2 The Board's annual plan runs from September to August. The calendar of activity will include:
- i. Board meeting schedule.
 - ii. Policy monitoring schedule.
 - iii. Monitoring and evaluation documentation.

6.7 BOARD CODE OF CONDUCT AND BEHAVIOUR

- 6.7.1 Governors are encouraged to:
- i. Consider diverse viewpoints.
 - ii. Work in openness and transparency.
 - iii. Embrace diversity.
 - iv. Respect that everyone can be present as themselves.
- 6.7.2 Every governor agrees to the Seven Principles of Public Life, to obey all relevant laws and the Standing Orders.
- 6.7.3 Every governor, when joining the Board, commits to maintain group discipline, authority, and responsibility.
- 6.7.4 Every governor agrees to ensure they can clearly distinguish between the role of the Governor and that of the CEO.
- 6.7.5 Every governor is always responsible for acting in good faith, in a manner which they reasonably believe to be in the best interests of the organisation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
- 6.7.6 Governors must demonstrate loyalty to the collective agreement and decision-making following group discussions and agreement by most governors.
- 6.7.7 Governors must demonstrate loyalty to the interests of Activate Learning This accountability supersedes any conflicting loyalty, such as that to advocacy or interest groups, personal interest, or membership on other Boards.
- 6.7.8 Governors will agree that there will be no self-dealing or any conduct of private business or personal services between any Governor and Activate Learning Group, unless it is procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
- 6.7.9 When the Board is to decide on an issue about which a governor has an unavoidable conflict of interest, the matter should have regard to the other documents e.g., Standing Orders and legal documents such as the Instruments and Articles.
- 6.7.10 Governors agree to come to meetings prepared, having read the documentation, and to have asked any detailed questions of clarification beforehand.
- 6.7.11 If Governors are not able to be present at meetings, any pre questions and queries should be highlighted to the Governance Professional before the meeting, to inform the debate and not be allowed after the meeting to retrospectively influence the decisions. No proxy attendance is allowed.
- 6.7.12 Once a decision has been made, Governors will not undermine the decision through negative comment outside the Board.
- 6.7.13 Governors may not attempt to exercise individual authority over the Executive Team or the organisation.
- 6.7.14 When interacting with the staff, Governors must carefully and openly recognise their lack of executive or operational authority.
- 6.7.15 When interacting with the public, the press, or other entities, Governors must recognise the same limitation and the inability of any governor to speak for the Board, except to

repeat explicitly made Board decisions.

6.7.16 Governors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honour confidentiality after leaving Board service.

6.7.17 Governors will prepare for and attend as many board meetings and training sessions as possible. In the case of unavoidable absence, a governor will notify the Governance Professional in advance.

6.7.18 Governors will have access to our Board Portal which includes e-mail, news, and meeting invites, and will commit to responding within 48 working hours to those communications that require action, unless extenuating circumstances apply.

6.7.19 Governors will support the legitimacy and authority of the Board's decision on any matter, irrespective of the governor's personal position on the issue.

6.7.20 A governor who does not follow the code of conduct may be asked to resign from the Board as provided for in the Standing Orders.

6.7.21 The Instruments and Articles take precedence over the guidance in the handbook.

6.8 STAKEHOLDERS AND COMMUNITIES

Stakeholders

6.8.1 Activate Learning primary charitable beneficiaries are the students, who take priority.

6.8.2 This list of other stakeholders is indicative and not intended as exhaustive.

- i. Students and parents, local, regional, national, and international.
- ii. Staff, unions, and parent bodies.
- iii. Schools and universities including administrators, teachers, and governors.
- iv. Employers, employer representative bodies and professional business support groups.
- v. Charities, societies, and associations.
- vi. Advocate groups, collective entities, and media outlets.
- vii. Local authorities, councillors, and other public service agencies.
- viii. The Government, MPs, funding agencies, awarding bodies and banks.
- ix. International governments, agencies, and funders.

Community

6.8.3 The Board is mindful that to serve the wider community it has a duty and responsibility to represent the interests of, and communicate with, the people who have an active connection with any one or more of the services and operations offered by Activate Learning.

6.8.4 This duty and responsibility may be educational, social, or economic in nature.

7 APPENDICES

1. Instrument and Articles of Government
2. Standing Orders for the Conduct of Business
3. Terms of Reference – Audit and Risk Committee
4. Terms of Reference – Search and Governance Committee
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Date of last review: **September 2022**

Date of next review: **September 2024**

Lead person: **Governance Professional**

INSTRUMENT AND ARTICLES OF GOVERNMENT

INSTRUMENT OF GOVERNMENT

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1 INTERPRETATION OF THE TERMS USED IN THIS INSTRUMENT AND ARTICLES OF GOVERNMENT

Accounting Officer	Means the person within a public sector organisation who Parliament calls to account for stewardship of its resources.
Articles	Means these Articles of Government
Chair and Vice Chair	Means respectively the Chair and Vice Chair of the Corporation and Committees
Chief Executive	Means the Chief Executive of Activate Learning. Any reference to the Chief Executive shall include a person acting as Chief Executive
Co-Opted Governor	Means a voting Governor appointed by the Corporation for their skill or ability in supporting or oversighting the delivery of the college's Strategic Plan.
Corporation	Means any further education corporation to which this Instrument applies.
External Governors	Those Governors who are not the Chief Executive, staff, or Student Governors of the Corporation
Governance Professional	Means the Governance Professional and any reference to the Governance Professional includes a person acting as Governance Professional
Inclusivity	Means providing equal access to opportunities and resources to people who might otherwise be excluded or marginalised, such as those having physical or mental health disabilities or belonging to other minority groups.
Instrument	Means this Instrument of Government
Institution	Means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992
Meeting	Includes a meeting at which the Governors attending are present in more than one room, provided that by use of visual or tele-conferencing facilities it is possible for every person present at the meeting to communicate with each other
Necessary skills	Means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for Governors to have
Secretary of State	Means the Secretary of State for Business, Innovation and Skills
Designated senior post holders	Relates to appointment of the Chief Executive, Governance Professional and other senior posts holders as the Corporation may decide for the purposes of the Instrument and Articles
Staff matters	Means the remuneration, conditions of service, promotion, conduct, suspension, dismissal, or retirement of staff
Staff Governor and Student Governor	Have the meanings given to them in clause 2

The staff	Means all staff who have a contract of employment with the Corporation or its subsidiary companies
Government funding agency	Means any government agency or department from which the Corporation receives a funding allocation
Variable category	Meaning any category of Governors where numbers may vary
Written resolution	<p>A resolution in writing agreed by a simple majority of the Governors who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:</p> <ul style="list-style-type: none"> (a) a copy of the proposed resolution has been sent to every eligible Governor. (b) a simple majority of the Governors have signified agreement to the resolution; and (c) it is contained in a document authenticated by the Governance Professional which has been received at the address specified by the Corporation for the receipt of documents within the period of 28 days beginning with the circulation date. <p>A resolution in writing may comprise several copies (counterparts) to which one or more Governors have signified their agreement.</p> <p>A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.</p> <p>For the purposes of this clause, "circulation date" is the day on which copies of the written resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.</p>

2 COMPOSITION OF THE CORPORATION AND DETERMINATION OF MEMBERSHIP NUMBERS

2.1 The Corporation must consist of:

2.1.1 A minimum of five external Governors who appear to the Corporation to have the necessary skills and diversity to ensure that the Corporation carries out its functions and responsibilities.

2.1.2 The Chief Executive of the Corporation.

2.1.3 At least one Staff Governor who is a member of the Corporation's staff and has a contract of employment with the Corporation, and who has been nominated and elected by the staff of the Corporation.

2.1.4 At least one Student Governor who is enrolled as a student at the Corporation and has been nominated and elected by their fellow students, or if the Corporation so decides, by the recognised body representing such students.

The Board can appoint:

2.1.5 A number of Co-Opted Governors who have been selected and interviewed by the Governors in support of specific skills and abilities needed on the Board, this number not to exceed one third of the total corporation.

2.2 The number of Governors of the Corporation Board and its Committees shall be decided by the Corporation.

- 2.3 The Corporation, as the appointing authority, will decide whether a person is eligible for nomination, election, and appointment as a Governor of the Corporation under clauses 3.3 and 4.

3 APPOINTMENT OF GOVERNORS OF THE CORPORATION

- 3.1 Subject to paragraph 3.2 the Corporation is the appointing authority in relation to the appointment of its Governors.
- 3.2 If the number of Governors falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those Governors needed for a quorum.
- 3.3 The appointing authority may decline to appoint a person as staff or student Governor if:
- 3.3.1 it is satisfied that the person has been removed from office as a Governor of a further education corporation in the previous ten years; or
- 3.3.2 the appointment of the person would contravene any rule or byelaw made under the Articles of Government concerning the number of terms of office which a person may serve; or
- 3.3.3 the person is ineligible to be a Governor of the Corporation because of clause 4.
- 3.4 Where the office of any Governor becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new Governor to fill the vacancy.

4 PERSONS WHO ARE INELIGIBLE TO BE GOVERNORS

- 4.1 The Corporation will decide whether a person is eligible for nomination, election, and appointment as a Governor of the Corporation.
- 4.2 No-one under the age of 18 years may be a Governor, except as a Student Governor.
- 4.3 The Governance Professional may not be a Governor.
- 4.4 A person who is a member of staff of the Corporation may not be, or continue as, a Governor, except as a Staff Governor or in the capacity of Chief Executive of the Corporation. Considerations can be made via a declaration of interest for a Student Governor undertaking any part-time role in the college group.
- 4.5 Subject to paragraphs 4.6 and 4.7, a person shall be disqualified from holding, or from continuing to hold, office as a Governor, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- 4.6 Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restriction undertaking, that disqualification shall cease:
- 4.6.1 on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
- 4.6.2 if the bankruptcy order is annulled, at the date of that annulment; or
- 4.6.3 if the bankruptcy restrictions order is rescinded because of an application under section 375 of the Insolvency Act 1986, on the date so ordered by the court; or
- 4.6.4 if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
- 4.6.5 if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- 4.7 Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in

any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.

- 4.8 Subject to paragraph 4.9, a person shall be disqualified from holding, or from continuing to hold, office as a Governor if:
- 4.8.1 within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - 4.8.2 within the previous twenty years that person has been convicted as set out in sub-paragraph 4.8.1 and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - 4.8.3 that person has been deemed ineligible by the Disclosure and Barring Service (DBS); or
 - 4.8.4 that person has at any time been convicted as set out in sub-paragraph 4.8.1 and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- 4.9 Subject to paragraph 4.10, a person shall be disqualified from holding, or from continuing to hold, office as a Governor if that person is disqualified from holding the office of trustee of a charity under the Charities (Protection and Social Investment) Act 2016.
- 4.10 To this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- 4.11 Upon a Governor of the Corporation becoming disqualified from continuing to hold office under paragraphs 4.5 or 4.8, the Governor shall immediately give notice of that fact to the Governance Professional.

5 TERMINATION OF MEMBERSHIP

- 5.1 A Governor may resign from office at any time by giving notice in writing to the Governance Professional.
- 5.2 If at any time the Corporation is satisfied that it would be in the best interest of the Corporation for a Governor's appointment to the Corporation to be terminated or that any Governor:
- 5.2.1 is unfit or unable to discharge the functions of a member; or
 - 5.2.2 has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
 - 5.2.3 is not able to attend in person, the major scheduled meetings of the year,
 - 5.2.4 has not attended and completed mandatory training and annual planning.
- the Corporation may, by notice in writing to that Governor, remove the Governor from office and the office shall then be vacant.
- 5.3 Any person who is a Governor of the Corporation by virtue of being a member of the staff at the institution, including the Chief Executive, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- 5.4 A Student Governor shall cease to hold office:
- 5.4.1 at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - 5.4.2 if expelled from the institution.

The office shall then be vacant.

6 PROCEDURES AND CONDUCT OF THE CORPORATION

- 6.1 Every Governor shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.
- 6.2 A Governor shall disclose to the Corporation the nature and extent of any interest: and
 - 6.2.1 if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter relating to the Corporation is to be considered shall not take part in the consideration or vote on any question with respect to that item and not be counted in the quorum present at the meeting in relation to a resolution on which that Governor is not entitled to vote and;
 - 6.2.2 withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter relating to the Corporation is to be considered, where required to do so by a majority of the Governors of the Corporation or committee present at the meeting.
- 6.3 This clause should not prevent the Governors considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- 6.4 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff in a particular class, a Staff Governor:
 - 6.4.1 need not disclose a financial interest; and
 - 6.4.2 may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the Staff Governor acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - 6.4.3 shall withdraw from the meeting if the matter is under negotiation with staff and the Staff Governor is representing any of the staff concerned in those negotiations.
- 6.5 The Governance Professional shall retain a register of the interests of the Governors which have been disclosed and the register shall be made available during normal office hours at the Corporation to any person wishing to inspect it.
- 6.6 Notice of meetings, agendas, written resolutions, and other communications to Governors can be sent in writing or by electronic means.
- 6.7 The Corporation will approve Codes of Conduct for the Corporation.

7 APPOINTMENT OF THE CHIEF EXECUTIVE

- 7.1 The Corporation shall appoint a person to serve as the Chief Executive of the Corporation.

8 APPOINTMENT OF THE GOVERNANCE PROFESSIONAL

- 8.1 The Corporation shall appoint a person to serve as its Governance Professional.
- 8.2 In the temporary absence of the Governance Professional, the Corporation shall appoint a person to serve as a temporary Governance Professional.
- 8.3 The Chief Executive may not be appointed as Governance Professional or temporary Governance Professional.
- 8.4 Subject to Corporation rules relating to proceedings of meetings, the Governance Professional shall be entitled to attend all meetings of the Corporation and any of its committees.
- 8.5 The Governance Professional may also be a member of staff of the Corporation.

9 COPIES OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT

- 9.1 A copy of this Instrument and the Articles of Government shall be given free of charge to

every Governor of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy and shall be available for inspection at the Corporation upon request, during normal office hours, to every member of staff and every student.

10 CHANGE OF NAME OF THE CORPORATION

10.1 The Corporation may change its name with the approval of the Secretary of State.

11 APPLICATION OF THE CORPORATION SEAL

11.1 The application of the seal of the Corporation shall be authenticated by:

11.1.1 the signature of the Chair (or another Governor of the Corporation except for the staff and student governors); and

11.1.2 the signature of any other Governor (except for the staff and student governors).

ARTICLES OF GOVERNMENT

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1 THE RESPONSIBILITIES OF THE CORPORATION

The Corporation shall be responsible for the following functions:

- 1.1 the determination and periodic review of the educational character and mission of the Corporation and the oversight of its activities.
- 1.2 the organisation, direction, leadership and management of the Corporation.
- 1.3 setting a framework for the pay and conditions of service, and the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service, for the Governance Professional, where the Governance Professional is also a member of the staff.
- 1.4 publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the Corporation and the oversight of its activities.
- 1.5 the review and approval of the Corporation's overarching Quality Strategy and Strategic Plan.
- 1.6 the effective and efficient use of resources, the solvency of the Corporation and safeguarding its assets.
- 1.7 approving annual financial plan.
- 1.8 the appointment, appraisal, objective overview, suspension, dismissal and determination of the pay and conditions of service of the designated senior post holders.
- 1.9 approving the annual financial statements.

2 THE RESPONSIBILITIES OF THE CHIEF EXECUTIVE

Subject to the responsibilities of the Corporation, the Chief Executive of the Corporation shall be responsible for the following functions:

- 2.1 making proposals to the Corporation about the educational character and strategy of the Corporation and implementing the decisions of the Corporation.
- 2.2 the determination of the Corporation's activities.
- 2.3 preparing annual financial plan for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- 2.4 the organisation, direction, leadership and management of the staff.
- 2.5 maintaining positive student behaviour, making, and applying rules concerning the conduct of students including suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- 2.6 setting a framework for the pay and conditions of service, and the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service, of staff other than the holders of Designated senior posts.
- 2.7 acting as the senior responsible lead for all statutory functions (Safeguarding, Health & Safety, Data Protection)
- 2.8 ensuring compliance with employment law and fostering a culture of equality, diversity, and inclusivity.

3 THE RESPONSIBILITIES OF THE GOVERNANCE PROFESSIONAL

The Governance Professional shall be responsible for:

- 3.1 providing advisory strategic and administrative support to the Corporation.
- 3.2 ensuring proper and effective conduct of Corporation business.
- 3.3 independently advising Governors of the Corporation Board on the proper exercise of their powers within the statutory instruments issued under the Further and Higher Education Act 1992
- 3.4 monitoring, advising and supporting compliance within the Governance Code adopted by the Corporation.

- 3.5 providing unbiased and impartial advice to all parties.
- 3.6 leading effective and individual induction, support, and training plans for all Governors throughout their tenure of office
- 3.7 monitoring the annual governance plan.

4 CORPORATION'S DELEGABLE AND NON-DELEGABLE FUNCTIONS

- 4.1 The Corporation shall not delegate the following functions:
 - 4.1.1 the determination of the educational character and strategy of the Corporation.
 - 4.1.2 the approval of the Corporation's overarching Quality Strategy and Strategic Plan.
 - 4.1.3 the approval of the annual financial plan.
 - 4.1.4 the approval of the annual financial statements
 - 4.1.5 the approval of annual statutory reports (Safeguarding, Health & Safety, Data Protection)
 - 4.1.6 the responsibility for ensuring the solvency of the Corporation and for safeguarding their assets.
 - 4.1.7 the recruitment, appointment and oversight of performance of the Chief Executive or holder of a Designated senior post.
 - 4.1.8 the recruitment, appointment and oversight of performance of the Governance Professional.
 - 4.1.9 the modification or revocation of the Instrument and Articles of Government.
- 4.2 The Corporation may not delegate:
 - 4.2.1 the consideration of the case for dismissal; and
 - 4.2.2 the power to determine an appeal in connection with the dismissal, of the Chief Executive, the Governance Professional or the holder of a senior post, other than to a committee of external Governors of the Corporation.
- 4.3 The Corporation shall make rules specifying the way in which a committee having functions under clause 4.2 shall be established and conducted.

5 CHIEF EXECUTIVE'S DELEGABLE AND NON-DELEGABLE FUNCTIONS

The Chief Executive may delegate functions, other than the management of budget and resources and any other functions that have been delegated specifically to the Chief Executive by the Corporation.

6 COMMITTEES

- 6.1 The Corporation may establish committees for any purpose or function, other than those assigned in these Articles. Any committee established by the Corporation, other than the committee referred to in Article 4.3 may include persons who are not Governors of the Corporation.
- 6.2 The Corporation shall establish an "Audit and Risk Committee", which shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts and shall operate in accordance with any requirements of the Chief Executive of Skills Funding, to advise on matters relating to the Corporation's audit arrangements and systems of internal control.

7 APPOINTMENT, PROMOTION AND CONDUCT OF STAFF AND STUDENTS

- 7.1 The Corporation will appoint the Chief Executive and designated senior post holders, including the Governance Professional, and shall determine the arrangements for the advertisement, selection, and appointment of a successor of any of these posts.
- 7.2 The Chief Executive shall have responsibility for selecting for appointment all members of staff other than designated senior post holders.

- 7.3 The Corporation shall review and approve 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), which shall have been developed in consultation with representatives of the students.

8 CO-OPERATION WITH GOVERNMENT AGENCIES

- 8.1 The Corporation shall co-operate with any person authorised by the government agencies to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

9 INTERNAL AUDIT

- 9.1 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.

10 ACCOUNTS AND AUDIT OF ACCOUNTS

- 10.1 The Corporation shall:

- 10.1.1 keep proper accounts and proper records in relation to the accounts; and
- 10.1.2 prepare a statement of accounts for each financial year of the Corporation.

- 10.2 The statement shall:

- 10.2.1 give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- 10.2.2 comply with any directions given by government funding agencies as to the information to be contained in it, the way the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

- 10.3 The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

- 10.4 Auditors shall be appointed, and audit work conducted in accordance with any requirements of government funding agencies.

- 10.5 The "financial year" means the first financial year and, except as provided for in paragraph 10.7, each successive period of twelve months.

- 10.6 The "first financial year" means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the government funding agency's approval.

- 10.7 If the Corporation is dissolved:

- 10.7.1 the last financial year shall end on the date of dissolution; and
- 10.7.2 the Corporation may decide, with the government funding agency's approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

11 COPIES OF ARTICLES OF GOVERNMENT, RULES AND BYE-LAWS

- 11.1 The Corporation shall have the power to make rules and byelaws relating to the government and conduct of the Corporation and these rules and byelaws shall be subject to the provisions of the Instrument and Articles of Government.

- 11.2 A copy of these Articles, and of any rules and byelaws, shall be given free of charge to every Governor of the Corporation and at a charge not exceeding the cost of copying to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

12 MODIFICATION OR REPLACEMENT OF THE INSTRUMENT AND ARTICLES OF

GOVERNMENT

- 12.1 Subject to paragraph 12.2 the Corporation may, by resolution of the Governors, 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.
- 12.2 The Corporation shall not make changes to the Instrument or Articles of Government that would result in the body ceasing to be a charity.

13 DISSOLUTION OF THE CORPORATION

- 13.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights, and liabilities.
- 13.2 The Corporation shall ensure that a copy of the draft resolution to dissolve the Corporation on a specified date shall be published at least one month before the proposed date of such resolution.



Date of last review: **July 2023**

Date of next review: **July 2024**

Lead person: **Governance Professional**

STANDING ORDERS FOR THE CONDUCT OF BUSINESS

INTERPRETATION

In these Standing Orders:

'Chair' means the Chair of the Corporation or of a Committee of the Corporation or of a meeting of the Corporation or a Committee as the context requires.

'Chief Executive' means the Chief Executive of the Corporation.

'Corporation' means any further education corporation to which the Instrument applies.

'Committee' means a committee of the Corporation.

'Co-opted Governor' means an external Governor co-opted by the Corporation to the Corporation or one of its committees, who has voting powers.

'External Governor' means a Governor appointed to the Corporation who is not a member of staff of the Institution or a student of the Institution.

'Governor' means a member of the Corporation.

'Institution' means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992.

'Staff Governor' means members of teaching and support staff who have a contract of employment with the Institution and who have been nominated and elected by the teaching and business support staff within the Institution.

'Student Governor' means the Governor/s nominated by the Students' Union or through a process involving student election or sabbatical by the Institution.

'Written notice' includes sending agendas and other communications to Governors by electronic means.

All references above shall include the plural and vice versa (unless the context otherwise requires).

The ruling of the Chair of the Corporation or a Committee of the Corporation as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Corporation or a Committee, nor be open to discussion.

The amendment of Standing Orders is by resolution of the Corporation. Application and interpretation of these Standing Orders is subject to the Instrument and Articles of Government and to relevant statutory provisions.

1 INTRODUCTION AND GENERAL DUTIES

- 1.1 These Standing Orders ('Orders') supplement the provisions of the Further and Higher Education Act 1992 ('Act'), as amended by the Education Act 2011, and the Instrument and Articles of Government of the Corporation ('the Instrument and Articles'). In the event of any conflict between these Orders and either or both Act and the Instrument and Articles, the Act and the Articles shall prevail.
- 1.2 These Standing Orders will be reviewed by the Corporation at least biennially.
- 1.3 Every Governor of the Corporation and of its committees shall be bound by these Orders and shall be expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report 'Standards in Public Life'. In summary, these are:
 - Selflessness • Openness • Accountability • Objectivity
 - Integrity • Honesty • Leadership
- 1.4 All Governors will be required to comply with the Code of Conduct approved by the Corporation under clause 6 of the Instrument of Government.

2 MEETINGS OF THE CORPORATION

- 2.1 Ordinary meetings of the Corporation shall be held at least once in each academic term, and at such other times as the Corporation may determine from time to time. The Corporation will normally hold six ordinary meetings in each academic year.
- 2.2 All meetings shall be summoned by the Governance Professional, who shall send to the Governors notice of the meeting and a copy of the agenda at least seven clear days in advance of the meeting.
- 2.3 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five Governors. Where the Chair, or in their absence the Vice-Chair, so directs, on the grounds that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than seven days, as they specify.

If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal, or retirement of the Governance Professional, 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.
- 2.4 Only the business on the agenda will be discussed at Corporation meetings, except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair two days in advance of the meeting and the Chair's approval obtained before such items are raised.
- 2.5 The Governance Professional will normally attend all meetings of the Corporation. In the event of the notified absence of the Governance Professional, the Corporation shall appoint a person to serve as a temporary Governance Professional.
- 2.6 The Chief Executive or Chair shall be authorised to invite visitors (which may include members of staff) to attend meetings of the Corporation for the purpose of providing advice and guidance on appropriate matters.
- 2.7 Any question relating to attendance at Corporation and/or Committee meetings by members of the public, members of staff and representatives of other interest groups and the Press shall be determined by the Governance Professional in accordance with the Corporation's policy relating to such attendances.

3 CHAIR AND VICE-CHAIR

- 3.1 The Corporation shall ensure that a Chair and Vice-Chair are appointed from among their number.
- 3.2 At the meeting at which the appointment of the Chair is before the Corporation, the chair shall be taken for this item by the Governance Professional or, in their absence, by a Governor (other than the Chief Executive or the staff or student members) chosen by the Governors present at the

meeting.

- 3.3 Any Governor who is the Chief Executive, a Staff Governor or a Student Governor shall not be eligible to be appointed as Chair or Vice-Chair.
- 3.4 The Chair and Vice-Chair will normally be appointed following a show of hands or digital vote of Governors present and voting at the meeting. However, if demanded by any one Governor, the Chair and/or Vice-Chair shall be elected by secret ballot.
- 3.5 In this event, the Governance Professional will write to all Governors inviting them to put their names forward if they are willing to be appointed to the position of Chair or Vice-Chair (or either) and/or to nominate other governors for these appointments. Any governor wishing to nominate another governor must first ascertain that the prospective nominee is willing to be appointed.
- 3.6 The Governance Professional will advise all governors of the names of candidates for election as Chair. A closing date for voting will be given and responses received after that date will not be counted. The ballot will only be valid if the number of votes cast equals or exceeds the quorum for meetings of the Board as required by paragraph 5. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.
- 3.7 The Governance Professional will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the current Chair shall be counted twice (as a casting vote) provided that person is not a candidate in the election. If the Chair is a candidate in the election or did not submit a vote, the Governance Professional shall organise a re-election using the same procedure. When the Chair has been elected, the Governance Professional will prepare and distribute a second ballot paper containing the names of candidates for election as Vice-Chair which will follow the same procedure adopted as for the ballot for the Chair.
- 3.8 In the event of the Chair becoming vacant during the academic year, the Vice-Chair shall assume the Chair whilst the election procedure for the Chair is undertaken as described above. However, should the Vice-Chair be a candidate for election as Chair, a governor who does not intend to stand for election shall be selected by the Board to act as Chair until the appointment of the new Chair only.
- 3.9 If the Vice-Chair is subsequently appointed as Chair, the Governance Professional shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs above.
- 3.10 At the earliest opportunity, the Board will appoint as Chair and Vice-Chair the persons elected by the governors. The governors elected shall be absent from the meeting whilst the Board conducts this item of business.
- 3.11 The Chair and Vice-Chair shall hold office from the date of their appointment for a term of office of three years, with normally a maximum of two terms.
- 3.12 If both the Chair and Vice-Chair are absent from any meeting of the Corporation, the Governors present shall choose one of their number to act as Chair for that meeting, provided that the Governor chosen shall not be the Chief Executive or a staff or student governor.
- 3.13 The Chair and Vice-Chair may at any time by notice in writing to the Governance Professional resign their respective offices.
- 3.14 If the Corporation is satisfied that either the Chair or Vice-Chair are unfit or unable to carry out the functions of office (or that it would be in the best interests of the Corporation for either or both of them to leave office), it may give written notice removing the Chair and/or Vice-Chair, as the case may be and the office(s) shall then be vacant.
- 3.15 Before the expiry of the term of office of the Chair or the Vice-Chair or following the resignation of the Chair or Vice-Chair, the Governors shall appoint a new Chair or Vice-Chair from amongst their number.
- 3.16 Chairs and Vice-Chairs retiring at the end of three years' respective terms of office shall be eligible for reappointment for a further term.

4 MEMBERSHIP, TERM OF OFFICE AND TERMINATION

- 4.1 The Corporation shall consist of:
 - 4.1.1 A minimum of 5 external Governors.
 - 4.1.2 At least 1 staff governor nominated by the staff.
 - 4.1.3 At least 1 student governor nominated and elected by fellow students or by a recognised association.
 - 4.1.4 the Chief Executive of the Corporation.
- 4.2 The term of office for all external nominated Governors shall be four years; that for nominated staff governors shall be two years.
- 4.3 The term of office of the student governor(s) shall be one year.
- 4.4 Governors retiring at the end of their term of office shall be eligible for reappointment for normally one further period of membership (or two further periods if such skills shortage is apparent).
- 4.5 Governors can be granted a sabbatical for up to 12 months due to work commitments or ill health. In this case, Governors retain their position but are granted a leave of absence for a set period from all responsibilities. This, together with their re-instatement, is determined and recommended for approval to the Corporation by the Search and Governance Committee.
- 4.6 The Corporation retains the right to suspend a Governor if they are facing criminal charges or have undertaken activity which is deemed by the majority of the Corporation to have contravened the Code of Conduct.
- 4.7 Should the following occur:
 - 4.7.1 a staff governor is suspended as a member of staff; or
 - 4.7.2 a student governor is suspended from the Institution as a student.

the Chief Executive should immediately advise the Chair and the Governance Professional. In this eventuality, the Corporation may suspend a staff or student governor for the duration of the suspension.
- 4.8 A Governor may resign from office at any time by giving notice in writing to the Governance Professional.
- 4.9 If at any time the Corporation is satisfied that it would be in the best interest of the Corporation for a Governor's appointment to the Corporation to be terminated or that any Governor:
 - 4.9.1 is unfit or unable to discharge the functions of a Governor.
 - 4.9.2 has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
 - 4.9.3 has become incapable by reason of mental disorder, illness, or injury of managing or administering their own affairs; or
 - 4.9.4 has become ineligible to serve as a Governor by reason of bankruptcy, criminal conviction or otherwise as provided in the Instrument and Articles of Government,

the Corporation may by notice in writing to that Governor remove the Governor from office and the office shall then be vacant.
- 4.10 Any person who is a Governor by virtue of being a member of the staff at the institution, including the Chief Executive, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- 4.11 A student governor shall cease to hold office:
 - 4.11.1 at the end of the student's final academic year, or at such other time in the year after ceasing

to be a student as the Corporation may decide; or
4.11.2 if expelled from the institution, and
the office shall then be vacant.

5 QUORUM

- 5.1 Meetings of the Corporation shall be quorate if 40% or more of the Governors are present. Governors can be deemed present if they attend in person or by video conference. In the case of Committees of the Corporation, the quorum shall be determined in accordance with the Terms of Reference of the Committee.
- 5.2 Meetings of the Corporation or its Committees may be held either in person or via video conferencing.
- 5.3 Governors shall be able to participate in physical meetings by video conference provided that:
 - 5.3.1 they have agreed this arrangement with the Governance Professional at least 48 hours before the meeting; and,
 - 5.3.2 they have access to the appropriate equipment.If after all reasonable efforts, it does not prove possible for the person to participate by video conference the meeting may still proceed with its business provided it is otherwise quorate.
- 5.4 Meetings of the Corporation or of its committees cannot be held in the absence of a quorum. If in the course of a meeting of the Corporation or one of its Committees, the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 5.5 If, for lack of a quorum a meeting cannot be held or cannot continue, the Chair shall, if they think fit, cause a special meeting to be summoned as soon as conveniently may be.

6 PROCEEDINGS OF MEETINGS

- 6.1 Every resolution to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chair shall have a second or casting vote. A Governor may not vote by way of proxy vote.
- 6.2 A resolution in writing agreed by a simple majority of the Governors who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:
 - 6.2.1 a copy of the proposed resolution has been sent to every eligible Governor.
 - 6.2.2 a simple majority of the Governors have signified agreement to the resolution; and
 - 6.2.3 it is contained in a document authenticated by the Governance Professional which has been received at the address specified by the Corporation for the receipt of documents within the period of 28 days beginning with the circulation date.
- 6.3 A resolution in writing may comprise several copies to which one or more Governors have signified their agreement.
- 6.4 A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.
- 6.5 For the purposes of this clause “circulation date” is the day on which copies of the written resolution are sent or submitted to Governors or, if copies are sent or submitted on different days, to the first of those days.
- 6.6 No resolution of the Governors present 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.
- 6.7 Except for establishing and agreeing the rules and procedures for grievance and disciplinary procedures and policies, a Governor or an officer of the Corporation in attendance who is a member of the staff of the institution shall withdraw:
 - 6.7.1 from that part of any meeting of the Corporation at which their remuneration, conditions of

service, promotion, conduct, suspension, dismissal, or retirement are to be considered.

- 6.7.2 from that part of any meeting of the Corporation at which the appointment of their successor is to be considered; or
 - 6.7.3 if so, required by a resolution of the other Governors present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to their own are to be considered.
- 6.8 The Governance Professional shall withdraw from that part of any meeting of the Corporation or any committee of the Corporation at which their remuneration, conditions of service, conduct, suspension, dismissal, or retirement in their capacity as Governance Professional are to be considered.
- 6.9 If the Governance Professional withdraws from a meeting or part of it under Paragraph 6.8:
- 6.9.1 the Corporation shall appoint from their number a person to act as Governance Professional; or (as the case may be)
 - 6.9.2 the committee in question shall appoint from their number a person to act as Governance Professional to the committee.
- 6.10 A student governor who is under the age of 18 shall not vote on any question concerning any proposal:
- 6.10.1 for the expenditure of money by the Corporation; or
 - 6.10.2 under which the Corporation, or any Governors of the Corporation, would enter any contract, or would incur debt or liability (whether immediate, contingent or otherwise).
- 6.11 Except for agreeing and establishing the rules and procedures concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason) a student governor shall withdraw from that part of any meeting of the Corporation at which their conduct, suspension or expulsion is to be considered.
- 6.12 In any case where the Corporation is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal, retirement of a member or prospective member of the staff of the institution, a student governor shall:
- 6.12.1 take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - 6.12.2 where required to do so by any one Governor present at the meeting, withdraw from the meeting.

7 RULES OF DEBATE

- 7.1 When speaking, Governors will address the Chair. If two or more Governors wish to speak at once, the Chair will decide who shall speak first. A Governor who is speaking will immediately be silent if the Chair so requests, or if another Governor raises a point of order.
- 7.2 Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion of amendment must be submitted in writing to the Governance Professional and read aloud before it is put to the meeting.
- 7.3 Notwithstanding Standing Orders 7.1 and 7.2, debate will be conducted in accordance with the normal conventions and courtesies of such proceedings. The Governance Professional shall advise the Chair in respect of the application of these conventions.

8 RIGHT TO SPEAK

- 8.1 Motions concerning the accuracy of minutes may be made without prior notice.
- 8.2 Points of order may be raised at any time during a meeting.
- 8.3 Governors may submit items to a committee, other than items requiring resolution by the full corporation.
- 8.4 Items may be withdrawn from the agenda unless it is a requirement that they be resolved by the

Governors at that meeting, e.g., the adoption of the budget.

8.5 The Chair shall determine when a motion shall be decided but, it shall also be possible for a majority of Governors to move that the question shall not be put.

8.5.1 Motions shall be proposed and seconded before a vote can be taken. If there is no seconder, a motion will fall.

8.5.2 If there is a vote on an amendment which is passed, then the original motion becomes substantive, and may be further discussed.

8.6 Any Governor having a personal interest in a motion shall declare that interest and shall take no part in the debate. If it is the Corporation's judgement that a Governor under such circumstances withdraw, then they shall do so forthwith.

8.7 Standing Orders may be waived for exceptional reasons only by the formal agreement of the Corporation which shall require that decision to be recorded in the Minutes.

9 RELEVANCE

9.1 Every Governor who speaks must direct their speech strictly to the motion or matter under discussion, or to a motion or amendment which they move, or to a point of order.

10 POINTS OF ORDER

10.1 Any Governor wishing to raise a point of order must say at the outset the Standing Order which they believe has been infringed. Every point of order will be decided immediately by the Chair, whose decision will be final.

11 SUSPENSION OF STANDING ORDERS

11.1 Any Standing Order may be suspended at any meeting provided that a majority of the Governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

12 VOTING AND BALLOTS

12.1 Voting on any resolution will be by either a digital process or a show of hands unless at least five Governors demand a ballot.

12.2 On a formal motion put from the Chair, the question may be decided by the voice of the majority of the Governors, unless any Governor demands a show of hands.

12.3 If, immediately after a vote is taken, any Governor wishes, the way in which they voted (or abstained) to be recorded in the Minutes of that meeting, this will be recorded.

12.4 In the event of there being a tied vote, the Chair of the meeting shall have a second or casting vote regardless of whether they have voted when the motion or amendment was put to the meeting.

13 DISORDERLY CONDUCT BY GOVERNORS

13.1 If at a meeting of the Corporation, any Governor in the opinion of the Chair misconducts their selves by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly or offensively, or by wilfully obstructing the business of the Corporation, that Governor may be required to leave the meeting.

13.2 If the proper conduct of the Corporation is put at risk, the Governance Professional may take some or all of the following steps:

13.2.1 ensure that the reasons for concern have been put in writing and sent to the Chair and CEO.

13.2.2 ensure the Chair of the Audit and Risk Committee has been informed of those issues relevant to the Committee's terms of reference.

13.2.3 report the matter to the next meeting of the relevant committee or full Corporation and ensure the matter is placed in the publicly available minutes.

13.2.4 consult the Corporation's external auditors.

13.3 If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the Corporation, the Governance Professional is

authorised to refer the matter to the appropriate agency and inform the Chair and CEO that this has been done.

14 ADJOURNMENT

- 14.1 The Chair may at any time adjourn a meeting of the Corporation. The decision of the Chair in this matter shall be final and shall not be open to discussion.

15 GOVERNORS' INTERESTS

- 15.1 No Governor (except the Chair of the Corporation by agreement) shall receive any remuneration for their services as a Governor, other than a Governor who is a member of the staff of the Institution (including the CEO) and may receive remuneration in that capacity.

- 15.2 A Governor who has any financial or other conflicting interest in:

15.2.1 the supply of work or goods to or for the purposes of the Corporation.

15.2.2 any contract or proposed contract concerning the Corporation; or

15.2.3 any other matter relating to the Corporation, or any other interest of a type specified by the Corporation in any matter relating to the Corporation or any duty which is material and which conflicts or may conflict with the interests of the Corporation,

and is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and shall not take part in the consideration or vote on any question with respect to it, and shall not be counted in the quorum present at the meeting in relation to a resolution on which they are not entitled to vote.

- 15.3 This Standing Order shall not prevent the Governors considering and voting upon proposals for the Corporation to ensure the Governors of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- 15.4 The Governance Professional shall maintain a Register of Interests of Governors and staff including designated senior post holders, senior staff and other categories of staff as determined by the Corporation from time to time. It shall be a condition of Corporation membership that Governors register their interests. The Governance Professional will also ensure that the Register is available at all meetings of the Corporation and Committees and that it is available for inspection by members of the public during normal office hours.

16 GOVERNORS' EXPENSES

- 16.1 Governors, excluding the CEO and Staff (if not at their normal place of work), will be entitled to seek re-imbursment of travel expenses for attending Corporation and Committee Meetings. Reimbursment of such expenses will be made subject to receipt of appropriate evidence if travel is by public transport, subject to the amount being claimed being at standard and not first-class rates and if by private car at the travel, mileage and fuel rates allowance set by the Government at the prevailing time, using the appropriate form.

17 MINUTES

- 17.1 Written minutes of every meeting of the Corporation shall be prepared, and subject to Standing Order 17.2, at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.

- 17.2 Standing Order 17.1 shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.

- 17.3 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.

- 17.4 Separate minutes shall be taken of those parts of meetings from which staff or student governors have withdrawn. A staff or student governor who has withdrawn from a meeting in accordance with Standing Orders 6.7, 6.8 or 6.12, shall not be entitled to see the minutes of that part of the meeting.

- 17.5 Subject to Standing Order 17.6, the Corporation shall ensure that a copy of:

17.5.1 the agenda for every meeting of the Corporation.

- 17.5.2 the draft minutes of every meeting if they have been approved by the Chair of the meeting.
- 17.5.3 the signed minutes of every such meeting; and
- 17.5.4 any report, document or other paper considered at any such meeting,
- shall, in each case as soon as may be, be made available during normal office hours at the Corporation to any person wishing to inspect them.
- 17.6 Some parts may be excluded from any item required to be made available in pursuance of Standing Order 17.5, any material relating to:
- 17.6.1 a named person employed at or proposed to be employed at the Institution.
- 17.6.2 a named student at, or candidate for admission to, the Institution; and
- 17.6.3 any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- 17.7 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- 17.8 The Corporation shall review regularly all material excluded from inspection and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

18 COMMITTEES OF THE CORPORATION

- 18.1 The Committees of the Corporation and their constitution and Terms of Reference shall be as set out in the schedule attached to these Standing Orders, or as subsequently amended by the Corporation. The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both).
- 18.2 Every Governor appointed to be a member of a committee will cease to be a member of that Committee when they cease to be a Governor of the Corporation, unless retained as a co-opted governor.
- 18.3 Subject to Standing Order 18.2, a Governor's term of office as a member of a committee will be subject to the determination of the Corporation, with a maximum of three years from the date of their appointment.
- 18.4 Members of Committees shall be eligible for reappointment.
- 18.5 Co-opted Governors of Committees will be appointed by the Corporation and will hold office for a period determined by the Corporation.
- 18.6 Where the constitution of a Committee requires the Committee to appoint a Chair, they must be selected from amongst Governors of the Corporation, unless specified otherwise in the Terms of Reference, except that the CEO or any staff or student governors shall be ineligible to be appointed as Chair.
- 18.7 Committees will normally meet in accordance with their Terms of Reference, on a date fixed by the Committee. However, the Chair has authority to rearrange the date of a meeting in consultation with the Governance Professional if there are good reasons for so doing. The Chair may also cancel a meeting if the Governance Professional advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.
- 18.8 For each meeting of each Committee of the Corporation, the draft or approved minutes will be submitted to the next meeting of the Corporation, whether the minutes have been approved.
- 18.9 In preparing the minutes, the Governance Professional will agree with the Chair those items which are confidential, and these will be prepared separately and submitted to the Corporation in that part of the meeting, which is not open to the press and public, as determined by the Corporation's policy.
- 18.10 As soon as is practicable, once the Chair has approved the draft minutes, they shall be made available on the Corporation's website to comply with the Model Scheme of Publication under the

Freedom of Information Act 2000 and to ensure transparency of decision-making.

18.11 The CEO shall be entitled to attend meetings of any Committee of which they are not a member unless there is a conflict of interest.

18.12 The Governance Professional (or their nominated representative) shall attend meetings of all Committees. In the absence of the Governance Professional, the Committee shall nominate from its members an individual to undertake the minutes of the meeting.

19 CONFIDENTIALITY

19.1 All Governors and co-opted governors of the Corporation and its Committees must respect the confidentiality of any papers made available to them whether for the purposes of Corporation or Committee meetings or otherwise, for so long as those papers remain confidential.

20 URGENT ACTION

20.1 If, in their opinion, any matter which would otherwise be the responsibility of the Corporation is of an urgent nature, the CEO may, in consultation with the Governance Professional, obtain the agreement in writing of the Chair (or in their absence, the Vice-Chair) of the Corporation. This is provided however, that none of the non-delegable responsibilities of the Corporation referred to in the Articles of Government may be the subject of such action.

20.2 Every such decision shall be reported to the next available ordinary meeting of the Corporation for ratification.

21 AUTHENTICATION OF DOCUMENTS (COMMON SEAL)

21.1 The Common Seal of the Corporation must be kept in a safe place at the Corporation by the Governance Professional who will affix the Common Seal to any document which requires to be sealed for the transaction of the business of the Corporation. The application of the Seal shall be authenticated by the signature of the Chair (or in their absence, another Governor except for the staff and student governors) together with the signature of any other Governor (with the exception of the staff and student governors).

21.2 An entry of the sealing of every order, deed, or other document to which the Common Seal of the Corporation has been affixed must be registered by the Governance Professional.

22 SIGNING OF DOCUMENTS

22.1 The CEO is authorised to sign on behalf of the Corporation, where appropriate, any document necessary to give effect to any decision of the Corporation or its Committees or any other matter in furtherance of the Corporation's business.

23 APPOINTMENT OF GOVERNORS

23.1 The Governance Professional to the Corporation shall maintain a schedule of dates of appointment and terms of office of Governors of the Corporation.

23.2 Before the expiry of a Governor's term of office, or in the case of a resignation, the Governance Professional shall convene a meeting of the Search and Governance Committee, to facilitate the recommendation to the Corporation of re-appointment if appropriate, or a new appointment.

23.3 The Search and Governance Committee shall, within the scope of its Terms of Reference, mindful of equity and inclusive practice, identify and select potential Governors, and make recommendations for their appointment.

23.4 There will be at least one staff governor, who will be a present member of staff and nominated and elected by both academic and non-academic staff. The election will be by electronic vote, where more than one valid nomination is received. The Corporation is required to ratify the appointment of the staff governor/s.

23.5 There will be at least one student governor, who will be a current student. The election will be by electronic vote, where more than one valid nomination is received. The Board is required to ratify the appointment of the student governor/s.

24 VARIATION OR REVOCATION

24.1 Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by

the Corporation and shall take effect as from the conclusion of the meeting at which the Corporation's approval is given, subject to any direction to the contrary given by the Corporation. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the Corporation which always take precedence.

25 ASSOCIATED DOCUMENTS

25.1 These Standing Orders shall operate in conjunction with the following documents:

Instrument and Articles of Government Code of Conduct

Corporation Policies Financial Regulations

Terms of Reference of Corporation Committees:

- Audit and Risk Committee
- Search and Governance Committee
- Remuneration Committee



Version: 6

Approval date: July 2023

Review date: July 2024

ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

AUDIT AND RISK COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

1.1 The Audit and Risk Committee of Activate Learning Corporation (“the Corporation”) has been established as instructed by the Education and Skills Funding Agency (“ESFA”).

2. MEMBERSHIP AND ATTENDANCE OF COLLEGE OFFICERS AND AUDITORS

2.1 The membership of the Audit and Risk Committee shall be determined by the Corporation in accordance with the requirements of the ESFA.

2.2 The Committee shall be comprised of five members, a majority of whom must be governors. The Corporation has a responsibility to maintain the Committee’s independence and objectivity in appointing these members. The Committee may also co-opt an external member if this is deemed appropriate.

2.3 Those not eligible for membership of the Audit and Risk Committee shall be:

2.3.1 the Chair of the Corporation.

2.3.2 the CEO.

2.3.3 staff with significant executive, financial or budgetary responsibilities.

2.3.4 student governors.

2.4 The Committee:

2.4.1 may request the attendance of senior managers of the Activate Learning Group, as required.

2.4.2 must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively; collectively, members of the Committee should have recent, relevant experience in risk management, finance, and assurance.

2.4.3 will require the attendance of a senior representative of the Financial Statements Auditor and the Funding Auditor as necessary, and in any event at least once in each financial year and will require the attendance of a senior representative of the Internal Auditors at each meeting.

2.4.4 shall not adopt an executive role.

3. TENURE OF OFFICE

3.1 Members will serve for a term not exceeding three years.

3.2 Members shall be eligible for a further term, if re-appointed

4. CHAIR, QUORUM AND GOVERNANCE PROFESSIONAL

4.1 Chair

4.1.1 The Committee shall elect a Chair from its membership, who shall serve for a period of one year.

4.1.2 A retiring Chair shall be eligible for re-election.

4.1.3 In the absence of the Chair, the Committee shall elect from its members a Deputy for the duration of the meeting.

4.1.4 The external co-opted member, if appointed, may not be appointed, nor act, as chair of the Committee.

4.2 Quorum

4.2.1 A meeting of the Committee shall be quorate providing three of the members are present.

4.3 Governance Professional to the Committee

4.3.1 The Governance Professional to the Corporation shall act as Governance Professional to the Committee.

5. ARRANGEMENTS FOR MEETINGS

5.1 The Audit and Risk Committee shall meet at least three times per year, the timing and content of the meetings to reflect the planning and reporting cycles of the internal and external audit.

5.2 Agendas for meetings, together with any minutes and supporting papers, will be circulated to members at least five working days prior to a meeting being held.

5.3 Draft minutes of meetings will be circulated to members within fifteen working days.

5.4 Minutes of previous meetings shall be approved by the Committee at its subsequent meetings.

5.5 The Chair of the Committee shall give an oral report of each meeting to the Corporation at the Corporation's next subsequent meeting.

6. TERMS OF REFERENCE

6.1 To advise the Corporation on the setting of a policy for audit and the adequacy and effectiveness of Activate Learning's audit arrangements, framework of governance, risk management and control and processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. This includes ensuring policies and processes adequately reflect HM Treasury's 'Managing Public Money' guidance.

7. MATTERS FOR RECOMMENDATION TO THE CORPORATION

7.1 To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the auditors of the financial statements, regulatory auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.

7.2 To advise the Corporation on the provision of any additional services by the financial statements, regulatory and other audit and assurance providers and to explain how independence and objectivity has been safeguarded by:

7.2.1 Advising the Corporation on the scope and objectives of the work of the financial

statements' auditor, the funding auditor and the internal audit service.

7.2.2 Considering and advising the Corporation on the audit needs assessment and strategic and annual internal audit plans for the internal audit service.

7.3 To advise the Corporation on matters of internal audit control and other issues included in the management letters of the financial statements and regulatory auditor and of any reports submitted by other providers of audit and assurance services to the Corporation, and management's response to these.

7.4 To consider and advise the Corporation on relevant reports by the National Audit Office, the ESFA, and other funding bodies, and where appropriate, management's response to these.

7.5 To consider the Corporation's Risk Management Strategy by:

7.5.1 monitoring the implementation and ensuring the effectiveness of the Group's Risk Management Policy.

7.5.2 making recommendations to the Corporation on the Risk Management Policy.

7.5.3 approving the risk register and action plan and reviewing its progress.

7.5.4 assigning risks to other Corporation committees as appropriate.

7.5.5 ensuring the Risk Management Policy is reviewed regularly by the internal audit service.

7.5.6 advising the Corporation on the effectiveness of the system for the management of risk.

7.6 To advise the governing body on any matters where the Committee feels action or improvement is needed, making recommendations as to the steps to be taken.

7.7 To review the effectiveness of internal control of the Group and to advise the Corporation accordingly by:

7.7.1 reviewing the previous year and examining the Group's track record on risk management and internal control.

7.7.2 considering the internal and external risk profile of the coming year and determining if current internal control arrangements are likely to be effective.

8. MATTERS DELEGATED TO THE COMMITTEE

8.1 To review and consider the reports of external auditor, reporting accountant, internal audit and other assurance providers and monitor the implementation of recommendations to agreed timescales. External audits provide feedback to the Audit and Risk Committee on the operation of the internal financial controls reviewed as part of the annual audit.

8.2 To ensure co-ordination between the internal audit service and the financial statements auditor and the funding auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes.

8.3 To establish, in conjunction with the Executive Team, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators taking into consideration relevant UK professional and regulatory requirements, and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

- 8.4 To produce an annual report for the Corporation before the statement of corporate governance and internal control in the annual accounts is signed, which should include:
- 8.4.1 a summary of the work undertaken by the Committee.
 - 8.4.2 any significant issues arising up to the date of preparation of the report.
 - 8.4.3 any significant matters of internal control included in the reports of audit and assurance providers.
 - 8.4.4 the Committee's view of its own effectiveness and how it has fulfilled its terms of reference.
 - 8.4.5 the Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets.
- 8.5 To oversee the Corporation's policies on fraud and irregularity and whistleblowing and to ensure that all allegations of fraud and irregularity are proportionately, independently and properly investigated and reported to the Committee and the external auditor (and internal auditor if applicable) and ensure that appropriate follow-up action has been planned/actioned.
- 8.6 To ensure that all significant cases of fraud or irregularity are reported to the Chief Executive of the appropriate funding body (see note on definition of significant).
- 8.7 To ensure risks around fraud have been identified and controls put in place to mitigate them.
- 8.8 To be informed of all additional services undertaken by the internal auditors, the financial statements auditor and the funding auditor.
- 8.9 To monitor the implementation and ensure the effectiveness of the College's Risk Management Strategy.
- 8.10 The expenses of the designated senior post holders and governors will be reviewed at least annually by the Committee.

9. DECISIONS OF THE COMMITTEE

- 9.1 In making its decision the Audit and Risk Committee will consider the following aspects:
- 9.1.1 the Group's objectives and its financial and non-financial targets
 - 9.1.2 organisational structure and Caliber of the senior leadership team.
 - 9.1.3 culture, approach, and resources with respect to the management of risk.
 - 9.1.4 delegation of authority.
 - 9.1.5 public reporting.
 - 9.1.6 timely identification and assessment of significant risks, the prioritisation of risks and the allocation of resources to address areas of high exposure.
 - 9.1.7 quality and timeliness of information on significant risks and the time it takes for control breakdowns to be recognised or new risks to be identified.
 - 9.1.8 the ability of the Group to learn from its problems and its commitment and responsiveness with which corrective actions taken are implemented.

10. RIGHTS OF THE COMMITTEE

10.1 The Committee has the right to investigate any activity within its terms of reference and has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

11. REVIEW

11.1 The Committee shall review these Terms of Reference annually and make recommendations to the Corporation in the event of any changes.

Note: DEFINITION OF SIGNIFICANT AS DEFINED BY THE ESFA POST 16 AUDIT CODE OF PRACTICE, PART 2, APRIL 2023

Significant fraud is usually where there is one or more of the following factors (though this list is not exhaustive):

- the gross amount of the loss (i.e., before any insurance claim) is in excess of £10,000.
- there is likely to be public interest because of the nature of the fraud or the people involved.
- the particulars of the fraud are novel or complex.
- the fraud is systematic or unusual in nature

Version: 6

Approval date: July 2023

Review date: July 2024



ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Search and Governance Committee is a committee of Activate Learning, in accordance with the requirements of Article 5(1) of the Articles of Government 2008, for the purpose of providing it with advice on matters connected with the appointment of Governors of the Corporation.

2. MEMBERSHIP

- 2.1 The membership of the Search and Governance Committee shall be determined by the Corporation, in accordance with the requirements of the Instrument and Articles of Government.
- 2.2 The Search and Governance Committee shall comprise:
- 2.2.1 seven members, who shall include the CEO, the Staff Governor and a Student Governor.
 - 2.2.2 an external co-opted member if this is deemed appropriate.

3. TENURE OF OFFICE

- 3.1 Each member shall serve for a term not exceeding three years.
- 3.2 Each member shall be eligible for a further term, if re-appointed.

4. CHAIR, QUORUM AND GOVERNANCE PROFESSIONAL

4.1 Chair

- 4.1.1 The Search and Governance Committee shall annually appoint a Chair from among its members, who shall serve for a period of one year.
- 4.1.2 A retiring Chair is eligible for re-election, normally for one further term of office.
- 4.1.3 In the absence of the Chair, the Committee shall elect from its members a Deputy for the duration of the meeting.

4.2 Quorum

- 4.2.1 A meeting of the Committee shall be quorate providing three of the members are present.

4.3 Governance Professional to the Search and Governance Committee

- 4.3.1 The Governance Professional to the Corporation shall be the Governance Professional to the Committee and will be responsible for:
- 4.3.1.1 convening and maintaining records of meetings, issuing agendas and other supporting information.
 - 4.3.1.2 providing an annual business plan for the Corporation with timelines, keeping the

Committee informed of business needs as they may change throughout the year.

4.3.1.3 forwarding to the Corporation any recommendations for their consideration.

4.3.1.4 extending invitations for membership or nomination as approved by the Corporation.

4.3.1.5 providing information and other materials to prospective members as requested.

4.3.1.6 providing information to the public on the remit, membership, terms of reference and

4.3.1.7 recommendations of the Committee as required by the Instrument of Government and any policy of the Corporation.

4.3.1.8 advising the Committee on its powers and responsibilities as appropriate.

5. ARRANGEMENTS FOR MEETINGS

5.1 The Search and Governance Committee shall meet as frequently as necessary to fulfil its duties.

5.2 Agendas of meetings, together with any minutes and supporting papers, will be circulated to members at least five working days prior to a meeting being held.

5.3 Draft minutes of meetings will be circulated to members within fifteen working days.

5.4 Minutes of previous meetings shall be approved by the Committee at its subsequent meetings.

6. TERMS OF REFERENCE

The Search and Governance Committee will, at the request of the Corporation:

6.1 Consider and provide advice to the Corporation on the recruitment, selection, appointment and re-appointment of all Governors.

6.2 Consider, and make recommendations to the Corporation on the recruitment, selection and appointment of the Chief Executive Officer and other Designated Senior Post Holders.

6.3 Consider, and make recommendations to the Corporation, in respect of all Governors who have the necessary skills to ensure the Corporation carries out its functions under Article 3 of the Articles of Government.

6.4 Seek nominations from those bodies eligible to nominate Governors of the Corporation.

6.5 Monitor the induction process for new Governors, and the training needs and provision for all members.

6.6 Give such other advice to the Corporation as it seeks in respect of membership of the Corporation.

6.7 Review:

6.7.1 Corporation's Code of Conduct for Governors.

6.7.2 Standing Orders for Conduct of Business.

6.7.3 Register of Interests.

6.7.4 Framework for Governance; and advise the Corporation as appropriate.

6.8 Consider and advise on any matter relating to compliance with the Governors' Code of Conduct, the registration of a Governor's interest or on a potential conflict of interest which the Governance Professional to the Corporation, an individual Governor, or the Corporation may refer to the

Committee.

- 6.9 Commission an annual review of governance, including self-assessment, leadership and management.
- 6.10 Consider and ensure the effectiveness of the appraisal process for designated senior post holders.
- 6.11 The Committee may, at its discretion:
 - 6.11.1 invite interest in the work of the Corporation through media advertising and professional and other contacts.
 - 6.11.2 conduct interviews of prospective Governors and make other such enquiries and arrangements as is reasonable to be able to formulate recommendations on the appointment of Governors as necessary.
 - 6.11.3 commission skills audits to establish the balance of skills and experience among the Governors.

7. EXPENSES

- 7.1 The Corporation will meet expenses, including the cost of advertising, publicity and other reasonable costs incurred by the Search and Governance Committee.
- 7.2 Reasonable out of pocket expenses and other subsistence payments will be paid to external co-opted governors.

8. REVIEW

- 8.1 The Committee shall review these Terms of Reference annually and make recommendations to the Corporation in the event of any changes.



Version: 6

Approval date: July 2023

Review date: July 2024

ACTIVATE LEARNING FURTHER EDUCATION CORPORATION

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. PURPOSE

- 1.1 The Remuneration Committee is a committee of Activate Learning, for the purpose of setting the overarching principles of the Corporation's remuneration of senior staff and advising the Corporation on the appropriate remuneration of designated senior post holders.

2. MEMBERSHIP

- 2.1 The membership of the Remuneration Committee shall be determined by the Corporation.
- 2.2 The Committee shall consist of the Chair of the Corporation, the Chair of the Audit and Risk Committee and three other members.

3. TENURE OF OFFICE

- 3.1 Members will serve for a term not exceeding three years.
- 3.2 Each member shall be eligible for one further term, if re-appointed.

4. CHAIR, QUORUM AND GOVERNANCE PROFESSIONAL

4.1 Chair

- 4.1.1 The Committee shall annually appoint a Chair from among its members, who shall serve for a period of one year.
- 4.1.2 A retiring Chair is eligible for re-election.
- 4.1.3 In the absence of the Chair, the Committee shall elect from its members a Deputy for the duration of the meeting.

4.2 Quorum

- 4.2.1 A meeting of the Committee shall be quorate providing three of the members are present.

4.3 Governance Professional to the Committee

- 4.3.1 The Governance Professional to the Corporation shall act as Governance Professional to the Committee. If matters relating to the Governance Professional are being discussed, the Committee shall appoint a temporary Governance Professional from amongst the membership.

5. ARRANGEMENTS FOR MEETINGS

- 5.1 The Committee shall meet at least once a year.
- 5.2 Agendas of meetings, together with any minutes and supporting papers, will be circulated to members at least five working days prior to a meeting being held.

- 5.3 Draft minutes of meetings will be circulated to members within fifteen working days.
- 5.4 Minutes of previous meetings shall be approved by the Committee at its subsequent meetings.

6. **TERMS OF REFERENCE**

- 6.1 The Committee shall be responsible for monitoring arrangements for the appointment, grading, appraisal, suspension and dismissal of designated senior post holders, in accordance with the Articles of Government of Activate Learning.
 - 6.2 The Committee shall make recommendations to the Corporation on the specific remuneration packages of the CEO and other designated senior post holders, and in so doing shall consider the following component elements:
 - 6.2.1 basic salary.
 - 6.2.2 benefits in kind.
 - 6.2.3 annual bonus/performance related elements.
 - 6.2.4 pension provisions.
 - 6.2.5 the main terms and conditions in each designated senior post holder's service agreement, with reference to the notice provisions.
 - 6.3 The Committee shall evaluate annually the specific remuneration packages of the CEO, other designated senior post holders, and the Governance Professional, where the Governance Professional is not a designated senior post holder and shall make recommendations to the Corporation accordingly.
 - 6.4 The Committee shall make recommendations to the Corporation on any compensation (including the augmentation of pension benefits in line with Corporation policy) which may be payable in the event of the early termination of the employment of the CEO, or any other designated senior post holder, with the broad aim of:
 - 6.4.1 avoiding making payments where performance has been poor.
 - 6.4.2 dealing fairly with cases where early termination is not due to poor performance.
 - 6.5 The Committee shall review on a continuing basis the Corporation's policy in relation to all aspects relating to the remuneration of the CEO and other designated senior post holders.
 - 6.6 If any recommendation made to the Corporation is not approved as acceptable, the matter shall be referred back to the Committee.
- ## 7. **REVIEW**
- 7.1 The Committee shall review these Terms of Reference annually and make recommendations to the Corporation in the event of any changes.