

**LAKES COLLEGE – WEST CUMBRIA**

# **Standing Orders for the Conduct of Business**

**Including Code of Conduct**

**and**

**Committee Terms of Reference.**

**2022-2023**

## PREFACE

### Governance Strategy 2022-23

#### ***Introduction***

1. This strategy sets out the approach the Governing Body of Lakes College West Cumbria will adopt in carrying out its statutory obligations and in delivering the College's Strategic Plan.
2. It serves as a preface to the more detailed Standing Orders, which identify the Board's structure, delegations of power and code of conduct for business.
3. The Board will 'act' collectively in carrying out its duties, and in determining its approach, seeks to clarify 'how' it will act.
4. While the Board will continue to fulfil its duties in all aspects of governance and statutory responsibilities, the strategy seeks to focus attention on the Board's priorities and demonstrate added value.

#### ***The Board's Approach***

5. In addition to the Code of Conduct and principles of good governance contained within the Standing Orders, the Board has resolved to adopt the following five principles in carrying out its Governance:
  - a) Measured scrutiny, adopting a light touch in high performing areas, where good progress is being made in the delivery of the Strategic Plan, and a more in-depth look at any changes or challenges, which might threaten the College's well-being.
  - b) Challenge will be constructive, sensitive and supportive with the aim of maintaining good relationships with staff and a confident and high performing college, where good performance is recognised and celebrated, and under-performance is appropriately challenged.

- c) The Board will maintain a good understanding and awareness of local and national agendas in addition to understanding the strengths and weaknesses of the College. The Board will champion equality and diversity, and seek to ensure a safe environment, which gives rise to equal opportunities for all of its staff and learners..
- d) Board members, who will act in the best interests of the College at all times, are passionate about education, recognising that excellent teaching and learning can bring life enhancing opportunities to local people and can contribute to the prosperity of the local community.

### ***The Board's Priorities***

6. The Strategic Plan 2020-2023 sets out the agreed corporate vision for the College. The objectives in the plan are, and will continue to be, subject to regular monitoring by the Board.

The strategic priorities continue to be:

- a focus on excellence in technical, vocational and higher education, the alignment of our business will meet the demands of students, local employers and the local communities we serve;
- a successful outcome for our learners , through a continuing drive for outstanding teaching and learning, and a firm commitment to equal opportunities;
- a focus on business growth and financial sustainability, to ensure the college meets local expectations and operates within a framework of good financial health
- that our facilities and offer match our ambitions for excellence by , which meet employers' needs and those of the local communities;
- to facilitate external understanding of the pivotal role of the College and encourage investment opportunities in the future;
- the opportunities and expectations arising through changes in national policy and funding regimes are embraced.

### ***Board Membership***

7. Through its membership, the Board will seek to ensure the effective engagement of partner organisations and key sectors, and the skills and experience to carry out its duties effectively. To enable this diversity, the Board will continue to support a membership of 18, including two staff and student governors.

Accepting the need to refresh the membership of the Board regularly and to acknowledge best practice in terms of length of service as outlined in the standing orders, the Board will nevertheless continue to take a pragmatic and balanced view, where they feel that existing knowledge and experience are essential to the Board in meeting anticipated challenges, provided that regular refresh can be demonstrated. .

## Conclusion

8 The Board will keep the strategy under regular review to ensure that its approach is flexible and keeps pace with external developments.

9 It will also keep under regular review its standing orders and cycle of business to ensure a lean and targeted process, which supports its strategic direction.

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## INTERPRETATION

1. In these Standing Orders, the following meanings will apply:

	<b>Meaning</b>
College	Lakes College West Cumbria
The Corporation	Created by an Act of Parliament to discharge the duties of the College, the Corporation is a distinct legal entity and is an exempt charity. It has powers to enter into contracts and employ staff.
Board, Board of Governors or Governing Body	Governors who act collectively on behalf of the Corporation and who must look after the best interests of the Corporation.
Committee	A Committee of the Corporation
Chair	The Chair of the Corporation Board (aka Governing Body) unless otherwise stated.
The Vice Chair	The Vice Chair of the Board
Governor	A member of the Board.
Co-opted non-governor	Someone who is not a Governor but who is appointed to a Committee
Principal	Principal and Chief Executive of Lakes College
Senior Post	The Principal and such other posts as the Board of Governors might determine.

The use of one gender will mean all genders and the use of the singular will include the plural and vice versa (unless specifically stated)

2. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government approved by the Corporation.

In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.

3. Having first taken the advice of the Clerk, the ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Board or a committee, nor open to discussion.

### **THE COMPOSITION OF THE BOARD**

4. The total number of governors determined by the Board is 18 in the following membership categories:

Independent	13
Staff	2
Student	2
Principal	1

### **APPOINTMENT OF GOVERNORS**

5. Governors will be selected and appointed in accordance with the Policy on the Selection of Governors contained in Appendix 1.

### **APPOINTMENT OF CHAIR**

6. Unless otherwise decided by the Board, the Chair shall hold office for a period of two years or until the end of their term of office as an Independent Board member, where such a period is shorter.

This provision is subject to the right of the Board to remove the Chair from office or for either office holder to resign in accordance with the Instrument of Government.

7. At the expiry of their term of office, the Chair shall be eligible for re-appointment subject to the procedures set out in Appendix 2.
8. The role and responsibilities of the Chair are set out in Appendix 3.

### **APPOINTMENT OF VICE CHAIR**

9. The position of Vice-Chair may be used in the context of succession planning although it will not always be the case nor the intention that the Vice-Chair succeeds the Chair.
10. The Vice-Chair will be appointed for a minimum of 1 year and a maximum of 2 years. Where there is sufficient demand from experienced governors, consideration may be given to rotating the Vice-Chair position on a one-year term of office.
11. The Clerk will seek nominations and in the event of more than one candidate, an election will be held.

## **APPOINTMENT OF THE CLERK TO THE GOVERNORS**

12. The Board shall appoint a person to provide the service of Clerk to the Governors on contractual terms approved by the Board and which complies with funding conditions in force at the time. The role of the Clerk is set out in Appendix 5.

## **ELIGIBILITY OF GOVERNORS TO SERVE**

13. Governors shall be required, as a condition of Board membership, to declare their eligibility to serve. This declaration shall be made before appointment as a governor and annually at the start of each academic year. The form of the Declaration is given in Appendix 8.
14. All governors shall be appointed subject to the satisfactory completion of safeguarding checks.

## **GOVERNORS' TERMS OF OFFICE**

15. Subject to paragraph 16, the term of office of governors will generally be one year in the first instance, followed by a 3-year term. Re-appointments will be for a 4-year term, subject to recommendations by the Search and Governance committee following consideration of the skills mix of the Board.
  - a) The Principal, who shall serve for the period of appointment as Principal
  - b) The student governors, who may serve for a maximum of four years in total, but who shall be appointed for one year in the first instance, renewable for one further year without contest with the agreement of the Board. Thereafter, procedures at Clause 4 of Appendix 1 will apply.
16. Accepting the need to refresh Membership and best practice guidance on the length of office, the Board reserves the right to re-appoint any Member of the Board for longer than 2 x 4 years in total if, at any given time, the loss of the knowledge and experience they bring would have a negative impact on the skills mix of the Board.

## **TERMINATION OF MEMBERSHIP**

17. Should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a governor from office under Clause 11 (2) a-c of the Instrument of Government, the procedure set out in Appendix 6 shall apply.
18. Similarly, should the Chair, or in the Chair's absence the Vice-Chair, consider that it may be appropriate for the Board to remove a co-opted non-governor member of a committee from office, the procedure set out in Appendix 6 shall apply.



## **TERMINATION OF OFFICE OF THE CHAIR OR VICE CHAIR**

19. Should the Board consider that the Chair or Vice Chair are unfit or unable to carry out their functions under Clause 6 (6 & 7) of the Instrument of Government, the procedure at Appendix 6 shall apply.

## **SUSPENSION OF MEMBERSHIP**

20. In certain prescribed circumstances, the governing body can decide to suspend a governor for a specified period if one or more of the following grounds apply:
- The governor is paid to work at the College and is the subject of disciplinary proceedings in relation to his or her employment;
  - The governor is a student at the College and is the subject of disciplinary proceedings in relation to their study at the College;
  - The governor is the subject of any court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor;
  - The governor has acted in a way that is inconsistent with the College's ethos and values and has brought, or is likely to bring, the College, the governing body or his or her office of governor into disrepute;
  - The governor is in breach of his or her duty of confidentiality to the College, the staff or to the students.

Any motion to suspend must be specified as an agenda item of a meeting for which at least seven clear days' notice must be given. The governor who is proposed for suspension must be given the opportunity to make a statement in response to the grounds for the proposed suspension, before withdrawing from the meeting and a vote then takes place.

## **GOVERNORS' INTERESTS**

21. Governors shall be required, as a condition of Board membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. This declaration shall be made before appointment as a governor and annually at the commencement of each academic year. Governors must also register any interests that arise during the year and declare those interests at each meeting where a conflict arises. The form of the Register of Interests is given in Appendix 7, together with the Conflict of Interest Policy.

## **CODE OF CONDUCT FOR GOVERNORS**

22. Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors agreed by the Board and updated from time to time. The Code of Conduct for Governors is set out in Appendix 11.

## **ROLE OF INDIVIDUAL GOVERNORS**

- 23 The role that an individual governor is expected to fulfil is set out in Appendix 4.

## **MEETINGS OF THE BOARD**

24. Ordinary meetings of the Board shall be held at least twice in every College term and additionally as the Board may determine.
- 25 A Special meeting of the Board may be called at any time by either:
- (a) The Chair; or
  - (b) At the request of any five members submitting a request in writing to the Clerk
- 26 Meetings of the Board will be quorate if 40% (rounded down) of governors are present (7 governors on current Board membership).
- 27 Only the business on the agenda will be discussed at Board meetings except for urgent matters, which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
- 28 The names of governors present at a Board (including those who arrive late or leave early) shall be recorded by the Clerk.
- 29 The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate, except where confidential staff matters are to be discussed.
- 30 Any question of attendance by any other person at a meeting of the Board shall be decided by the Board on the recommendation of the Chair after taking advice from the Principal and the Clerk.

## **PUBLIC ACCESS TO MEETINGS**

- 31 The public are entitled to be present but not speak at ordinary meetings of the Board, which take place in person, and shall conduct themselves appropriately. Members of the public will be excluded during discussion of confidential items.

Where meetings take place by electronic means, a member of the public should notify the Clerk of their interest and consideration will be given to how their interest might be best met.

## **PROCEEDINGS OF MEETINGS**

- 32 Decisions will be taken by those entitled to vote and be present at the meeting and the decision determined by majority vote. Where an equal division of votes is cast, the Chair will have a second or casting vote. A member may not vote by proxy or by post.

The principle of collective responsibility will apply to all decision-making notwithstanding any request by a member or the board for voting to be recorded.

- 33 Should the Chair, or the Board by resolution, determine that it would be appropriate to conduct a formal debate on a specific issue, the rules of debate contained in Standing Orders 33-46 will apply.
- 34 When speaking, governors will address the Chair. If two or more governors wish to speak at the same time 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.
- 35 Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder.

## **RELEVANCE**

- 36 Every governor who speaks must direct his or her speech strictly to the matter under discussion, or to a point of order.

## **POINTS OF ORDER**

- 37 Any governor wishing to raise a point of order must say at the outset the Standing Order which he believes has been infringed. Every point of order will be decided immediately by the Chair whose decision will be final.

## **RESOLUTIONS AND AMENDMENTS**

- 38 A governor may propose amendments to any proposed resolution.
- 39 Once moved and resolved by the Board, the resolution may not be changed without a further resolution of the Board.

## **PROCEDURAL MOTIONS**

- 40 Any governor may, at the close of the speech of another governor, move one of the following procedural motions:

- (a) That the question be now put
- (b) That the Board adjourns
- (c) That the debate be adjourned
- (d) That the Board proceeds to the next business

41 Procedural motions require the majority agreement of the Board. . If such a motion is carried, it will be acted on without further discussion.

### **DISORDERLY CONDUCT BY GOVERNORS**

42 If at a meeting of the Board any governor, in the opinion of the Chair, misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Board, it shall be competent for a governor to move “That (governor’s name) be not further heard” or “That (governor’s name) leaves the meeting”. Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board’s decision.

43 If, after a motion under Standing Order 42 has been carried, the misconduct or obstruction is continued, which in the opinion of the Chair renders the due and orderly dispatch of business impossible, the Chair may, at his/her sole discretion, adjourn or suspend the meeting of the Board for such period as he in his/her discretion shall consider expedient.

### **ADJOURNMENT**

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

### **RECORDINGS OF MEETINGS**

45 If any person, without the written consent of the Chair, makes or attempts to make a recording (whether audio or visual and whether by electrical, mechanical or other means) of the proceedings at any meeting of the Board or one of its committees he shall be deemed guilty of continued misconduct and the Chair shall exercise his powers under Standing Order 44 to adjourn or suspend the meeting. However, any person does have the right to make written notes of proceedings of any meeting at which they are present.

### **PUBLICATION OF MINUTES AND PAPERS**

46 Agendas for Board meetings will be split into two sections as follows:

Part 1 Papers available to the public and the press

Part 2 Confidential – papers not available to the public and the press

- 47 The criteria for confidentiality under Part B of the agenda are:
- (a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board.
  - (b) Consideration of financial or other information relating to procurement decisions, except that information in the public domain when the tender notice has been issued.
  - (c) Items containing personal information relating to an individual.
  - (d) Information provided in confidence by a third party who has not authorised its disclosure.
  - (e) Where appropriate, professional advice received from or instructions given to the College's professional advisers.
  - (f) Discussion of any legal proceedings in which the Board is involved.
  - (g) Information planned for publication in advance of that publication.
  - (h) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests.

#### **COMPLAINTS ABOUT THE BOARD OF GOVERNORS**

- 48 Any member of the public wishing to make a complaint against the Board or against an individual governor will be asked to put the matter in writing to the Clerk to the Governors at the College. The Clerk is authorised by the Board to arrange for any such complaint to be investigated and to report to the Education and Education and Skills Funding Agency if in his/her judgement this is warranted by the nature of the complaint.
- 49 The Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Board of Governors is committed to acting as openly as possible but reserves the right, acting upon the advice of its lawyers, to keep confidential any matters which should not be publicised. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

#### **EXPENSES PAYABLE TO GOVERNORS**

- 50 Governors are entitled to be reimbursed for legitimate expenses in the course of their duties. Travel and Subsistence rates will be paid in line with the staff travel and subsistence policy, provided that Governors have class one business travel insurance and have signed to that effect. (Electronic signature will be accepted).

With the exception of home-meeting travel, travel on college business must be authorised in advance by the Clerk, who will also authorise payment of expenses.

A dependent carer's allowance may also be paid to cover childcare or dependent relatives care costs to cover attendance at meetings. This will be paid at the national minimum wage per hour to a maximum cost of £50 per session.

51. Additionally, in lieu of home/meeting travel costs, taxi transfer **home** may be paid to student governors, where there may be limited evening public transport or concerns about the welfare and safety of the student. In this instance, students will be expected to meet the cost of their travel to Board meetings.

## **COMMITTEES**

### **CONSTITUTION AND TERMS OF REFERENCE**

- 52 The committees of the Board and their constitution and terms of reference shall be as set out in Appendix 9.

### **MEMBERSHIP AND TERM OF OFFICE**

- 53 A governor's term of office as a member of a committee is considered and renewed annually, unless the expiry of his terms of office predates the renewal date.
- 54 The Board will review the membership of committees at least on an annual basis and may change the membership of committees as they see fit.
- 55 Co-opted members of committees will be appointed by the Board upon such terms as may be agreed by the committee and Board.

### **COMMITTEE CHAIRS**

- 56 Where the constitution of a committee requires the committee to appoint a Chair, he must be selected from amongst the members who are governors except that the Principal or any staff or student governors shall be ineligible to be appointed as Chair.

### **COMMITTEE MEETINGS**

- 57 Committees will meet as scheduled in the annual timetable of meetings approved by the Board. However, the committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee. The committee Chair may also call an additional meeting to those scheduled where Board or committee business require it.

## **COMMITTEE MINUTES**

- 58 Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Board except that the Chair shall prepare a minute of any item of business during consideration of which the Clerk has been excluded from the meeting. Any recommendations made by committees will be referred to specifically on the Board agenda.
- 59 Having regard to the criteria for confidentiality set out in Standing Order 47, the Clerk will prepare separate minutes for the non-confidential and confidential items so that the minutes are submitted to the Board in the appropriate part of the Board agenda.
- 60 The Board's written policy on the publication of the minutes, as required by Article 8(b) of the Articles of Government, is set out in Appendix 12.

## **ATTENDANCE AT COMMITTEE MEETINGS BY PERSONS WHO ARE NOT COMMITTEE MEMBERS**

- 61 The Board's written policy on attendance at committee meetings by persons who are not committee members, as required by Article 8(a) of the Articles of Government, is set out in Appendix 10.
- 62 The Standing Orders of the Board set out herein shall apply to committee meetings subject to any specific provisions relating to committees contained in Standing Orders 52-60.

## **APPOINTMENT OF LEAD GOVERNORS**

- 63 On the recommendation of the Search and Governance Committee, the Board may appoint Lead Governors for Equality and Diversity; for Safeguarding and Prevent; for Learner Support ; for Health and Safety. and any other subject where they feel that a closer working relationship would be of benefit to the Board.

Currently the Finance and Corporate Working Group and the Quality Working Group have assumed lead interest in finance and in teaching and learning.

- 64 Separation of roles will be made between those serving on the audit committee and those on the finance and corporate working group.
- 65 The role of the Lead Governor is set out at in the Scheme of Delegation. It is not intended that their appointment should undermine the collective responsibility of the Board, who retain overall responsibility for any such matter.

## **URGENT ACTION**

- 66 If, in his opinion, there is any matter which is of an urgent nature, which would otherwise be the responsibility of the Board, the Principal may, in consultation with the Clerk, obtain the agreement in writing of the Chair (or in his absence the Vice-Chair) of the Board, in order to take action necessary to deal with the matter. Provided always that none of the responsibilities of the Board referred to in Articles 9 & 10 of the Articles of Government may be the subject of such action.

If the Chair, or Vice Chair, are unavailable or unfit, then urgent action may be delegated to any three Governors, two of whom should be independent and none of whom should be a student governor. Wherever possible, urgent action would be taken following documented consultation with all Governors who are fit and able.

- 67 Every such decision shall be reported to the next available ordinary meeting of the Board and recorded in the minutes of that meeting

## **AUTHENTICATION OF DOCUMENTS**

### **COMMON SEAL**

- 68 The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock, the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document, which requires to be sealed for the transaction of the business of the Board. The application of the Seal shall be authenticated by the signature of the Chair (or any other Governor authorised by the Board to deputise in his/her absence.) together with that of any other governor.
- 69 An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a book maintained by the Clerk for that purpose.

## **SIGNING OF DOCUMENTS**

- 70 The Principal or Chair are authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in the furtherance of the College's business.

## **SUSPENSION OF STANDING ORDERS**

- 71 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.



## **VARIATION OR REVOCATION**

- 72 Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Board and shall take effect as from the conclusion of the meeting at which the Board's approval is given, subject to any direction to the contrary given by the Board. 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 College which take precedence at all times.

## **REVIEW AND UPDATING**

- 73 The Clerk to the Governors will review these Standing Orders, and any other relevant policies and procedures relating to College governance, at least annually and will recommend to the Board any necessary revisions.

**POLICY ON THE SELECTION OF GOVERNORS**

**1. INTRODUCTION**

- 1.1 The Search & Governance Committee has the responsibility for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of governors. The Committee will review on an annual basis those terms of office that are due to expire and will seek to ensure that periods of time when the Board is below full strength are minimised.
- 1.2 It is the responsibility of the Clerk to the Governors to alert the Search & Governance Committee when a governor's term of office is nearing expiry and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement. This will include keeping the Board's competencies under review with a view to seeking appropriate improvements if possible.

**2. INDEPENDENT GOVERNORS**

**EXPIRY OF THE TERM OF OFFICE OF AN EXISTING GOVERNOR**

- 2.1 The Clerk to the Governors shall report to the Search & Governance Committee the name of any governor whose term of office is nearing its expiry. This must be done in sufficient time for the Committee to report to the Board at its last meeting before the term of office expires. When the governor under consideration is a member of the Search & Governance Committee, that governor shall withdraw from the meeting and take no part in the decision or voting in relation to his/her future membership of the Board.
- 2.2 A recommendation from the Committee that a governor be reappointed for a further term of office will be subject to the governor being willing to serve. The Clerk will ascertain in advance of the Board meeting whether or not the governor in question is willing to be appointed for a further term. If the governor is not so willing, a vacancy arises and will be dealt with under paragraphs 2.7 to 2.9 of this policy.
- 2.3 The Search & Governance Committee will consider whether or not to make a recommendation to the Board that the governor be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:
- (a) Whether the skills and experience of the governor are still required.
  - (b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Board.

- (c) The governor's contribution and commitment to the Board's work
- (d) The length of the governor's previous service on the Board

- 2.4 A governor's term of office will expire automatically unless the Search & Governance Committee decides to recommend a further appointment and the Board accept the recommendation.

In making a recommendation for re-appointment, the Committee will consider best practice advice on the length of service for a Board member.

However, the Committee will also consider the overall blend of fresh thinking, knowledge and experience and may recommend that the Board reappoints a Governor for a longer period to ensure an appropriate level of experience and continuity and appropriate skills. The Clerk shall advise the governor of the Committee's decision.

- 2.5 Where the Board decides to appoint an existing governor for a further term of office, the Board shall make the appointment in accordance with the Instrument of Government.

- 2.6 Where the Board decides not to appoint an existing governor for a further term of office, a vacancy shall exist and shall be dealt with under paragraphs 2.7 to 2.9 of this policy.

## **FILLING OF VACANCIES**

- 2.7 When a vacancy arises for an external governor, for whatever reason, the Search & Governance Committee will determine the skills and expertise required. This will be based on the current skill mix and priorities of the Board.

- 2.8 The most appropriate methods of filling a vacancy will be determined by the Search and Governance Committee.

Where appropriate, a suitable advertisement will be approved by the Committee (or the Chair of the Board) and placed in publications likely to reach a broad cross-section of the population and persons likely to be able to meet the person specification.

The Search and Governance Committee may also bring the vacancy to the attention of local businesses and partnerships, whom they consider might have suitable nominations, particularly where a particular skills set is sought.

Suggestions of members of the local business community will also be brought to the attention of the Committee.

The Committee will also have regard to the details held by the Clerk of any volunteers who have expressed an interest in joining the Board, arising from periodic advertisements in the local media..

- 2.9 Where necessary, the Chair, the Principal and the Clerk will shortlist suitable candidates, who will be interviewed and the Committee will make recommendations to the Board.

### **3. STAFF GOVERNORS**

3.1 When the term of office of a staff governor is nearing expiry or a vacancy arises for any other reason, the Clerk to the Governors will oversee the arrangements for the appointment of a new governor following selection by the staff of the College. There will be two categories of staff governor, a teaching staff governor and a non-teaching staff governor, and there will be one appointment to each of the categories.

#### Eligibility to stand

Those members of staff who have a permanent contract of employment with the college or who have a fixed-term contract with the college of at least one year's duration from the expected date of appointment (that is the date of the Board meeting which will appoint the governor) will be eligible to stand for election.

#### Eligibility to vote

The teaching staff governor will be elected by all teaching staff who have a contract of employment with the College at the time of the election and the non-teaching staff governor by all non-teaching staff who have a contract of employment with the Collage at the time of election.

- 3.2 When there is a vacancy for a staff governor, the selection process by the staff shall be as follows:
- (a) Staff in the category appropriate to the vacancy will be invited to submit their candidature together with a proposer and seconder
  - (b) If there is only one nominee, that person's name will be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership.
  - (c) Where there is more than one candidate, the Clerk will request declarations of eligibility in advance of any ballot. Where a candidate declares themselves to be ineligible, and there is one remaining candidate, then the procedure at 3.2 (b) will apply.

- (d) Where there is more than one nominee, a ballot will be held in which all members of staff in the relevant category shall be entitled to vote as per 3.1.
- (e) As returning officer, the Clerk shall determine the arrangements for the ballot and oversee the issue, receipt and count of ballot papers.
- (f) The name of the member of staff selected shall be put forward to the Board of Governors who shall appoint the nominee provided that s(he) is eligible for Board membership

#### **4. STUDENT GOVERNORS**

- 4.1 Student Governors will be appointed from the Student Body of the College, one Further and one Higher Education student. When there is a vacancy for a student governor, students will either be invited to stand for election or will be invited to submit applications for interview.
- 4.2
  - a) If an election is to be held, students must complete an eligibility statement and prepare a short statement in support of their nomination (to be approved by the Clerk to demonstrate that the role has been understood).
  - b) Where there is more than one nominee per vacancy, a ballot of the Student Body will take place.
  - c) The Clerk shall determine the arrangements for and oversee the ballot..
- 4.3 If an interview process is to be held, which will include statements on eligibility, an interview panel consisting of no more than 2 Governors and at least 2 students shall consider applications and hold interviews.
  - a) The name of the student – elected or appointed through interview – shall be put forward to the Board who shall formally appoint the nominee provided that they are eligible to serve.
  - b) Student Governors will be appointed for one year in the first instance, renewable for a further year without the need for re-election.
  - c) Having served for two years, student governors may stand again, but only by going through the above election process.

#### **5. THE PRINCIPAL**

- 5.1 In accordance with the Instrument of Government, the Principal shall be a governor of the College unless they choose otherwise.

## **6. APPOINTMENTS**

- 6.1 It is a condition of appointment for all governors that they must:
- (a) Declare their interests in the form prescribed by the Board
  - (b) Declare their eligibility for Board membership
  - (c) Agree to be bound by the Code of Conduct approved by the Board
  - (d) Undergo a satisfactory safeguarding check
- 6.2 With the exception of the Principal, to whom separate arrangements apply, the Board shall only appoint independent governors having first considered the advice of the Search & Governance Committee.

### PROCEDURE FOR THE ELECTION OF THE CHAIR OF THE BOARD

#### BIENNIAL APPOINTMENT

- 1 At the penultimate meeting before the expiry of the term of office of the Chair , the Board will consider whether to apply this procedure for the election of the Chair for the following two years. The current Chair shall leave the meeting during this discussion and another governor shall be selected to chair the meeting for this item. The Board may decide to waive the application of the procedure contained in paragraphs 2 – 4, but shall not do so for more than four consecutive years. Where the Board does waive the application of the procedure, the Chair shall be elected by a show of hands at the penultimate meeting and duly appointed.
- 2 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair 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. (NB. the Instrument of Government states that the Principal and the staff and student governors are ineligible for appointment as Chair or Vice-Chair).
- 3 The Clerk will make arrangements for a confidential ballot, either electronically or by preparing and distributing to all governors a ballot paper containing 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 in the Instrument of Government. If, for any reason, a candidate withdraws from the election, the process will continue with the remaining candidates.
- 4 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the current Chair shall have a second (casting) vote provided that person is not a candidate in the election. If the Chair is a candidate in the election ,the Clerk shall organise a re-election using the same procedure.

#### NON-ROUTINE APPOINTMENTS

- 5 In the event of the Chair becoming vacant, 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 for the appointment of the new Chair only.

- 6 The Clerk will write to all members of the Board inviting them to put their names forward if they are willing to be appointed to the position of Chair and/or to nominate another governor.
- 7 The Clerk will make arrangements for a confidential ballot to take place, either electronically or by preparing and distributing to all governors a ballot paper containing 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.
- 8 The Clerk will publish to the governors the name of the successful candidate. In the event of a tied vote, the vote cast by the Vice-Chair (or by the governor selected by the Board to act as Chair for this matter under paragraph 8) shall be counted twice (as a casting vote).
- 9 In the event that the Vice-Chair is subsequently appointed as Chair, the Clerk shall arrange the election of a replacement Vice-Chair in accordance with the procedure set out in paragraphs 4 and 5.
- 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. The term of office for the new Chair or Vice Chair shall be the unexpired term of office of the departing Chair or Vice Chair.



**ROLE AND RESPONSIBILITIES OF THE CHAIR**

1. With the support of the Clerk, to ensure :
  - (a) That appropriate issues are brought to the Board
  - (b) That the business at Board meetings is conducted efficiently and effectively
  - (c) That issues before the Board are debated fully and that all governors have the opportunity to contribute
  - (d) That discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk and wherever possible, the Vice Chair and any relevant committee Chair, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting, such action to be reported to the Board for information at the next available meeting.
4. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
5. To provide leadership for the Board.
6. Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
7. To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
8. To instigate disciplinary action against holders of senior posts should the need arise and call the necessary committee or panel to deal with the various stages of the procedure.
9. To call the necessary committee or panel to deal with staff disciplinary issues if the need arises.
10. To oversee and arrange appraisal of the work of the Clerk to the Governors.

11. To represent the College and the Board on appropriate occasions and in particular to handle relations with the media on behalf of the Board.
12. To ensure that arrangements exist for the induction and development of Board members.
13. To call a Special Meeting of the Board
14. To form a panel of three Governors to consider staff disciplinary appeals if appropriate.

**The time commitment of the Chair would be expected to average out at 10 hours a month.**

### **Role and Responsibilities of the Vice Chair**

1. The Vice Chair will deputise for the Chair in his or her absence. For any period deputising as the Chair, the above responsibilities will apply.
2. Where possible, the Vice Chair will assist the Chair in appraising the Principal and the Clerk.
3. The Vice Chair will be invited to assist the Chair in considering urgent actions

**The time commitment for the Vice Chair is expected to average out at 7 hours a month.**

### Purpose of the Role

1. As a Board Member, to assist in setting the strategic direction of the College;
2. To agree and monitor College targets, in support of delivering outstanding provision.
2. To look after the college's well-being and act in the best interests of the College at all times.
3. To ensure that the College remains in good financial health and uses public money to deliver quality and good value for money.
4. To both support and challenge the Executive in the decision-making process.

### Duties

5. These are specified in the Instrument and Articles of Government:
  - a) Determination of the educational character and ethos;
  - b) Articulation of the vision, values and strategic direction;
  - c) Approving the quality strategy of the institution;
  - d) Oversight and monitoring of college activities;
  - e) Effective and efficient use of resources;
  - f) Financial probity;
  - g) Safeguarding assets;
  - h) Approving annual estimates of income and expenditure and three-year financial plan;
  - i) Approving the strategic plan;
  - j) Appointment, grading, suspension, dismissal, appraisal and determination of the conditions of the Principal, designated staff (senior postholders) and the Clerk;
  - k) Setting the framework for the pay and conditions of service of all other staff;
  - l) Agreeing retention and achievement targets, monitoring achievements and standards;
  - m) Ensuring the correct policies and procedures necessary to fulfil its legal obligations.

### Accountabilities

6. To the College's learners and customers for the quality of experience and outcome.
7. The Government and Education and Skills Funding Agency for the use of public funds;
8. The local community, to meet local need.

9. The College staff (as an employer)

Governor Person Specification

**Core elements:**

10. Governors should be able to demonstrate:
- a) An active interest in further and higher education;
  - b) Commitment to lifelong learning and the role of the College as a major provider of education and training;
  - c) Commitment to promoting equality and diversity;
  - d) Commitment to quality and raising standards;
  - e) Willingness to promote the College within the community it serves;
  - f) Ability to work positively with others and to contribute as a member of the Board;
  - g) Agree policies and strategies and ensure these can be monitored and improved if necessary;
  - h) Ability to make reasoned decisions and to act honestly and diligently.
  - i) Commitment to attend Board meetings, committees (as required) and Governors' training.

**Generic Skills**

11. The skills which would be welcomed:
- a) Strategic Awareness;
  - b) Financial Awareness;
  - c) Critical listening and appraisal skills;
  - d) Ability to ask probing questions in an appropriate manner;
  - e) Integrity to act without self-interest;
  - f) Ability to work within a framework of collective decision-making;
  - g) Awareness of standards in public life;
  - h) Communication skills and the ability to influence.

**Eligibility**

12. There are eligibility criteria which prospective and existing governors must meet and which can be found in the declaration form at appendix 5

Further information about the role of a Governors can be found in the Code of Conduct at Appendix 8.

**The time commitment of being a governor should average out between 3.5-5 hours per month. This is dependent on committee memberships and other roles open to a Governor.**

## **ROLE OF THE CLERK TO THE GOVERNORS**

### **MAIN PURPOSE:**

- 1. To provide effective, independent and professional advice and support to the Board of Governors and the Principal**

In accordance with Article 3(3) of the Articles of Government, the Clerk shall be responsible for the following functions: -

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice

### **MAIN DUTIES AND RESPONSIBILITIES**

- 2. To ensure compliance by the Board of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by :**

- (a) Providing effective and efficient professional support and advice to the members of the Board of Governors and the Principal/management of the College.
- (b) Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed.
- (c) Ensuring that all appointments to the Board of Governors and its committees have been validly made.
- (d) Giving independent guidance on statutory, constitutional and procedural matters of governance.
- (e) Obtaining and making available professional advice for the Board of Governors and to individual governors in accordance with their role as governors.
- (f) Facilitating communication on Board matters between the Board, the Principal and senior staff of the College.

- (g) Administering those procedures approved by the Board of Governors for making information about the Board's business available to the public in accordance with the principle of transparency and open accountability.
  - (h) Ensuring the proper use and safe keeping of the Corporation Seal.
  - (i) Facilitating the induction and training of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities.
  - (j) Working in a manner which promotes equality & diversity.
  - (k) Undertaking such other duties as the Board of Governors may from time to time reasonably require.
  - (l) Maintaining a list of potential governors
3. In undertaking the above duties and responsibilities, the Clerk shall advise the Board if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk's advice, the following arrangements shall apply :
- (a) Clerk shall put his/her advice to the Board of Governors in writing, having first consulted such external agencies as he/she considers to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
  - (b) Should the Board continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies he/she considers appropriate, including the College's funding body, its internal and external auditors and the Department for Business, Innovation, and Skills (BIS).

The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

4. The Clerk is authorised to arrange for any complaint by a member of the public against the Board or against an individual governor to be investigated. The Clerk may report the matter to the Education and Education and Skills Funding Agency if in their judgement this is warranted by the nature of the complaint.

Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the

investigation to the Chair and the Board, as appropriate to the circumstances.

**PROCEDURE FOR THE REMOVAL OF A GOVERNOR OR OFFICE HOLDER**

**1 ABSENCE FROM MEETINGS**

1.1 The Clerk will be responsible for monitoring the attendance of governors at formally summoned Board and Committee meetings. If a governor has been absent from meetings of which (s)he is a member

- a) for a period of longer than six months;or
- b) for more than fifty per cent of meetings in one academic year

the Clerk will bring the matter to the attention of the the Search and Governance Committee, Principal and the Chair of the Board.

1.2 The Search and Governance Committee will consider the non-attendance, the Clerk having established the grounds for non-attendance from the Governor concerned.

1.3 The Chair shall then decide, on the recommendation of the Search and Governance Committee, whether the Board should consider the removal of the Governor at their next available Board meeting. In this case, the Governor concerned may address the Board on their grounds for absence before withdrawing from the Board to allow discussions to continue.

**2 INABILITY OR UNFITNESS**

1.4 Any question, regardless of its source, as to whether or not a governor may be unable or unfit to discharge the functions of a governor must be referred to the Clerk.

1.5 When such a question is brought to the attention of the Clerk he shall immediately notify the Chair of the Board. If it appears to the Chair that the matter should be pursued, he will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.

1.6 The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Search and Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting of the Search and Governance Committee. If the Search and Governance Committee considers that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.



### **3 BREACH OF THE CODE OF CONDUCT**

- 3.1 Any question, regardless of its source, as to whether or not a governor may be in breach of the code of conduct must be referred to the Clerk.
- 3.2 When such a question is brought to the attention of the Clerk he shall immediately notify the Chair of the Board.
- 3.3 The Chair, the Principal and the Clerk shall meet to determine whether or not the matter should be referred to the Search and Governance Committee. If the Search and Governance Committee consider that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the governor should be removed from office.

### **4 MEETINGS OF THE BOARD REGARDING THE REMOVAL OF A GOVERNOR**

- 4.1 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 4.2 The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice.
- 4.3 The governor shall be entitled to attend all parts of the meeting relating to whether he should be removed from office save that he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 4.4 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
- 4.5 The Board shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- 4.6 A governor removed from office shall have no right of appeal against the Board's decision.

## **1. REMOVAL OF A CO-OPTED MEMBER (NON-GOVERNOR) FROM A COMMITTEE**

- 5.1 A person co-opted by the Board to serve as a member of a committee (“the member”) may be removed from membership of that committee if he has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 5.2 In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 5.3 The member shall be notified of the time and place of the Board meeting at which the member’s removal is to be considered and the member has the right to provide written representations as to why he should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board’s decision.
- 5.4 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board’s decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 5.5 A co-opted member removed from membership of a committee shall have no right of appeal against the Board’s decision.

## **REMOVAL OF THE CHAIR**

### **6.0 INABILITY OR UNFITNESS OF THE CHAIR**

- 6.1 This procedure shall apply where there is any question of the Chair being unfit or unable to discharge the functions of Chair (as distinct from the office of governor (when procedures 1-4 shall apply)).
- 6.2 Any question, regardless of its source, as to whether the Chair may be unable or unfit to discharge the functions of their office must be referred to the Clerk.
- 6.2 When such a question is brought to the attention of the Clerk, he shall immediately notify the Vice Chair of the Board.
- 6.3 The Vice Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Search and Governance Committee, and, if necessary shall authorise the Clerk to convene a special meeting of the Search and Governance Committee.

- 6.4 If the Search and Governance Committee considers that there may be grounds for the removal of the Chair, they shall instruct the Clerk to convene a special meeting of the Board to consider whether the Chair should be removed from office.

## **7.0 MEETINGS OF THE BOARD REGARDING THE REMOVAL OF THE CHAIR**

- 7.1 Meetings of the Board at which the removal of the Chair is to be considered shall be convened by the Clerk giving at least seven days notice in writing to all parties entitled to attend the meeting.

The Chair should be provided with written notification setting out why the Board is considering taking such action and has the right to be accompanied and/or represented by a person of his/her choice.

- 7.2 The Vice Chair will chair a meeting at which the Chair's removal is being considered. If the Vice Chair is not present, the Board will elect a temporary Chair from among their numbers (other than the Chair).

- 7.3 The Chair shall be entitled to attend all parts of the meeting relating to whether he should be removed from office save that he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- 7.4 At the meeting, the reasons why consideration is being given to the removal of the Chair shall be explained and the Chair shall have the opportunity to state his case in full. Both the Chair and the Board shall have the right to examine witnesses if appropriate.

- 7.5 The Board shall decide whether or not the Chair should be removed from office. In either case the Clerk shall notify the Chair of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.

- 7.6 The Chair shall have no right of appeal against the Board's decision.

## **REMOVAL OF THE VICE CHAIR**

- 8.1 If there is any question of the Vice Chair being unfit or unable to discharge his duties, the procedures at points 6-7 shall be used except that the Chair will oversee proceedings and act in his full capacity of Chair.

**LAKES COLLEGE – WEST CUMBRIA  
BOARD OF GOVERNORS**

**REGISTER OF INTERESTS OF GOVERNORS AND SENIOR STAFF**

I ..... declare the following interests:

My Interests (see notes on reverse before completion)		
My spouse/partner's Interests		
Interests of other close relatives		
<i>Name</i>	<i>Relationship to me</i>	<i>Interests</i>

Signed : .....

Date : .....

## Notes on completion of Register of Interests:

1. Senior staff, for the purposes of declaration of interests, are defined as:
  - i. Principal
  - ii. Director of Finance and Corporate Services
  - iii. Any other member of staff designated by the Principal
2. Interests to be declared are any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect your judgement in relation to any aspect of the College's business. For guidance you should consider declaring the following interests :

### Financial Interests

- i. Remunerated employment, office, profession or other activity
- ii. Directorship of a company
- iii. Shareholdings (greater than 5%) in a company (senior staff must declare all shareholdings)
- iv. Partnership in a business or professional partnership
- v. Consultancies (whether or not remunerated)
- vi. Trusteeship of a trust where you or your spouse/partner or a member of your family may be a beneficiary
- vii. Gifts or hospitality offered by outside bodies and arising from your position as a governor or as a senior staff member
- viii. All known financial interests with the College, such as provision of goods and services or remuneration for lectures or academic consultancies

### Personal Interests

- i. Membership of another public body, including :
  - Local Authorities
  - Health Authorities
  - NHS Trusts
  - School or College Governing Bodies
  - Learning & Skills Councils
- ii. Unremunerated posts, honorary positions and other positions that might give rise to a conflict of interest or of trust
- iii. Membership of closed organisations
- iv. "Other close relatives" includes father, mother, brother, sister, child, stepchild or grandchild.

**Policy:** Conflict of Interest Policy

**Policy Ref:** AP/1SM/SP103

**Approved By:** Chairman

**Date:** December 2018

**Signature:**

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**1. Purpose**

The purpose of this policy is to protect the integrity of the College's decision-making process, to enable our stakeholders to have confidence in our integrity, and to protect the integrity and reputation of our Governors and staff.

**2. Scope**

The policy covers all actual conflicts of interest of any Governor or member of staff and but also includes perceived conflicts of interest, where allegiances may have an effect on the College's business or reputation.

**3. Responsibility**

All Governors and Staff of Lakes College West Cumbria will strive to act at all times in the best interests of the College and to avoid any conflict of interest between the interests of the College on the one hand, and personal, professional and business interests on the other.

Examples of conflicts of interest might include:

- 1 A Governor or member of staff, who must decide whether fees should be increased and who has a close family relative who is a user of the College.
- 2 A Governor who has a close family relative who is a member of staff and there is decision to be taken on staff pay and/or conditions.
3. A member of staff who has a family relative or close acquaintance on their course.

4 A Governor who is also on the Board or Governing Body of another organisation that is competing for the same funding or contract.

5 A member of staff or a Governor who has a financial interest in a business that may be awarded a contract to do work or provide services for the organisation, or who has a close family member in a similar position.

#### **4. Policy or Procedure**

Upon appointment each Governor and member of staff who will assume responsibility for a budget, will make a full, written disclosure of interests, such as relationships, and posts held, that could potentially result in a conflict of interest. This written disclosure will be kept on file by the Clerk and will be updated on an annual basis.

In the course of meetings, Governors or staff will disclose any interests in a transaction or decision where there may be a conflict between the organisation's best interests and their own best interests or a conflict between the best interests of two organisations that the Governor or member of staff is involved with. They should also disclose any circumstances which could give rise to the perception of a conflict of interest, in accordance with the public interest test.

'If a member of the public, who knows the relevant facts, would reasonably think your personal interest is so significant that it is likely to prejudice your judgement of the College's best interests.'

Governors or staff should further declare any such interest at the start of any meeting at which a conflict of interest may arise, or immediately at any point during the meeting when a conflict of interest becomes evident. That Governor or member of staff should withdraw from discussions where a conflict of interest has been confirmed. Any such action will be noted in the minutes.

See also:

Financial Regulations – Bribery Act and Register of Gifts and Hospitality  
Standing Orders – Code of conduct of the Governing Body.  
Whistle-blowing policy

**Do:**

Keep your register of interests up-to-date.

Seek advice if you are unsure whether you have a conflict of interest or not.

Always declare an interest even if you are unsure of the nature of discussions (you will not be required to withdraw if it is judged that your interest does not prejudice the decision-making process).

**Don't:**

Use your position improperly for personal gain or to advantage your friends, close associates or any other organisation with which you have an allegiance.

Disclose confidential information.

Bring the corporation into disrepute.



**LAKES COLLEGE – WEST CUMBRIA  
BOARD OF GOVERNORS  
DECLARATION OF ELIGIBILITY  
FOR BOARD MEMBERSHIP**

I ..... declare that:

To the best of my knowledge, I am fit and able to discharge the functions of a member of the Board.

I am not currently adjudged bankrupt, nor am I 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, nor have I made a composition or arrangement with creditors, including an individual voluntary arrangement

- (a) I have not, within the last five years, been convicted, whether in the United Kingdom or elsewhere, of any offence and received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine.
- (b) I have not, within the last twenty years, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years.
- (c) I have not, at any time, been convicted as set out in paragraph (a) and received a sentence of imprisonment, whether suspended or not, of more than five years.
- (d) I have not at any time been convicted of sex or child abuse, or abuse of a vulnerable person, and I am not on the sex offenders register.
- (e) I do not have unspent convictions or sanctions for any of the following offences:
  - Specified terrorism, money laundering or bribery offences;
  - Misconduct in public office, perjury or perverting the course of justice;
  - Attempting, aiding or abetting any of the above offences;
  - Contravening a Charity Commission Order of Direction (or disobeying a Charity Commission order).
- (f) I am not a designated person under specific anti-terrorist legislation;
- (g) I am willing to undergo a Disclosure and Barring Service check and have no reason to believe that it should not be successful.

*Staff & student governors only:*

I have not, within the last ten years, been removed from office as a governor of a further education college.

I have received a copy of the Standing Orders and will abide by the Code of Conduct set out therein.

**Signed:** ..... **Date:** .....

**CONSTITUTION &  
TERMS OF REFERENCE  
OF COMMITTEES  
AND  
SCHEME OF DELEGATION**

## **A. Reservations to the Board of Governors**

There shall be reserved to the Board the powers and duties with regard to the following matters.

1. The determination of the educational character and mission of Lakes College – West Cumbria (“the College”).
2. The approval of the annual estimates of income and expenditure.
3. Ensuring the solvency of the College and the Corporation and the safeguarding of their assets.
4. The appointment of the Principal, a Senior Post Holder or the Clerk to the Governors.
5. The modifying or revoking of the Articles of Government of the Corporation (“the Articles”).
6. The determination of the number of members of the Board and any variation thereof.
7. The appointment of a Chair and a Vice-Chair of the Corporation or of any meeting of the Corporation from which both the Chair and Vice-Chair are absent.
8. The determination of the period of office of the Chair and Vice-Chair.
9. The removal from office of the Chair or Vice Chair as set out in clause 6 (6 & 7) of the Instrument of Government.
10. The determination of the length of term of office of any member of the Corporation subject to a maximum term of 4 years.
11. The removal from office of any member if the Corporation is satisfied as set out in clause 10(2) of the Instrument of Government.
12. The establishment of committees of the Corporation, with the exception of disciplinary committees or panels as set out in Appendix 3..
13. The constitution and functions of committees of the Corporation and the delegation of any powers, functions or duties to such committees.
14. The appointment of members to committees of the Corporation and lead governors.
15. The determination of any change of name of the Corporation subject to the approval of the Secretary of State.
16. The determination of which staff posts within the College shall be defined as senior posts of the College (such posts being referred to

throughout these terms of reference and scheme of delegation as “Senior Posts”).

17. The making of rules for the disciplinary and dismissal procedures of senior post-holders and the Clerk to the Governors and for appeals against such action, including the requirement to carry out a preliminary investigation where required.
18. The dismissal or administration of a disciplinary sanction (if appropriate) of the Principal, Senior Posts or the Clerk, on the recommendation of a special committee of 3 members of the Corporation to be determined by the Chair (or in his absence the Vice Chair) (in accordance with Article 10 of the Articles).
19. The payment of compensation to Senior Postholders in the event of the early termination of their contract.
20. The making of standing order rules and bye-laws concerning matters with regard to the government and conduct of the College.
21. To approve significant (to be determined by the Chair in consultation with the Principal) changes to other policies and strategies as follows: :

Quality Strategy; Health and Safety Policy; the Safeguarding Policy; Equality and Diversity policy; Whistle-blowing policy; Internet Security Policy; Data Protection Policy; Freedom of Information; Tuition Fees Policy; Risk Strategy; Learner Engagement Policy.

and any other policies and strategies as may be determined from time to time by the Corporation.

22. Key decisions, which have an impact of +/- £50,000, or which refer to high or very high risks, or which will have a significant impact on policy, reputation or operations.

## **B. Delegations to Committees**

1. There shall be delegated to committees of the Corporation the powers specifically contained and listed in this Scheme of Delegation subject to the limitations and conditions referred to.

## **C. Delegation to Chair**

1. There shall be delegated to the Chair of the Corporation or in his absence the Vice-Chair the powers contained in the Standing Orders, subject to the limitations and conditions referred to.

## **D. Delegation to Principal**

1. There shall be delegated to the Principal (who may in turn delegate to a holder of a Senior Post if permitted by the Articles) any powers contained in this Scheme of Delegation and will have responsibility for;
  - a) Informing the Corporation, its Committees or the Chair as appropriate, of all significant matters, achievements, activities and events related to the work of the college.
  - b) Determining the employment policies of the College and reporting significant changes to the Corporation.
  - c) Setting a framework for the pay and conditions of service of staff (except senior postholders, as from time to time defined) and reporting any significant changes to the Corporation.
  - d) Approval of settlement agreements below an agreed threshold in line with the approved policy on settlement agreements.
  - e) Setting a framework of rules relating to the conduct of staff (except senior postholders) including discipline, grievance, dismissal and suspension procedures, and reporting significant changes to the framework to the Corporation.
  - f) Determining the quality strategy and taking responsibility for the high quality of provision and services of the college to meet the needs of students and stakeholders as reflected in high levels of attainment rates and customer satisfaction for Further and Higher Education students, apprentices and employers.
  - g) To ensure an inclusive and learner-centred approach is adopted by all staff in their approach to students;
  - h) Ensure compliance with statutory obligations and policies, including Health and Safety; Safeguarding & Prevent; Equality and Diversity; Consumer Law; and Data Protection.
  - i) Setting a framework of rules relating to the conduct of students, including suspension, expulsion, discipline, academic appeals and complaints procedures, and reporting significant changes to the framework to the Corporation.
  - j) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students, and reporting annually to the Corporation.
  - k) Preparing the College's responses and communications to other organisations (including the ESFA) in accordance with Corporation Policy.

- l) The management and appraisal of the other Senior Postholders.
  - m) To accept grants and sign contracts on behalf of the college.
  - n) The Principal (in addition to the Chair) may sign documents which give effect to a decision taken by the Corporation.
  - o) To fulfil the duties of Accounting Officer for both **Higher and Further Education**.
  - p) **To sign the corporate governance and internal control statement and the financial statements in their Role as Accounting officer. This will include interim statements to be signed on the point of departure, as outlined in the Audit Code of Practice.**
2. The Principal and Chief Executive shall not cause or allow any practice, activity, decision or organisational circumstance that is unlawful, imprudent, or in violation of generally accepted business and professional ethics or generally accepted accounting principles.
3. With respect to the treatment of students and staff of the organisation, the Principal and Chief Executive shall not cause or allow any practice, activity, decision or organisational circumstance that would cause or allow conditions that are unsafe, unfair or undignified.

## **AUDIT COMMITTEE**

### **Constitution**

1. The committee will consist of five members, a majority of whom must be independent governors (ie three), but excluding
  - the Chair of the Corporation
  - the Principal
  - Senior Postholders
  - Lead governors for Finance and Resources
  - Governors who have significant interests in the College or any other executive role.

One member may be a co-opted member.

Collectively, the Committee will have a range of skills and experience relevant to risk, governance, finance, audit, assurance and control.

A staff governor may be appointed where it is felt that their experience will assist the committee in their understanding, but the Committee will be mindful of conflicts of interest.

2. The term of office of the Chair will be two years. The Chair may be re-appointed for a further term provided that they are eligible.
3. The Committee shall be quorate when at least three members or 40% are in attendance, whichever is the greater. .
4. The Committee shall meet at least three times in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
6. The Committee has an advisory role and may not take decisions on behalf of the Board.
7. Members of the Audit Committee will undertake audit training following evaluation of their skills and experience.

## Terms of Reference

- 1 To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the college's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- 2 To recommend the annual financial statements (including the annual report and state of corporate governance and internal control) to the Corporation for approval.
- 3 To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards. Re-tendering must take place every five years.
- 4 To advise the Corporation on the scope and objectives of the work of the internal auditor and the financial statements auditor, and where additional services were provided, how independence and objectivity were safeguarded.
5. To advise the ESFA of any resignation or removal of the External auditors before the end of their contract, which should include a statement from the auditors in the case of resignation, and from the Committee in the case of removal.
- 6 To ensure effective coordination between the internal auditor and the financial statements auditor.
- 7 To consider and advise the Corporation on the audit strategy and annual internal audit plan. The audit committee will have due regard to the risk register in considering the audit strategy.
- 8 To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and management's responses to these.
- 9 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, and the financial statements and regularity auditor's management letters, and of any reports submitted by other providers of audit and assurance services to the College.
- 10 To monitor the effectiveness of the internal auditor and financial statements auditor and provide an opinion on the price and quality of the audit service.



- 11 To produce an annual report for the Corporation, which is considered by the Corporation in advance of their approval of the Statement of Corporate Governance and Internal Control in the Annual Accounts, and which is submitted to the Education and Skills Funding Agency with the Financial Statements.

The annual report should summarise the Committee's activities relating to the financial year under review, including:

- any significant issues arising up to the date of preparation of the report, including those arising from the reports of audit and assurance providers;
- the dates of appointment of the external auditors and the remaining terms of contract;
- the number of meetings held in the year and attendance records for each audit committee member;
- the Committee's view of its own effectiveness and how it has fulfilled its terms of reference;
- the Committee's opinion on the adequacy and effectiveness of the college's audit arrangements, its framework of governance, risk management and control;
- the Committee's processes for securing economy, efficiency and effectiveness.

- 12 To oversee the College's policies on fraud and irregularity; theft, bribery and corruption; and whistleblowing, and ensure that the proper, proportionate and independent investigation of all such allegations and instances is carried out; and .

- To receive the outcomes of any such investigations and ensure that the external and internal auditors have been informed and that appropriate follow-up action had been put in place.
- To ensure that all significant cases of fraud or suspected fraud or irregularity, or any other major weakness or breakdown in the control framework, such as cybercrime, are reported to the ESFA and any other relevant funding providers in line with the Post-16 Audit Code of Practice.
- To ensure that risks around fraud have been identified and controls put in place to mitigate them.

- 13 To investigate any activity within the committee's terms of reference

- 14 To seek any relevant information it requires from the internal auditor, the financial statements auditor, the funding auditor, governors, other committees, College employees, College subcontractors or other third parties.

**Delegated Matters (from the Corporation):**

The Audit Committee is authorised to

- 1 To obtain external professional advice where required.
- 2 To call for and scrutinise any reports or other documents relating to the affairs of the College which may impact upon the Committee's audit role.

## SEARCH AND GOVERNANCE COMMITTEE

### Constitution

- 1 The membership of the Committee shall be the Chair and Vice Chair of the Board of Governors (ex-officio), the Principal and up to three eligible members of the Board.
- 2 A Governor, other than the Chair of the Corporation, shall act as the Chair of the Committee.
- 3 The Committee shall meet at least twice in each academic year and on such other occasions, in agreement with the Committee Chair, as are necessary to fulfil the terms of reference
- 4 The Committee shall be quorate when at least three members are in attendance.
- 5 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### Terms of Reference

(Nothing in these terms of reference shall override or replace the statutory duty of the Clerk to advise the Board under Article 3(3) of the Articles of Government)

1. To advise the Board of Governors on the constitution of the Board, including :
  - i. The total number of members and make up of the Board
  - ii. The blend of skills required on the Board
  - iii. The procedure for the selection of new governors
  - iv. The criteria and procedure for removal of existing governors
  - v. Governors' terms of office
  - vi. The code of conduct for governors
  - vii. The register of governors' interests
  - viii. Governor training
  - ix. Board Performance (to include feedback on meeting performance by those 'independent' committee members not directly involved in running the meetings).
  - x. Individual governor performance evaluation
  - xi. The effectiveness of the Board's decision making processes following review on an annual basis
  - xii. The membership of committees of the Board
  - xiii. The appointment of lead Governors
  - xiv. The appointment and appraisal of the Clerk to the Governors

In providing their advice, the Committee shall take into account the parameters set by legislation and the guidance available on good governance from the ESFA, the AoC and other bodies such as the Committee on Standards in Public Life.

2. Before the expiry of the term of office of existing governors or upon a vacancy arising on the Board, to conduct the approved selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.
- 3 To consider proactively and on an ongoing basis the blend of skills required on the Board and to search actively for potential new Board members.
- 1 To place an advertisement as required in the regional/local media seeking persons willing to add their name to the list of potential governors.
5. To direct approaches to appropriate local companies and partner organisations, where the skills and experience base would be likely to support current Board priorities and be complementary to existing membership.
- 6 To oversee the maintenance by the Clerk to the Governors of a list of potential governors.
- 7 In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board.

## REMUNERATION COMMITTEE

### Constitution

1. The membership of the Committee shall be the Chair, and three other eligible members, which shall exclude all staff and student members. .
2. The Vice Chair, if not already a member of the Committee, may attend as an observer.
3. A Governor other than the Chair of Corporation shall act as Chair of the Committee. .
4. The Committee shall be quorate when at least three members are in attendance.
5. The Committee shall meet at least once in each academic year.
6. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
7. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate; such persons shall not have a vote, but shall be entitled to speak at the meeting.
8. The Committee shall have powers delegated by the Corporation to decide on the remuneration of Senior Postholders and the Clerk to the Corporation and shall inform the Board of decisions taken.
9. In the event of the early termination of the employment of Senior Postholders, the Committee shall make recommendations to the Board on any compensation (including the augmentation of pension benefits) which may be payable .
10. The Committee may invite Senior Postholders to attend meetings when necessary, but they must leave the meeting when their remuneration package is being considered.
11. The Clerk will leave the meeting when his/her remuneration package is being considered, during which time a Member of the Committee will record proceedings.

## Terms of Reference

12. The Committee shall review and determine the specific remuneration packages of the Senior Postholders and of the Clerk to the Corporation on an annual basis so as to:
  - Ensure that they are fairly rewarded for their individual contributions to the College's overall performance; and
  - Demonstrate to the public that their pay is set by a committee which has no personal interest in the outcome of its decisions and which gives due regard to the interests of the public and the financial health of the College.
13. In determining the above mentioned remuneration packages, the Committee will consider the following component elements:
  - basic salary;
  - benefits in kind;
  - pension provisions;
  - the main terms and conditions in each service agreement, with particular reference to notice provisions.
14. As part of their evaluation process the Committee will take account of:
  - pre-established performance goals and objectives;
  - an appropriate peer group;
  - sector bench-marking, and in particular, the agreed formula for applying sector bench-marking in relation to performance;
  - the pay award for college staff;
  - appropriate measures of national economic performance;
  - local influencing factors (such as recruitment and retention rates)
  - any policy or framework decisions approved by the Corporation which may affect the pay and conditions of senior postholders.
15. The Clerk to the Committee shall keep minutes of the meetings of the Committee and report these to the Corporation Board on a strictly confidential basis at which point the Senior Postholders, staff and student members will be required to withdraw from the meetings.

Lakes College Board  
Quality Improvement Working Group  
'Terms of Reference'

1. The Quality Working Group is an advisory group which reports to the Board.
2. The Quality Improvement Working Group will:
  - Receive and consider reports and updates on the Continuous Improvement Plans;
  - Consider the Self-assessment of individual curriculum areas in advance of Board approval of the final SAR report.
3. Membership shall be no more than five and a Chair shall be elected from among the members at the first meeting of the working group, nominations having been requested in advance. Quorum will be 40% or 3 whichever is the greater.
4. The working group will meet as required.

## Finance and Corporate Working Group

1. The Finance and Corporate Working Group (FCWG) is an advisory Group which reports to the Board.
2. The FCWG will:
  - Consider opportunities for business development and growth and monitor key performance indicators;
  - To monitor efficiency in greater depth through key performance indicators, budget and individual reporting;
  - To consider and monitor any issues the working group or the board may consider is having an undue impact on financial health;
  - To provide strategic input into financial planning in the budget-setting process.
  - To consider self-assessment reports of business areas in advance of Board approval of the final SAR.
3. Membership shall be no more than five and may include co-opted Members. The Chair, who will be a member of the corporation, shall be elected from among the working group.
4. Quorum shall be 3 or 40%, whichever is the greater.
5. The working group will run from 1 September 2016 to 31 July 2017, when the Board will review the continued need for the working group in light of performance.
6. The working group will meet at least termly.



## **APPOINTMENT OF LEAD GOVERNORS**

The Governing Body will appoint Lead Governors for Equality and Diversity; for Safeguarding and Prevent; for Health and Safety, for Teaching and Learning (including English and Maths); for special educational needs and for Finance & Resources.

Members of the Audit Committee may not also be a lead governor for Finance & Resources.

### **Role**

The role of the Lead Governor is to initiate questioning during Boardroom discussion of these subjects, in the expectation of secondary questioning by all Governors who are expected to have a knowledge of these areas.

Lead Governors for Equality and Diversity, for Safeguarding & Prevent, for special educational needs, and Health and Safety will be afforded the opportunity of linking with College staff and offered the opportunity to attend college meetings as an observer and may have additional roles as set out below

### **Responsibility**

Equality and Diversity, Safeguarding Prevent; Health and Safety and Finance and Resources are collective responsibilities of the Board.

### **SEN Governor Job Description**

- To develop a greater understanding of SEN systems and practices and statutory duties;
- To consider (with the Clerk) opportunities for compliance with statutory duties to be tabled to the Board;
- Raise awareness of SEN & Disability issues at Governing Body meetings;
- To question the extent to which SEN/disabled pupils have access to a broad and balanced curriculum;
- To assist in providing feedback to the Board on stakeholder satisfaction or any other matter arising;
- To meet with the Head of Additional Learning Support on at least a termly basis in support of the above.

**LAKES COLLEGE – WEST CUMBRIA  
BOARD OF GOVERNORS**

**POLICIES**

1. Attendance at Board meetings by members of the public is welcomed except where confidential items are to be discussed as set out in the standing orders.

**2 Attendance at committee meetings by persons who are not committee members**

- 1.1 Meetings of committees of the Board shall not be open to members of the public and representatives of the press.
- 1.2 With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which he/she is not a member.
- 1.3 Subject to paragraph 1.7 below, the Principal shall be entitled to attend meetings of any committee of which he/she is not a member except for the Audit Committee which he/she shall attend only if requested to do so by the Chair of the Committee.
- 1.4 The Clerk to the Governors shall be entitled and expected to attend meetings of all committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 1.5 The Principal is authorised to invite other members of staff to attend committee meetings, except where confidential staff matters are to be discussed.
- 1.6 The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.
- 1.7 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Governors unless the provisions of paragraph 1.4 apply.

**2 Minutes of Committee Meetings**

- 2.1 Formal minutes of committee meetings will be prepared and submitted to the next ordinary meeting of the Board. Where appropriate, items

which are confidential in terms of the following criteria may be prepared and submitted separately.

- (a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board
- (b) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- (c) Items containing personal information relating to an individual
- (d) Information provided in confidence by a third party who has not authorised its disclosure
- (e) Where appropriate, professional advice received from or instructions given to the College's professional advisers
- (f) Discussion of any legal proceedings in which the Board is involved
- (g) Information planned for publication in advance of that publication
- (h) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests