

FRANKLIN COLLEGE TRUST

STANDING ORDERS

2025/26

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FRANKLIN COLLEGE TRUST

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Franklin College Trust

STANDING ORDERS OF FRANKLIN COLLEGE TRUST

1. INTRODUCTION

Nothing in this document is intended to override the Articles of Association of Franklin College Trust, a company limited by guarantee and registered in England and Wales, company number 16668099. These Standing Orders are intended to cover a range of issues that will document how the Board of Directors meets its responsibilities and exist to benefit the governance process.

1.1 Interpretation

In these Standing Orders:

- “Trust” means Franklin College Trust;
- “College” means the Franklin Sixth Form College;
- “Board of Directors” means the Governing Body of the Franklin College Trust, also referred to as the “Board” or “the Directors”;
- “Local Governing Board” means a Local Governing Board of the Board of Directors;
- “Local Advisory Board” means a Local Advisory Board of the Academy, Franklin Sixth Form College;
- “Chair” means the Chair of the Board of Directors or Chair of the Local Governing Body or Chair of a Local Advisory Board as the context requires;
- “Vice Chair” means the Vice Chair of the Board of Directors or Vice Chair of the Local Governing Body or a Local Advisory Board as the context requires;
- “Member” means an individual appointed to the Board of Members of the Franklin College Trust
- “Directors” means the directors of the Franklin College Trust and “Director” means any one of those Directors as an individual appointed to the Board of Directors;
- “Community Governor” or “Staff Community Governor” or “Student Community Governor” or “Parent Community Governor” or “Governor” means a person who is not a Director but who is appointed to and therefore is a member of the Local Governing Body or Local Advisory Board;
- “Principal” means the Principal and Chief Executive Officer of the Franklin College Trust;
- “Governance Professional” means the Clerk to the Members, Directors and Community Governors.

1.2 Every Member, Director and Community Governor will be bound by these Standing Orders.

2. COMPOSITION

2.1 The Board of Directors of the Franklin College Trust will determine its membership in line with the company's Articles of Association (Articles 45 – 79). The following structure is outlined in the Articles:

- The number of Directors may be not less than 3;
- Up to 12 Member appointed Directors;
- Co-opted Directors as defined by Article 58 – no limit.
- At least 2 parent Community Governors (Articles 53 – 56);
- Up to 2 staff Community Governors (one teaching staff member, one support staff);
- Up to 2 student Community Governors;
- Provided the Principal agrees to act, the Members may appoint the Principal as a Director (Article 57).

2.2 A list of the names of Directors of the Board will be published on the Trust's website. Persons wishing to contact Directors may do so by contacting the Governance Professional.

3. TERMS OF OFFICE OF DIRECTORS AND COMMUNITY GOVERNORS

3.1 Directors will be appointed for a maximum term of office of 4 years from the date upon which their appointment is approved by the Members.

3.2 Community Governors will be appointed for a maximum term of office of 4 years from the date which their appointment is approved by the Directors.

3.3 The term of office may be shorter than four years for any Director if the Members determine this at the time of appointment of such Director.

3.4 The term of office may be shorter than four years for any Community Governor if the Directors determine this at the time of appointment of such Community Governor.

3.5 Co-opted Governors will be appointed for a maximum term of office of 4 years from the date upon which their appointment is approved by the Board of Directors.

3.6 The term of office may be shorter than four years for any Co-opted Governor if the Board of Directors determines this at the time of appointment of such Governor.

3.7 Parent Community Governors will be appointed at the period of time they are parents of students under the age of 19 years attending Franklin Sixth Form College.

3.8 Student Community Governors will be appointed for the period of time they are students attending Franklin Sixth Form College

3.9 The Governance Professional will write to new or reappointed Directors and Community Governors giving details of their term of office.

- 3.10 A Director may resign his/her office at any time by giving notice in writing to the Governance Professional. However, if this leaves fewer than three Directors on the Board, then the notice of resignation will take effect only when another Director has been appointed.
- 3.11 In recognition of the recommendations of the Committee on Standards in Public Life, a Director or Community Governor may not serve for more than two consecutive terms of office, that is, a maximum period of eight consecutive years.

4. APPOINTMENT AND COMPOSITION OF MEMBERS

- 4.1 The Members of Franklin College Trust will comprise:
- the signatories to the Memorandum of Association (until such time as they cease to be a Member);
 - any person appointed under Article 15A of the Articles of Association.
- 4.2 The minimum number of Members will not be less than three and this will constitute the quorum for meetings.
- 4.3 An employee of the Franklin College Trust may not be a Member.

5. APPOINTMENT TO THE BOARD OF DIRECTORS

- 5.1 Directors will be appointed by the Members of the Trust.
- 5.2 The Board of Directors is responsible for ensuring its composition is suitable in all respects to meet its need in managing its affairs. A Skills Audit of Directors will be undertaken every year, so Members and the Board are kept informed as to the most appropriate experience and skills needed at any one time.
- 5.3 Directors, at the end of their term of office, will be eligible for reappointment, subject to an evaluation by the Members of the contribution, skills and experience of the individual member, and according to the criteria set out in the Articles of Association.

6. STAFF COMMUNITY GOVERNOR APPOINTMENTS

When a vacancy is to be filled for the role of Staff Community Governor, the following procedure will take place:

- A process of nomination and election shall be communicated to all staff by the Governance Professional and then held.
- The elected candidate will be endorsed as the Staff Community Governor by the Board of Directors.

7. PARENT COMMUNITY GOVERNOR APPOINTMENTS

- 7.1 When a vacancy is to be filled for the role of Parent Community Governor, parent community governors will be elected or, if the number of parents standing for election is less than the number of vacancies, appointed. The elected parent (or, if the number of parents standing for election is less than the number of vacancies, appointed) must be the parent of a student who is registered at the College and is not above the age of 19 when the appointment is made.
- 7.2 The Directors will make all necessary arrangements for, and determine all other matters relating to, an election of the parent community governors. Any election which is contested will be held by secret ballot.
- 7.3 For the purposes of any election of Parent Community Governors, any parent of a student registered at the College will be eligible to vote.

8. STUDENT COMMUNITY GOVERNOR

When a vacancy is to be filled for the role of Student Community Governor, the following procedure will take place:

- A process of self-nomination whereby all interested students put themselves forward for the position of Student Community Governor.
- The student body will be invited to take part in an election to vote for the student candidate they feel would be most suitable for the position of Student Community Governor.
- The elected candidate will be endorsed as the Student Community Governor by the Board of Directors.

9. PERFORMANCE OF APPOINTMENT CHECKS

Prior to being approved by the Board of Directors, the Governance Professional will ensure that any individual applying for the position of Member, Director or Community Governor has satisfactorily passed any background checks including an enhanced DBS check as determined relevant by the Board and is eligible to become a Director or Community Governor according to the criteria specified in the Articles of Association.

10. EXPENSES

Members, Directors and Community Governors are able to claim travelling, subsistence or other allowances in accordance with the policy approved in respect of the reimbursement of expenses. This excludes any expenses incurred in relation to foreign travel. All claims must be authorised as per the expenses policy.

11. APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE BOARD OF DIRECTORS

- 11.1 The Directors will appoint a Chair and a Vice Chair each academic year from among their number.
- 11.2 The Chair and the Vice Chair will be elected for a term of 1 year. The Principal is not eligible for appointment as Chair or Vice Chair.
- 11.3 Nominations must be supported by a proposer and a seconder, and the nominee must agree to the nomination.
- 11.4 The Governance Professional will preside over the election of a Chair and the Chair will preside over the election of a Vice Chair.
- 11.5 In the event of more than one nomination being received for each post, the Chair and Vice Chair will normally be appointed by a show of hands by the Directors present and voting at the meeting. However, if demanded by any one Director, the Chair and/or the Vice Chair may be elected by secret ballot to be organised by the Governance Professional.
- 11.6 The Chair or Vice Chair may resign their office at any time by giving notice in writing to the Governance Professional.
- 11.7 At the last or at the first meeting before the expiry of the term of office of the Chair or a Vice Chair or, following the resignation of the Chair or a Vice Chair, the Directors will appoint a new Chair or Vice Chair, as the case may be, from among their number.
- 11.8 At the expiry of their term of office, the Chair or Vice Chair will be eligible for reappointment.
- 11.9 If both the Chair and the Vice Chair are absent from any meeting of the Board of Directors, the Directors present will choose one of their number to act as Chair for that meeting, provided that the Director chosen will not be the Principal.

12. APPOINTMENT OF CHAIRS AND VICE CHAIRS OF LOCAL GOVERNING BODY AND LOCAL ADVISORY BOARDS

The Chairs and Vice Chairs of the Local Governing Body and Local Advisory Boards will be elected annually by the particular Local Governing Body or Local Advisory Board. No member, other than the Chair of the Board of Directors, will be Chair of more than one Local Governing Body or Local Advisory Board.

13. TERMINATION OF MEMBERSHIP

- 13.1 If at any time the Members are satisfied that any Director:

- (i) has been absent from all meetings of the Board of Directors and of any Local Governing Body or Local Advisory Boards of which s/he is a member for a period of longer than six consecutive months, without the permission of the Board of Directors, or
- (ii) is unable or unfit to discharge the functions of a Director, or
- (iii) after appointment becomes a member of staff (for example, enters into a contract of employment with the College)

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

13.2 If at any time the Members consider it in the best interests of the Board that a Director stands down, then the Members may, by notice in writing to that Director, remove the Director from office and the office shall then be vacant.

13.3 If at any time the Members consider it in the best interests of the Board that a Director for the time being not act as such, then the Members may by notice in writing suspend the membership of a Director and, during that period of suspension, the Director shall not be entitled to attend any meetings of the Board of Directors or its Local Governing Body or Local Advisory Boards.

13.4 The Board of Directors may suspend a Community Governor if that Community Governor:

- (i) has been absent from all meetings of any Local Governing Body or Local Advisory Board of which s/he is a member for a period of longer than six consecutive months, without the permission of the Board of Directors, or
- (ii) is unable or unfit to discharge the functions of a Community Governor, or
- (iii) after appointment becomes a member of staff (for example, enters into a contract of employment with the College).

14. ATTENDANCE AT MEETINGS OF THE BOARD, LOCAL GOVERNING BODY AND LOCAL ADVISORY BOARDS

14.1 Directors are expected to attend meetings of the Board of Directors and appropriate Local Governing Body or Local Advisory Board meetings while Community Governors are expected to attend the Local Governing Body or Local Advisory Board meetings of which they are a member. A very high level of attendance at all meetings (at least 75%) is expected for the efficient and effective running of the governance structure

14.2 Every Director or Community Governor attending a Board or Local Governing Body or Local Advisory Board meeting will be noted on the attendance sheet provided for that purpose.

14.3 Should a Director or Community Governor be aware that, for a defined period of time during their term of office, they are unable to attend meetings due to working away from home, long-term medical treatment or other commitments, then they should notify the Governance Professional, giving details of the nature of their commitment and anticipated timescale. This information will be reviewed by the Chair of the Board of Directors and at the next meeting of the Board and at the discretion of the Chair, the Director/Community Governor will be granted a leave of absence from meetings during the period. This period would not normally extend beyond one year.

15. MEMBER, DIRECTOR AND COMMUNITY GOVERNOR ELIGIBILITY

15.1 All Members, Directors and Community Governors must sign a Governor Eligibility form on appointment and annually thereafter.

15.2 Should any person become ineligible to continue to serve during their term of office (e.g., in the circumstances of unpermitted absence of six months, bankruptcy, insolvency, disqualification/mismanagement as a Company Director or Charity Director, conviction of a criminal offence, failure to provide a criminal records certificate at enhanced disclosure level), they should immediately inform the Governance Professional who will inform the Board. In such circumstances, this person would be removed from office by virtue of being ineligible to continue in their role.

16. DUTIES AND RESPONSIBILITIES OF MEMBERS

16.1 Franklin College Trust, as a charitable company limited by guarantee, has Members who are the guardians of the governance of the Trust. The Academy Trust Handbook recommends that a majority of Members should be independent of the Board of Directors, to ensure a significant degree of separation between the individuals who are Members and those who are Directors. Distinction between the two layers ensures that Members, independent of Directors, provide oversight and challenge.

16.2 They:

- are the subscribers to the Trust's Memorandum of Association and the Articles of Association (where they are founding members). Thereafter, they retain responsibility for the existence and constitution of the Trust;
- may amend the Articles of Association, subject to any restrictions in the Articles, the Funding Agreement or charity law;
- ensure the Trust's charitable objectives are being met and the success of the Trust;
- appoint new Members, ensuring that appropriate procedures are in place for their appointment, or remove existing Members;
- have powers to appoint and remove Directors;
- meet once a year at their Annual General Meeting;
- may, by special resolution, issue direction to the Directors to take specific action;

- appoint and remove the Trust’s auditors;
- receive the Trust’s audited annual accounts at their AGM (subject to the Companies Act); and
- have the power to change the name of the company and, ultimately, dissolve the Academy Trust.

16.3 The Members **must** authorise:

- amendments to the Trust’s Articles of Association prior to their submission to the Department for Education;
- documents containing any unusual or onerous provisions where it may be appropriate for the Board to discuss them first; and
- any project or matter in which the Chief Executive Officer may reasonably be considered to have a conflict of interest.

16.4 Members do not have a standing chair. A chair is appointed by the Members present at each general meeting to chair that particular meeting. The Chair of the Board of Directors should not chair AGMs.

16.5 A second meeting of Members may be called during an academic year by the Board of Directors.

17. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

17.1 The Board of Directors is the legal governing body of the Franklin College Trust. Those who sit on the Board are both charity directors and company directors. They hold statutory duties as a company director to exercise care, skill and diligence and avoid conflicts of interest.

17.2 The Board of Directors is required to meet at least three times a year.

17.3 Under the Articles of Association, Directors have the following collective powers and responsibilities:

- To manage the business of the Trust, subject to the provisions of the Companies Act 2006, the Articles of Association and any directions given by special resolution;
- To expend the funds of the Trust in such a manner as they consider most beneficial for the achievement of its charitable objects;
- To invest in the name of the Trust such part of the funds as they may see fit;
- To direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the charitable objects;
- To enter into contracts on behalf of the Trust;
- In the exercise of their powers and functions, to consider any advice given by the Principal to the extent they are not a Director and any other executive officer;
- Any bank account in which any money of the Trust is deposited will be operated by the Directors in the name of the Trust. And all cheques, orders for the payment of

money and equivalent electronic payments from such an account will be signed by at least two signatories authorised by the Directors;

- To appoint a Local Governing Body and Local Advisory Boards sitting under Board of Directors and to establish any other Local Advisory Board or working group;
- To determine the constitution, membership (the majority being Directors and not Community Governors), Terms of Reference and proceedings of the Local Governing Body and Local Advisory Boards. The Directors will be appointed as the Chairs of the Local Advisory Boards.
- To delegate to any Director, Local Governing Body, Local Advisory Board or the Principal, such powers or functions they consider desirable. Any such delegation will be made in writing, will be subject to any conditions the Directors may impose and may be revoked or altered.
- To appoint the Principal and Chief Executive Officer;
- To appoint a Governance Professional;
- To comply with obligations under the Companies Act and Charities Act with regard to the preparation and filing of the annual report, accounts and confirmation statement/annual return;
- To determine the time and place of the Members' Annual General Meeting.

17.4 The Board of Directors will allocate time during one Board meeting per annum to consider and be responsible for the appraisal of Senior Post Holders, their remuneration and other remuneration issues. This will be in line with the terms of reference detailed in Appendix 1 of these Standing Orders.

17.5 The Board of Directors will allocate time during one Board meeting per annum to consider and be responsible for the membership of the Board of Directors, Local Governing Body and Local Advisory Boards, including their composition, effectiveness and balance, and to initiate searches for potential candidates. This will be in line with the terms of reference detailed in Appendix 2 of these Standing Orders.

18. DUTIES AND RESPONSIBILITIES OF THE PRINCIPAL AND CHIEF EXECUTIVE OFFICER

The Directors will appoint the Principal and Chief Executive Officer and may delegate such powers and functions as they consider are required for the internal organisation, management and control of the Trust, including the implementation of all policies approved by the Directors and for the direction of teaching and curriculum.

19. APPOINTMENT OF THE GOVERNANCE PROFESSIONAL

19.1 The Board of Directors will appoint a person to provide the service of Governance Professional to the Directors (Article 81). The Governance Professional will not be a Director or the Principal and Chief Executive Officer.

- 19.2 If the Governance Professional is not able to be present at a meeting, the Board may appoint from their number or any other person to act as Governance Professional for that meeting.
- 19.3 The Governance Professional may, but need not be, the Company Secretary of the Trust.
- 19.4 The Board of Directors may remove the appointed Governance Professional.

20. MEETINGS OF THE BOARD OF DIRECTORS

- 20.1 The Board of Directors will hold at least four ordinary meetings each academic year, including the Annual General Meeting. One meeting must include consideration of Remuneration and at least one to include reflection of the skills and experience of Directors and Community Governors. Special meetings may be arranged if required.
- 20.2 At ordinary meetings, the Board of Directors will receive the minutes of the meetings of the Local Governing Body and all Local Advisory Boards which have been held since the last ordinary meeting, together with such other reports as are necessary.

21. LOCAL GOVERNOING BODY AND LOCAL ADVISORY BOARDS OF THE BOARD OF DIRECTORS

- 21.1 The following Local Governing Body and Local Advisory Boards will be appointed annually by the Directors at their Annual General Meeting held in the Autumn Term. The membership of the Local Advisory Boards may include persons who are not Directors, provided that a majority of members of any such Advisory Board shall be Directors.
- 21.2 Except in the case of the Local Governing Body, no vote on any matter will be taken at a meeting of a Local Advisory Board unless the majority of members of that Advisory Board present are Directors.

Local Governing Body	All Directors and Community Governors
Audit	5 members excluding the Principal, SPHs, members of the Resources Local Advisory Board and members of staff
Resources	7 members including the Principal
Quality, Teaching, Learning, Assessment and Support	7 members including the Principal
Appeals	At least 3 Directors/Community Governors excluding the Chair and Vice Chair of the Board of Directors, the Principal and staff and student Community Governors
Special	5 members excluding the Chair and Vice Chair of the Board of Directors, the Principal and staff and student Community Governors

22. GENERAL TERMS OF REFERENCE FOR THE LOCAL GOVERNING BODY AND LOCAL ADVISORY BOARDS

22.1 The Local Governing Body and any Local Advisory Boards and their members will comply in all respects with and observe their terms of reference. If the Local Governing Body or Local Advisory Board is doubtful over the precise scope of its authority or its remit, it should raise the issue with the Chair of the Board of Directors or the Governance Professional to the Trust in the first instance.

22.2 The Terms of Reference set out the parameters within which a Local Governing Body or Local Advisory Board may work. As a minimum they will address:

- (i) the membership of the Local Governing Body or Local Advisory Board;
- (ii) the Chair and Vice Chair of the Local Governing Body or Local Advisory Board;
- (iii) the quorum for meetings of the Local Governing Body or Local Advisory Board;
- (iv) the function and authority of the Local Governing Body or Local Advisory Board;
- (v) the method by which the Local Governing Body or Local Advisory Board should report back to the Board.

23. LOCAL GOVERNING BODY (LGB)

23.1 The Local Governing Body comprises all Directors and Community Governors including two staff community governors, two student community governors and at least two parent community governors.

23.2 It has responsibility for governance oversight of the performance of the College. It provides the important link between the Trust, students, parents, staff and the local community. The LGB provides valuable feedback and advice to the Board of Directors and is accountable to that body for the performance of the College.

23.3 Through the Local Advisory Committees, the LGB will focus primarily on:

- Supporting the vision and values of the Trust
- Having an understanding of all areas of the Trust
- Enhancing community engagement and promoting the Trust's place in the wider community
- Monitoring safeguarding within the Trust
- Helping the Directors to have the understanding it requires to improve the quality of educational provision and performance
- Helping the Directors to have the understanding it requires to have an oversight of College leadership and management, thereby enabling Directors to hold it to account
- Monitoring financial and resource management to enable Directors to carry out their responsibilities effectively

- 23.4 The Local Governing Board and Committees will be supported by the Governance Professional.
- 23.5 The LGB will meet at least three times a year. Meetings will be quorate if 40% of community governors are present; this provision applies to every part of the meeting.
- 23.6 The LGB Chair and Vice Chair will be elected by the LGB at the first meeting of each academic year. The Chair and Vice Chair must not be employees of the Trust or a student member. It is expected that an individual would be Chair for no longer than eight years other than in exceptional circumstances specifically approved by the Directors.

24. MEMBERSHIP OF LOCAL ADVISORY BOARDS

- 24.1 Every vacancy on a Local Advisory Board of the Board of Directors will be notified to the Board of Directors by the Governance Professional at the next meeting to be held after the vacancy occurs with a view to the Board making such appointment as they think fit at that or any subsequent meeting.
- 24.2 Any member of a Local Advisory Board may resign membership of that Local Advisory Board by notice, in writing, to the Governance Professional of the Trust which will become immediately effective.

25. LOCAL ADVISORY BOARDS INDIVIDUAL MEMBERSHIP AND TERMS OF REFERENCE

25.1 Local Advisory Board (Audit)

(A) Membership and Operating the Local Advisory Board

- (i) The Local Advisory Board will comprise 5 members with the appropriate mix of skills and experience to allow it to discharge its duties effectively.
- (ii) Collectively, members of the Local Advisory Board should have recent, relevant experience in risk management, finance and assurance. The abilities of the membership of the Local Advisory Board (Audit) should reflect the needs of the Trust and should extend to expertise in all relevant financial and non-financial areas.
- (iii) The financial statements auditor(s) will be entitled to attend and speak at all meetings of the Local Advisory Board (but not to vote) where business relevant to them is being discussed. Senior management (including the Principal and the Director of Finance) should also be invited to attend meetings of the Local Advisory Board, particularly where their area of responsibility is under discussion, and will be entitled to attend and speak at such meetings.

- (iv) The Local Advisory Board may invite the Board of Directors' advisors or other third parties to attend meetings of the Local Advisory Board as appropriate (such persons will be entitled to speak at the meeting).
- (v) In order to maximise the Local Advisory Board's independence and objectivity, the following people will not be eligible to sit on the Local Advisory Board (Audit):
- those with executive responsibilities at senior level including the Principal;
 - members of the Local Advisory Board (Resources) or equivalent;
 - Student and staff Community Governors and other members of staff.

The Principal (as Accounting Officer) and the Director of Finance should attend to provide information and participate in discussions. The Chair of the Board of Directors should not be Chair of the Audit Committee;

- (vi) The Chair and the Vice Chair of the Local Advisory Board (Audit) will be selected annually by the Local Advisory Board at the first meeting following the Board of Directors' Annual General Meeting. The Chair must be a Director.
- (vii) Should the Chair not be present at any meeting of the Local Advisory Board (Audit), then the Vice-Chair automatically takes the chair.
- (viii) If both the Chair and Vice-Chair are absent from any meeting of the Local Advisory Board (Audit), the members present will choose one of their number to act as chair for that meeting.
- (ix) The quorum for meetings of the Local Advisory Board (Audit) will be 3, decision by simple majority vote.
- (x) The Governance Professional will act as Clerk to the Local Advisory Board.
- (xi) The Local Advisory Board (Audit) will meet at least three times per year. Where three meetings were not held, an explanation (such as when it was not possible to achieve a quorum) must be provided within the Local Advisory Board's annual report. The internal auditor or external auditor may request a meeting of the Local Advisory Board (Audit) if they consider that one is necessary and the Local Advisory Board will endeavour to comply with such requests. In any event, the Local Advisory Board (Audit) must consider a minimum number of items of business each year for it to be able to function effectively. Reports to the Board of Directors must include reference to the number of Local Advisory Board members present at the previous meeting and will usually take the form of Minutes and supporting papers. Minutes of Local Advisory Board meetings will be considered as a standing item at all Board of Directors' meetings.
- (xiii) The Local Advisory Board (Audit) will be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Governance Professional.
- (xiv) The Local Advisory Board (Audit) shall be granted rights of access to obtain all the information it considers necessary from members of staff and Board Directors, and to

consult the financial statements auditor or any other external assurance provider directly.

- (xv) Co-opted members should not normally be appointed chair of the Local Advisory Board (Audit).
- (xvi) The Board of Directors must consider the development of members and arrange appropriate training to ensure their skills and knowledge are up to date. Where the Local Advisory Board (Audit) identifies a gap in its existing skill set, training and development should be provided to address this in the first instance.
- (xvii) The Local Advisory Board's oversight must extend to the financial and non-financial controls and risks at all constituent colleges, subsidiary companies and any subcontractors (if relevant). This includes controls relating to learner data and funding claims. It must also ensure that all recommendations arising both from the programme of internal review or from external audit are followed up effectively.

(B) Terms of Reference

- (i) To assess and provide the Board with an opinion on the adequacy and effectiveness of the Board of Directors' assurance arrangements, framework of governance, which may include third party internal audit findings board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. The Local Advisory Board (Audit) should take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the Board of Directors;
- (ii) To advise the Board of Directors on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers (as applicable) adhere to relevant professional standards;
- (iii) To inform the Board of Directors of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and to explain how independence and objectivity have been safeguarded;
- (iv) To review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), advising the Board of Directors as appropriate to allow monitoring of the implementation of recommendations to agreed timescales;
- (v) To advise and support the Board of Directors in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities;

- (vi) To oversee the Board of Directors' policies on and processes around fraud, irregularity, impropriety and whistleblowing¹, and ensure:
- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
 - that investigation outcomes are reported to the Board of Directors who will report them directly to the Department for Education
 - that the external auditor (and internal auditor if applicable) is informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned and actioned
 - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are notified to the Board of Directors immediately who will report to the DfE, and other relevant funding authorities, as soon as possible
 - risks around fraud have been identified and controls put in place to mitigate them.
- (vii) To report any actual or suspected cases of significant fraud, including cybercrime, to the Board of Directors who will inform the DfE;
- (ix) To advise the Board of Directors on the scope and objectives of the work undertaken as part of the annual internal audit programme, Board Assurance Framework and the financial statements auditor;
- (x) To consider and advise the Board of Directors on the audit strategy including the internal audit works, and annual internal Board Assurance plans;
- (xi) To advise the Board of Directors on Board Assurance assignment reports and annual reports, and on control issues included in the management letters of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the Trust, and management's responses to these;
- (xii) To monitor and report to the Board of Directors, within an agreed timescale, the implementation of approved recommendations relating to and internal audit reports, Board Assurance assignment reports, annual assurance reports and the financial statements and regularity auditor's management letter, and of any reports submitted by other providers of audit and assurance services to the Trust;
- (xiii) To consider and advise the Board of Directors on relevant reports by the National Audit Office (NAO) (and any successor bodies), funding agencies (including successor bodies to the DfE) and, where appropriate, management's response to these reports;
- (xiv) To monitor the effectiveness of internal audit activities, Board Assurance Framework and the financial statements auditor and advise the Board of Directors, based on this review, whether a competition for price and quality of the audit service is appropriate;

¹ The Board of Directors should refer to the whistleblowing requirements set out in its funding agreements.

(xv) To produce an annual report for Board of Directors and accounting officer, summarising the Local Advisory Board's activities relating to the financial year under review, including:

- a summary of the work undertaken by the Local Advisory Board (Audit) during the year
- the number of the meetings held in the year, and attendance records for each Local Advisory Board (Audit) member
- any significant issues arising up to the date of preparation of the report
- any significant matters of internal control included in the reports of audit and assurance providers
- details of the date of appointment of the external auditors and the remaining term of the contract
- the Local Advisory Board's view of its own effectiveness and how it has fulfilled its terms of reference
- the Local Advisory Board's opinion on the adequacy and effectiveness of the College's assurance arrangements, assurance over subcontracting, its framework of governance, risk management and control processes, for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets.

The annual report must be submitted to the Board of Directors before the Statement of Corporate Governance and Internal Control in the annual accounts is signed. A copy of the Local Advisory Board's annual report must be submitted to the relevant funding body with the Trust's audited annual report and accounts;

(xvi) Where a Trust has chosen not to appoint internal auditors, the Local Advisory Board (Audit) must explain in its annual report to the DfE how it has discharged its responsibilities to oversee a programme of internal review and review and obtain the necessary assurances concerning internal control and risk;

(xvii) To oversee the Trust's risk management functions and compliance, reviewing the adequacy and sufficiency of the Trust's risk management arrangements as well as the ongoing processes for recognising risks and establishing early warning systems, and advising the Board of Directors accordingly;

(xviii) To oversee the Board of Directors' policies on fraud, irregularity, impropriety and whistleblowing, and ensure:

- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
- that investigation outcomes are reported to the Local Advisory Board (Audit)
- that the external auditor (and other external assurance providers if applicable) has been informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
- that all significant cases of fraud or suspected fraud theft, bribery, corruption, irregularity, major weakness or breakdown are reported to the DfE and other appropriate funding authority as soon as possible
- risks around fraud have been identified and controls put in place to mitigate them;

- (xix) To be informed of all additional services undertaken by external assurance providers and the financial statements auditor;
- (xx) The responsibilities of the Local Advisory Board (Audit) will not extend to an executive role and will not require the members of the Local Advisory Board (Audit) to offer the Board of Directors professional advice;
- (xxi) The Local Advisory Board (Audit) will have the right of access to and scrutiny of all information and activities the Local Advisory Board (Audit) considers necessary to fulfil its remit.

25.2 Local Advisory Board (Resources)

A Membership and Operating the Local Advisory Board

- (i) The Local Advisory Board (Resources) will comprise 7 members, the majority of whom must be Directors including the Principal, as well as a parent Community Governor, the staff Community Governor (non-teaching) and a student Community Governor;
- (ii) The Chair and Vice Chair of the Local Advisory Board (Resources) will be selected annually by the Local Advisory Board (Resources) at the first meeting following the Board of Directors' Annual General Meeting. The Chair must be a Director;
- (iii) Should the Chair not be present at any meeting of the Local Advisory Board (Resources), then the Vice-Chair automatically takes the chair;
- (iv) If both the Chair and Vice Chair are absent from any meeting of the Local Advisory Board (Resources), the members present will choose one of their number to act as chair for that meeting, provided that the member chosen will not be the Principal or a staff or student member;
- (v) The quorum for meetings of the Local Advisory Board (Resources) will be 3, decision by simple majority vote;
- (vi) The Governance Professional to the Trust will act as Clerk to the Local Advisory Board (Resources);
- (vii) The Local Advisory Board (Resources) will meet **at least** once a term²;
- (viii) Members of the Local Advisory Board (Audit) are not eligible to sit on this Local Advisory Board;
- (ix) Reports to the Board of Directors must include reference to the number of Local Advisory Board members present at the previous meeting and will usually take the form of Minutes and supporting papers. Minutes of Local Advisory Board (Resources) meetings will be considered as a standing item at all Board of Directors' meetings.

² To work within an agreed sequence with Board meetings, all members of the Board of Directors will receive monthly financial reports.

B Terms of Reference

- (i) To serve the Board of Directors in all matters of Finance, Estates and Resources (including human resources and IT). To promote the integrity of financial, educational and staffing matters within the strategic planning process;
- (ii) To keep under review Financial Regulations and Financial Procedures, advising the Board of Directors of areas for development as necessary;
- (iii) To monitor and report to the Board of Directors on the financial health of the College;
- (iv) To consider and keep under review budgetary control, budgetary management and performance in relation to the funding agreement, and advise the Board of Directors accordingly;
- (v) To monitor specific projects on behalf of the Board of Directors as requested, including financial projects and their implications;
- (vi) To receive reports submitted to the Board of Directors from the Director of Finance on the monthly management accounts;
- (vii) To advise the Board of Directors about policy in the areas of Finance, Estates and Resources (including human resources and IT);
- (viii) To consider and make representations to the Board on the solvency of the Board and the safeguarding of its assets;
- (ix) To consider and advise the Board of Directors on any relevant taxation issues;
- (x) To advise the Board of Directors generally on investments and borrowings to enable it to seek appropriate advice from external sources;
- (xi) The Board of Directors will be responsible for the approval of the annual estimates of income and expenditure, ensuring the solvency of the Board of Directors and safeguarding its assets;
- (xii) To review any internal audit reports and Board Assurance Framework risks which are relevant to this Local Advisory Board as requested by the Local Advisory Board (Audit) and provide assurance to the Board of Directors on mitigating actions;
- (xiii) To advise the Board of Directors on all issues connected with the staffing of the Trust including current and projected staffing needs, recruitment and retention, staff development, welfare and performance management;
- (xiv) To advise on Trust personnel policies and procedures, including employment law, health and safety and equality and diversity issues;
- (xv) To advise the Board of Directors on the framework for the pay and conditions (including pensions) for staff other than Senior Post Holders;

- (xvi) To advise the Board of Directors on the conduct, composition and procedures of any selection panel for Senior Post Holders and generally on the appointment of Senior Post Holders.
- (xvii) To advise the Board of Directors about other such financial, employment and general matters as may arise from time to time.
- (xiii) To consider and advise the Board on a provisional income and expenditure budget and a provisional capital budget, to be forwarded for consideration as the authorised and fixed budget;
- (xix) To monitor and advise the Board of Directors of revised income and expenditure estimates (forecast variances);
- (xx) The consideration of modifications to Financial Regulations prior to the Board of Directors' approval;
- (xxi) Monitoring the investment policy and treasury management of the College, and advising the Board of Directors accordingly;
- (xxii) To consider and advise the Board of Directors on the College's performance against enrolment and funding targets;

25.3 **Local Advisory Board (Quality, Teaching, Learning, Assessment and Support)**

A Membership and Operating the Local Advisory Board

- (i) The Local Advisory Board will comprise 7 members, the majority of whom must be Directors including the Principal, as well as a parent Community Governor, the staff Community Governor (teaching) and a student Community Governor;
- (ii) Key managers and staff will be in attendance as appropriate;
- (iii) The Chair and the Vice Chair of the Local Advisory Board will be selected annually by the Local Advisory Board at the first meeting following the Board of Directors' Annual General Meeting. The Chair must be a Director;
- (iv) Should the Chair not be present at any meeting of the Local Advisory Board (Quality, Teaching, Learning and Assessment), then the Vice Chair automatically takes the chair;
- (v) If both the Chair and Vice Chair are absent from any meeting of the Local Advisory Board (Quality, Teaching, Learning and Assessment), the members present will choose one of their number to act as chair for that meeting, provided that the member chosen will not be the Principal or a staff or student member;
- (vi) The quorum for meetings of the Local Advisory Board will be 3 members, decision by simple majority vote;

- (vii) The Governance Professional to the Trust will act as Clerk to the Local Advisory Board;
- (viii) The Local Advisory Board will meet once a term;
- (xi) Reports to the Board of Directors must include reference to the number of Local Advisory Board members present at the previous meeting and will usually take the form of minutes and supporting papers. Minutes of Local Advisory Board meetings will be considered as a standing item at all Board meetings.

B Terms of Reference

- (i) To consider and advise the Board of Directors on the academic performance of the College, including student qualification achievement rates, satisfaction, success rates, value-added rates, retention and attendance rates and destinations, national benchmarking and performance indicator data;
- (i) To consider and advise the Board of Directors on arrangements for self-assessment, development planning, quality improvement planning, inspection and quality assurance;
- (ii) To monitor and advise the Board of Directors on progress in areas for improvement as identified in the College's Quality Improvement Plan and Self- Assessment Report;
- (iv) To consider and advise the Board of Directors on strategies, action plans and targets in relation to the academic performance of the College, and in relation to how that performance may be assessed by external agencies (e.g. Ofsted);
- (v) To consider and advise the Board of Directors on the development of teaching and learning strategies and practices, the effectiveness of teaching and learning and on the quality of the learner experience;
- (vi) To consider and advise the Board of Directors on the range, adequacy and sufficiency of the College's curriculum offer, the key factors affecting it, and to review proposals for new programmes;
- (vii) To review preparations for College inspections and reviews and monitor progress on past-inspection action plans, and advise the Board of Directors accordingly;
- (viii) To monitor and review student satisfaction in relation to teaching, learning, quality, assessment and support, and advise the Board of Directors accordingly;
- (ix) To monitor, review and advise the Board of Directors on all issues relating to the quality of the student experience provided by both the curriculum and business support areas;

- (x) To monitor regularly, review and advise the Board of Directors on the implementation of the College's policies on equality and diversity and safeguarding, as they apply to students;
- (xi) To monitor, review and advise the Board of Directors on the College's careers education, information, advice and guidance, ensuring the implementation of and adherence to the Gatsby Benchmarks and other relevant legal frameworks;
- (xii) To oversee and monitor the processes for the maintenance and improvement of quality and delivery of the College's approach to the skills and employability agenda in line with the educational character and mission of the College, and advise the Board of Directors accordingly;
- (xiii) To review the Board Assurance Framework risks which are relevant to this Local Advisory Board as requested by the Local Advisory Board (Audit) and provide assurance to the Board of Directors on mitigating actions.

23.5 Appeals Committee

A Membership

- (i) When required, an Appeals Committee will be appointed by the Board of Directors, or in the case of urgency, by the Chair of the Board, and will comprise at least 3 members;
- (ii) The Chair of the Board of Directors, the Vice Chair of the Board, the Principal, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Appeals Committee, unless it is reasonably impractical to avoid. No person may sit on Appeals Committee unless they are a Director or Community Governor;
- (iii) The Chair of Appeals Committee will be selected by the Local Advisory Board at each meeting;
- (iv) The quorum for the meetings will be 3 members, decision by simple majority vote;
- (v) The Governance Professional to the Trust will act as Clerk to the Appeals Committee;
- (vi) The Appeals Committee will convene a meeting as soon as is practicable after a reference to it and in any event within 10 working days;
- (vii) Reports to the Board of Directors must include reference to the number of Appeals Committee members present at the previous meeting and will usually take the form of Minutes and supporting papers.

B Terms of Reference

- (i) To hear appeals against dismissal or summary dismissal by the Principal or designated nominee;
- (ii) To consider an appeal by a member of staff against a decision made under the formal procedure of the Board's Grievance Procedure regarding a grievance or complaint and decide upon the outcome of the appeal;
- (iii) To consider an appeal by a senior post holder against a decision made under the formal procedure of the Board's Grievance Procedure for Senior Post Holders regarding a grievance or complaint and decide upon the outcome of the appeal;
- (iv) To consider an appeal by a senior post holder against any oral warning, written warning or final written warning made under the formal procedure of the Board of Directors' Staff Disciplinary Procedure and decide the outcome of this appeal.
- (v) To consider an appeal by a senior post holder against any oral warning, written warning or final written warning made under the formal procedure of the Board of Directors' Disciplinary Procedure for Senior Post Holders and decide the outcome of this appeal.

23.6 **Special Committee**

A Membership

- (i) The Committee will comprise 5 members;
- (ii) The Chair of the Board of Directors, the Vice Chair of the Board, the Principal, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impracticable to avoid. No person may sit on the Committee unless they are a Director or Community Governor;
- (iii) The quorum for the meeting will be 5 members;
- (iv) The Chair of the Committee will be selected by the Committee at each meeting;
- (v) The Governance Professional to the Trust will act as Clerk to Committee;
- (vi) The Committee will convene a meeting as soon as is practicable after a reference to it, and in any event within 10 working days;
- (ix) Reports to the Board of Directors must include reference to the Committee members present at the previous meeting and will usually take the form of Minutes and supporting papers.

B Terms of Reference

- (i) To examine the case for the dismissal of a senior post holder referred to the Committee by the Chair of the Board of Directors, the Vice Chair of the Board or a majority of the members of the Board;
- (ii) To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a friend;
- (iii) When examining the case for dismissal, the Committee should consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:
 - any relevant documents and representations;
 - the terms and conditions of the senior post holder's employment;
 - any applicable disciplinary procedures;
 - any relevant ACAS guidance;
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998;
- (iv) After hearing or reading any such representations, to prepare a written report for consideration by the Board of Directors, a copy of which will be sent to the person to whom it relates. Such a written report will be prepared within two months of the mandate on which the Special Committee was convened. Where it is impracticable for the Committee to prepare its report during that period, it will, during that period, prepare an interim report, a copy of which will be sent to the person to whom it relates and which will contain a timetable for the preparation of the full report.

26. QUORUMS

26.1 The quorum for meetings of the Board of Directors, and any vote on any matter, will be any three Directors, or where greater, any one-third of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on matters to be resolved.

This is except for the circumstances whereby the vote for removal of a Director or Chair is to be considered, in which case the quorum is two-thirds of the persons who are, at the time, Members and entitled to vote.

26.2 If the number of Directors assembled for a meeting does not constitute a quorum, the meeting will not be held. A meeting must remain quorate for its full duration. Should a meeting become inquorate, it will be ceased.

26.3 The quorums for meetings of Local Advisory Boards of the Board of Directors will be:

- LAB (Audit) 3 members
- LAB (Resources) 3 members
- LAB (QTLAS) 3 members
- Appeals Committee 3 members
- Special Committee 5 members

26.4 If the number of Community Governors assembled for a meeting does not constitute a quorum or Directors do not comprise the majority of members, the meeting will not be held. A meeting must remain quorate for its full duration. Should a meeting become inquorate, it will be ceased.

27. PROCEEDINGS OF MEETINGS

27.1 The Chair of Board of Directors/Local Governing Body/Local Advisory Board will be responsible for the conduct of debate during meetings and will ensure that a reasoned decision is reached at the conclusion of each matter under consideration;

27.2 Every question to be decided at a meeting of the Board of Directors/Local Governing Body/Local Advisory Board will be determined by a majority of the votes of the members present and voting on that question. Where there is an equal division of votes, the Chair will have a second or casting vote. The method of voting at Board, Local Governing Body and Local Advisory Board meetings will be by show of hands;

27.3 No resolution may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

27.4 At its discretion, the Board of Directors may hold a meeting of the Board or any meeting of the Board, Local Governing Body or any Local Advisory Board appointed by the Board of Directors by telephone, video conference or any suitable electronic means, provided that all those participating in the meeting can hear and communicate with each other throughout the entire meeting, and that any person attending remotely confirms they are in a secure location.

28. WRITTEN RESOLUTIONS

28.1 The Board of Directors allows for decisions to be taken outside of a meeting by written resolution. However, written resolutions will only be used in exceptional circumstances (where detriment to the College could occur if a resolution were not achieved) and with the approval of the Chair of the Board.

28.2 Where the Chair believes it is appropriate to do so, the Chair can direct the Governance Professional to seek Directors' views via the use of a written resolution which includes a resolution in electronic form. All Directors will be informed of the matter on which to vote

(the proposal) and invited to cast their vote, in writing, by a certain date and time. The decision making will be, as usual, by a majority of votes cast with the Chair having a second or casting vote. A response rate of 50% of Directors currently appointed and eligible to vote will prevail for a written resolution and will be binding as any decision taken at a Board meeting.

29. DELEGATION OF AUTHORITY TO THE CHAIR OF THE BOARD OF DIRECTORS FOR URGENT ACTION

- 29.1 If a decision for action by the Board of Directors is required, but it is not practical or possible to wait until the next scheduled meeting, the Chair has authority to take urgent action between meetings, providing that a meeting could not be called in sufficient time to deal with the matter.
- 29.2 If any urgent action is taken by the Chair between meetings, the facts will be reported to the next meeting of the Board of Directors, specifying the urgent nature of the action, and recorded in the Minutes of that meeting.

30. WITHDRAWAL FROM MEETINGS

Members of the Board of Directors, the Governance Professional to the Trust and members of the staff of the College will withdraw from meetings of the Board, Local Governing Body and its Local Advisory Boards if required to do so.

31. ASSESSMENT OF BOARD AND LOCAL ADVISORY BOARDS PERFORMANCE

In order to promote effective governance, Directors will carry out an annual review of the performance by the Board, Local Governing Body and Local Advisory Boards of their duties and responsibilities, as part of a continuing and critical process of self-evaluation.

32. NOTICE OF MEETINGS

- 32.1 A schedule of proposed meetings of the Board of Directors, Local Governing Body and its Local Advisory Boards, together with the date of the Members' Annual General Meeting, will be prepared by the Governance Professional and approved by the Board at the ordinary meeting held in the summer term each year, but this will not prevent any meeting of the Board of Directors, Local Governing Body or its Local Advisory Boards being summoned by separate notice by the Governance Professional to Directors, Local Governing Body or any such Local Advisory Board;
- 32.2 The Governance Professional will prepare and send an agenda and reports for each meeting to each Director, Local Governing Body or Local Advisory Board member, as appropriate, at

least 7 days before the meeting where practicable. The want of service of a notice on any Director or Community Governor will not affect the validity of the meeting;

- 32.3 Reports may also be sent out following circulation of the agenda or circulated at the meeting provided that the item appears on the agenda. No report will be circulated at the meeting if it is not shown on the agenda unless the Chair of the Board of Directors, Local Governing Body or Local Advisory Board decides that it should be considered as a matter of urgency.

33. REGISTER OF INTERESTS AND REGISTER OF GIFTS

- 33.1 The Governance Professional will request each Member, Director and Community Governor to declare any interests, direct and/or indirect, which may affect their impartiality or independence as a serving Trust member. These interests will be recorded in a register available for public scrutiny. Members, Directors and Community Governors will advise the Governance Professional as soon as possible of any amendments to their record of interests.
- 33.2 Where a Member, Director or Community Governor has a financial interest in the supply of work, goods or any contract for services concerning the Trust, it is their responsibility to declare their interest. In these circumstances, the Member, Director or Community Governor may not take part in any discussions nor form part of the quorum or vote on the relevant matter and will withdraw if a majority of those present request it.
- 33.3 Members, Directors and Community Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Governance Professional.

34. MINUTES OF LOCAL GOVERNING BODY, LOCAL ADVISORY BOARD AND BOARD MEETINGS

34.1 Meetings of the Board of Directors

The Governance Professional will prepare draft minutes of each meeting and will submit them to the Chair of the Board of Directors for approval whereupon they will become the minutes for confirmation as a correct record at the next ordinary meeting. No discussion will take place on the minutes (whether circulated or read) except upon a question of their accuracy. Any amendments to the minutes will usually be handwritten on the top copy before being signed by the Chair.

34.2 Local Governing Body Meetings

The Governance Professional will prepare draft minutes of each meeting and will submit them to the Chair of the Local Governing Body for approval whereupon they will become the

minutes for confirmation as a correct record at the next meeting. No discussion will take place on the minutes (whether circulated or read) except upon a question of their accuracy. Subject to any amendments to the minutes, they will be signed by the Chair;

The minutes of Local Governing Body meetings will be submitted to the next meeting of the Board of Directors. The minutes will be received except those where there are recommendations for approval and adoption.

34.3 Local Advisory Board Meetings

The Governance Professional will prepare draft minutes of each meeting and will submit them to the Chair of the Local Advisory Board for approval whereupon they will become the minutes for confirmation as a correct record at the next meeting of that Local Advisory Board. No discussion will take place on the minutes (whether circulated or read) except upon a question of their accuracy. Subject to any amendments to the minutes, they will be signed by the Chair;

The minutes of Local Advisory Board meetings will be submitted to the next meeting of the Board of Directors. The minutes will be received except those where there are recommendations for approval and adoption.

34.4 General

Agendas, reports and minutes of meetings of the Board of Directors, Local Governing Body and Local Advisory Boards (excluding certain confidential items) are available for inspection by members of the public on request during normal office hours of the College;

Minutes which the Board of Directors, Local Governing Body and Local Advisory Boards will be treated as confidential will be so recorded and may not be available to members of the public and will not be discussed outside meetings of the Board. In the interests of openness, the Board of Directors will review any confidential items annually at its Board meeting held in July.

The Board of Directors will ensure that a copy of the draft or signed minutes of meetings of every meeting of the Board, Local Governing Body and Local Advisory Boards will be placed on the College website for a minimum of 12 months.

35. WRITTEN REPORTS

Written reports received by the Local Governing Body or Local Advisory Boards at their meetings will be made available for perusal by all Directors, and to Community Governors on request to the Governance Professional, but will not otherwise be circulated to Community Governors unless the Chair of the Local Governing Body or the Local Advisory Board or the Principal considers that circulation of an individual report would either:

- assist members in reaching a decision on an item being reported as a recommendation; or
- is otherwise desirable in the interests of keeping Community Governors informed on any item.

36. CODE OF CONDUCT

Directors and Community Governors must agree, as a condition of their membership, to abide by the Code of Conduct as approved by the Board. Acceptance of membership of the Board constitutes an agreement to comply with the Code and whenever the Code is updated thereafter. Updates to the Code of Conduct are subject to the approval of the Board of Directors.

37. ADMISSION OF PRESS AND PUBLIC TO MEETINGS

Any member of the public who is not a member of the Board of Directors, the Governance Professional or the Principal may request to attend or be invited to attend Board, Local Governing Body or Local Advisory Board meetings. Any request or invitation will be at the discretion of the Chair and will be made via the Governance Professional to the Board, Local Governing Body or Local Advisory Board. However, such persons may only speak if invited to do so or with the prior agreement of the appropriate Chair.

38. CONFIDENTIAL REPORTING (WHISTLEBLOWING)

Any person who considers that a matter needs to be investigated in a confidential manner will proceed under the College's approved Confidential Reporting Procedure.

39. RULES AND BYELAWS

The Board of Directors will have the power to make rules and byelaws concerning such matters with regard to the government and conduct of the Trust as they think will fit. Such rules and byelaws will be subject to the provisions of the Articles of Association.

40. GOVERNANCE PROFESSIONAL'S RESPONSIBILITIES WHERE DIRECTORS AND/OR COMMUNITY GOVERNORS ACT BEYOND THEIR POWERS

Where the Governance Professional considers that the Board of Directors, the Local Governing Body or the Local Advisory Boards or any of their members intend to act beyond their powers, the Governance Professional is authorised to obtain legal advice on such issues

without the agreement of the College management or the Board. Such action should not provide grounds for dismissal or disciplinary action against the Governance Professional.

41. INDEPENDENT PROFESSIONAL ADVICE FOR BOARD DIRECTORS

The Board of Directors will have the right to take advice from the College's advisors or, if necessary, at the Board's expense, independent advisors on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice. The Board will authorise the Governance Professional to commission professional advice and give prior written notice to the Governance Professional of the intention to seek independent advice which provides a summary of issues on which advice is sought and the reason why.

42. VARIATION OR REVOCATION OF STANDING ORDERS

These Standing Orders will not be amended, added to or rescinded unless

- (i) notice will first have been given to the Directors in the Board agenda,
- (ii) such notice will state the terms of any proposed variation or revocation of these Standing Orders and
- (iii) the changes are approved by a majority of Directors attending the meeting at which they are considered.

43. ADOPTION, MONITORING AND REVIEW OF THE STANDING ORDERS

- 43.1 It will be the responsibility of the Board of Directors to approve and adopt Standing Orders and ensure they are fit for purpose;
- 43.2 An annual review of the Standing Orders should be conducted by the Governance Professional and/or the Board of Directors;
- 43.3 Amendments to the Standing Orders require the agreement of the Board unless covered directly by statute in which case change will be implemented on the introduction of the new legislation;
- 43.4 The Members will be the responsible body in the event of changes and amendments to the Articles of Association which require adoption.

44. APPLICATION OF THE SEAL

The application of the Seal of the Board of Directors will only be used by the authority of the Directors. The Directors may determine who will sign any instrument to which the seal is affixed and unless otherwise so determined, it will be signed by a Director and by the Governance Professional or by a second Director.

Appendix 1 - Board Meetings Dealing with Senior Post Holders' Remuneration

A Membership

- (i) All the Trust's Directors excluding the Principal will be required to consider any Senior Post Holder remuneration issues.
- (ii) As the Chair of the Board of Directors may not remain in the Chair to consider remuneration issues, a Chair from the remaining Directors will be selected for those specific items on the agenda
- (iii) The Governance Professional to the Trust will act as Clerk but will not be present for any decisions relating to remuneration and conditions of employment of the Governance Professional to the Trust. The Director acting as Chair will provide minutes of this part of the meeting;
- (iv) The Board of Directors will consider remuneration issues at least once a year;

B Terms of Reference

- (i) The Board at any meeting dealing with remuneration will consider the appraisal outcomes from the appraisal of Senior Post Holders and Governance Professional;
- (ii) The Board will consider, advise and make recommendations on the appointment, assignment, grading, appraisal, suspension and determination of the terms, conditions of service, performance and remuneration of Senior Post Holders and the Governance Professional of the Trust within the context of the overall College budget and in particular the amount allowed for staff pay, and following consideration of any national salary data and developments.
- (iii) To ensure compliance with The Colleges' Senior Post Holder Remuneration Code, the an Annual Report will be submitted to the Board of Directors on any activities related to remuneration based on the requirements of this Code, and will provide sufficient assurance to the Board of Directors that it has effectively discharged its responsibilities.
- (i) The Board of Directors will ensure adequate arrangements are made for the professional development of Senior Post Holders and the Governance Professional.

Appendix 2 – Board Meetings Dealing with Search

A Membership

- (i) The Board of Directors.
- (ii) The Board may invite any person to advise or other third parties to attend meetings as appropriate (such persons will not have a vote but will be entitled to speak at the meeting);
- (viii) The Board of Directors will normally consider search issues, as a minimum, once a year;

B Terms of Reference

- (i) To advise on the membership of the Board of Directors (other than the Principal), Local Governing Body and Local Advisory Boards within the parameters laid down in the Articles of Association and with particular regard for the various skills, interests and communities to be represented and the interests of the Trust as a whole;
- (ii) To advise on the co-option of the co-opted members of the Local Governing Body;
- (iii) To advise on the gender, ethnic origin and age of Directors and Community Governors;
- (iv) To consider and advise on the composition, balance and effectiveness of the Board of Directors, the Local Governing Body and Local Advisory Boards;
- (vi) To advise on governors' terms of office and to review criteria for the reappointment of Community Governors.
- (vi) To initiate searches for potential candidates as and when necessary either through public advertisement or through the process of recommendation, and to initiate searches for potential candidates through consultation with local authorities, local bodies and employers;
- (ii) To gather nominations in respect of vacancies on the Local Advisory Boards and to determine and apply the processes whereby such nominations are screened and shortlisted;
- (iii) To undertake a regular skills audit in order to test the range of skills and experience of the Board of Directors and Community Governors;
- (iv) To obtain external professional advice;
- (v) To review the development needs of Directors and Community Governors and to monitor and review the quality and effectiveness of the Board's training and development policy;