



BOARD OF GOVERNORS

CONSTITUTION STANDING ORDERS TERMS OF REFERENCE

As at October 2022

CONTENTS

| | Page Number |
|---|----------------|
| Board of Governors (Corporation) | 5 |
| Schedule of Authority Delegated by the Board of Governors | 20 |
| Committees:- | |
| • Audit Committee | 25 |
| • Search and Governance Committee | 31 |
| • Learners, Quality and Curriculum Committee | 35 |
| • Finance & Strategy Committee | 36 |
| • Remuneration Committee | 39 |
| • Standing Orders relating to Committees of the Board | 41 |
| Specialist/Panels Committees:- | |
| • Selection Panel - Appointment of Senior Postholders | 52 |
| • Disciplinary Panel – Disciplining of a Senior Postholder | 56 |
| • Senior Postholder Disciplinary Appeals Committee | 57 |
| • Special Committee - Dismissal of a Senior Postholder | 58 |
| • Senior Postholders Dismissal Appeals Committee | 59 |
| • Senior Postholders Grievance Appeals Committee | 60 |
| • Senior Postholders Grievance Committee | 61 |
| • Staff Dismissal Appeals Committee | 62 |
| • Standing Orders relating to Specialist Panels/Committees of the Board | 64 |
| Board of Governors - Performance Indicators | 66 |
| Chair – Role Description | 70 |
| Committee Chairs and Vice-Chairs – Role Description | 75 |
| Membership of the Board of Governors and its Committees | 77 |

BOARD OF GOVERNORS

SANDWELL COLLEGE

Corporation (Board of Governors)

INTRODUCTION

The Standing Orders of the Board of Governors may be varied at any time by a resolution of the Board.

The Standing Orders are subject at all times to the provisions of the Instrument and Articles of Government. For that reason, such principles as Financial Interest are not repeated herein.

Membership of the Board of Governors

The Board of Governors will comprise 17 members from the following categories:-

| | | |
|---|---------------|---|
| A | (Independent) | 12 (those members appointed under Instrument 2(1)(a)) |
| B | (Principal) | 1 |
| C | (Staff) | 2 |
| D | (Student) | 2 |

Nominations for Board Membership

- 1 Nominations for one Staff Member will be sought from the staff of Sandwell College, and, one from Cadbury College, in accordance with the approved Nomination, Election and Ballot Procedure for the Appointment of Staff Members to the Board of Governors
- 2 The Board of Governors has determined that the Students' Union Executive will be asked to nominate and elect two Student Members to serve on the Board of Governors.

Terms of Office

- 1 The terms of office of Members will be determined at the time of appointment to ensure cessation of terms of office are staggered over the forthcoming four year period. Terms of office shall not exceed four years.
- 2 Staff Members will be appointed for four-year terms of office.
- 3 Whilst the Principal may choose not to be a member of the Board of Governors, it is the Board's expectation that the Principal will be a member thereof.
- 4 Members retiring at the end of their terms of office shall be eligible for re-appointment.
- 5 Members may at any time by notice in writing to the Clerk to the Corporation resign from their office.
- 6 If at any time the Board of Governors is satisfied that any member:-
 - a) is unable or unfit to discharge the functions of a member; or
 - b) has been absent from meetings of the Board for a period longer than six consecutive months without the permission of the Board;

the Board may by notice in writing to that member remove him/her from office and the office shall then become vacant. In this situation, the Board of Governors will follow the Procedure for the Removal of a Governor from Office under Instrument of Government 10(2).

- 7 Any person who is a member of the Board by virtue of being a member of the staff of the College (including the Principal) shall cease to be a member if he/she ceases to be a member of the staff of the College and the office shall then become vacant.

- 8 A student member shall cease to hold office:-
 - a) at the end of the student's final academic year or at such other time in the year after he/she has ceased to be a student as the Board of Governors may decide; or
 - b) if he/she is expelled from the College

Apologies/Record of Attendance

- 1 Members shall submit their apologies for meetings to the Clerk to the Corporation as soon as they become aware of their inability to attend.
- 2 The Clerk to the Corporation will maintain a record of members' attendance that will be reviewed by the Search and Governance Committee on an annual basis.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair and Clerk to the Corporation, in liaison with members of the Senior Leadership Team.
- 2 Any member of the Board of Governors wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Meetings

- 1 The Board of Governors shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 2 All meetings will be called by the Clerk to the Corporation, who shall send to the members written notice of the meeting and a copy of the proposed agenda thereof at least seven calendar days before the meeting. The tabling of agenda papers is discouraged, however, in cases of urgency this may be permitted.
- 3 However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall at least seven calendar days before the date of the meeting send to the members a copy of the agenda item concerned together with any relevant papers.
- 4 A Special Meeting of the Board of Governors may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his/her absence, the Vice Chair so directs on the grounds that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within less than seven calendar days.
- 5 Every member of the Board of Governors shall act in the best interests of the Corporation and shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

Order of Business

- 1 Business shall be considered in the order it appears on the agenda for the meeting except that the order may be varied by a decision of the members present.

Any Other Business

- 1 The raising of issues under "Any Other Business" is discouraged, however, in cases of urgency this may be allowed provided the Chair and Clerk to the Corporation have been notified in advance of the meeting.

Minutes

- 1 The minutes of the meetings will detail the category of those members present.
- 2 Separate minutes will be taken of those parts of meetings where the Principal, Clerk to the Corporation, staff or student members have been asked to withdraw. The Principal, Clerk to the Corporation, staff and student members will not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 3 At every meeting of the Board of Governors the minutes of the last meeting will be taken as an agenda item, and, if agreed to be accurate, those minutes shall be signed by the Chair as a true record. However, the Board of Governors may choose not to consider the minutes of the last meeting at a 'Special' meeting of the Board. In such cases the minutes of the last meeting would be considered at the next 'planned' meeting.
- 4 The official minute books of the meetings of the Board of Governors will be maintained by the Clerk to the Corporation.

Proceedings of Meetings of the Board of Governors

- 1 Every question to be decided at a meeting of the Board of Governors shall be determined by a majority of votes cast by the members present and entitled to vote on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 2
 - a) A member may not vote by proxy or by way of postal vote.
 - b) Where members take part in a meeting of the Board of Governors through the use of video or telephone conferencing facilities, provided all persons present at the meeting can communicate with each other, members are entitled to vote.

In addition, in exceptional circumstances, the Board may use other electronic means provided that all members have the opportunity to participate in discussions and decisions; that security is ensured to protect the integrity of the discussion; and to preserve the quality of debate.

- 3 No resolution of the members 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 of that meeting.
- 4 Except as provided by procedures made pursuant to Article 16 a member of the Board of Governors who is a member of staff of the College (including the Principal) shall withdraw: -
 - a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and

- d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 5 A Principal who has chosen not to be a member of the Board of Governors shall still be entitled to attend and speak or otherwise communicate at all meetings of the Board of Governors or any of its committees, except that he/she shall withdraw in any case, where he/she would be required to withdraw under paragraph (4).
- 6 A Student Member who is under the age of 18 shall not vote at a meeting of the Board of Governors, or at a meeting of any of its committees on any question concerning any proposal: -
- a) for the expenditure of money by the Board of Governors, or,
- b) under which the Board of Governors, or any members of the Board of Governors, would enter into any contract, or would incur any debt or liability whether immediate, contingent or otherwise.
- 7 Except as provided by rules made under Article 18 (3) relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Board of Governors or any of its committees at which a student's conduct, suspension or expulsion is to be considered.
- 8 In any case where the Board of Governors or any of its committees are to discuss the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the College, a student member shall: -
- a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it, and;
- b) where required to do so by a majority of the members, other than the student members, of the Board of Governors or committee present at the meeting, withdraw from the meeting.
- 9 The Clerk to the Corporation:-
- a) shall withdraw from that part of any meeting of the Board of Governors or any of its committees at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as clerk are to be considered; and
- b) if he/she is a member of the staff of the institution, shall withdraw in any case where he/she would be required to withdraw under paragraph (4) if he/she were attending as a member of the Board of Governors.
- 10 If the Clerk to the Corporation withdraws from a meeting or part of a meeting under paragraph (9):-
- a) the Board of Governors shall appoint a person from among themselves to act as Clerk to the meeting during this absence.
- b) the committee in question shall appoint a person from among themselves to act as Clerk to the committee during this absence.
- 11 Where it is expected that the Principal, Staff or Student Members will be asked to withdraw from a meeting of the Board of Governors or one of its committees, the reports relating to that agenda item will not be circulated to those members.

Collective Responsibility

- 1 The Board of Governors and its committees operate by members taking majority decisions at quorate meetings. Therefore, a decision of the Board, or any of its committees even when it is not unanimous, is a decision taken by members collectively and each individual member has a duty to stand by it, whether or not he/she was present at the meeting of the Board or the committee when the decision was taken.
- 2 The procedure to be undertaken when a member disagrees with a decision of the Board of Governors is detailed in the Members' Code of Conduct.

Persons in Attendance

- 1 Members of the Senior Leadership Team will be invited to attend meetings of the Board of Governors and its committees as appropriate.
- 2 The Chair of the Board of Governors or of a committee of the Board may invite members of staff, students or representatives of external organisations to attend meetings in order to present reports or give advice on specific agenda items. Notification of this invitation will be detailed in members' agenda papers, and members will have the right to revoke the invitation if they so wish.

Withdrawal of Non-Members

- 1 The Board of Governors has the right to request that non-members withdraw from meetings, should the Board wish to deliberate in private.

Attendance by Members of the Public, Press or Other Interested Parties

- 1 Meetings of the Board of Governors and its committees are not normally open to the public, the press or other interested parties, unless by prior invitation.

Disorderly Conduct

- 1 If any member, in the opinion of the Chair, misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may propose "that the member be not further heard". If the proposal is seconded, it shall be put to the members and determined without further discussion.
- 2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting.
- 3 In the event of a disturbance interfering with the orderly dispatch of business, the Chair may adjourn or suspend the meeting for such period as he/she considers appropriate.

Chairship

- 1 The members of the Board of Governors shall appoint a Chair and a Vice-Chair from among their number and determine their terms of office.
- 2 The Principal and any staff or student members are ineligible to be appointed as Chair or Vice Chair or to act as Chair in their absence.
- 3 If both the Chair and Vice Chair are absent from any meeting of the Board of Governors, the members present shall choose someone from among themselves to act as Chair for that meeting.
- 4 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.
- 5 If, at any time, the Board of Governors is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office the Board of Governors may give notice in writing removing the Chair or Vice Chair from office and the office shall then be vacant.
- 6 At the last meeting before the end of the term of office of the Chair or the Vice Chair, or at the first meeting following the resignation or removal from office of the Chair or the Vice Chair, the members shall appoint a new Chair or Vice Chair, from among themselves.
- 7 At the end of their respective terms of office, the Chair and Vice Chair shall be eligible for re-appointment.
- 8 The Clerk to the Corporation shall take the Chair when the appointment of a Chair is being considered.
- 9 If more than one nomination is received for the appointment of either Chair or Vice Chair, the appointment will be determined by a majority of votes of the members present. Votes will normally be cast by a show of hands, however, if any one member so requests, a secret ballot will be organised by the Clerk to the Corporation.

Clerkship

- 1 The Board of Governors shall appoint a person to serve as Clerk to the Corporation.
- 2 The Principal may not be appointed as Clerk to the Corporation.
- 3 The Clerk to the Corporation shall be entitled to attend all meetings of the Board of Governors (including meetings of any committee of the Board of Governors) but shall withdraw from that part of any meeting in the capacity of Clerk at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. At such times, the members of the Board shall appoint from their number a person to act as Clerk for the duration of such meeting or part of a meeting.
- 4 The Clerk to the Corporation shall keep appropriate records of proceedings.
- 5 In the temporary absence of the Clerk to the Corporation, the Board of Governors shall appoint a person to serve as a temporary Clerk to the Corporation; and any reference in the Instrument and Articles of Government to the Clerk to the Corporation shall include a temporary Clerk appointed under this paragraph. The Principal may not be appointed as temporary Clerk to the Corporation.
- 6 The Clerk to the Corporation may also be a member of staff of the College.

Quorum

- 1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of voting members (excluding vacancies) except where there is a stated declaration of interest or a clear conflict of interest which would exclude that member from voting and the quorum would be 40% of the remaining members eligible to vote.
- 2 If the number of members present for a meeting of the Board does not constitute a quorum, the meeting shall not be held. If during a meeting of the Board there ceases to be a quorum the meeting shall be terminated at once.
- 3 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a Special Meeting as soon as it is convenient.
- 4 Where members take part in a meeting of the Board of Governors through the use of video or telephone conferencing facilities, provided all persons present at the meeting can communicate with each other, members are entitled to vote.

In addition, in exceptional circumstances, the Board may use other electronic means provided that all members have the opportunity to participate in discussions and decisions; that security is ensured to protect the integrity of the discussion; and to preserve the quality of debate.

Publication of Minutes and Papers

- 1 A copy of:-
 - a) the agenda for every meeting of the Board of Governors
 - b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting
 - c) the signed minutes of every such meeting, and,
 - d) any report, document or other paper considered at any such meeting,shall as soon as possible, be made available during normal office hours to any person wishing to inspect them.
- 2 There may be excluded from any item required to be made available, any material relating to:
 - a) a named person employed at or proposed to be employed at the College
 - b) a named student at, or candidate for admission to, the College
 - c) the Clerk to the Corporation
 - d) matters relating to a commercial transaction, including a proposed acquisition or disposal of land which, if known, would disadvantage the College financially
 - e) financial or other information relating to procurement decisions, including that relating to the College's negotiating position
 - f) information relating to the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board of Governors
 - g) information provided in confidence by a third party who has not authorised its disclosure
 - h) matters relating to a negotiating position with a trade union or legal advice, which, if known would disadvantage the College

- i) legal advice received from, or instructions given to, the College's legal advisors
- j) personal information relating to an individual
- k) information planned for publication in advance of that publication
- l) any matter which, by reason of its nature, the Board of Governors is satisfied should be dealt with on a confidential basis (Instrument 16(2)(d))

The Board of Governors has delegated authority to the Principal and the Clerk to the Corporation to review materials excluded from inspection, under Instrument 17(2), to determine whether such materials should be released for publication.

- 3 The Board of Governors shall review regularly all material excluded from inspection under paragraph (d) (e) and (f) above and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.
- 4 The Clerk to the Corporation shall circulate minutes of the meetings of the Board of Governors to all members of the Board and the Senior Leadership Team.
- 5 The approved minutes of each Corporation and Committee meeting will be placed on the College's website. Confidential minutes will not be placed on the website. The minutes will remain on the website for a minimum period of 12 months.

Application of Corporation Seal

- 1 The application of the Corporation Seal shall be authenticated by the signatures of any two members of the Board of Governors, excluding the Principal, staff and student members. The Clerk to the Corporation shall report to the Board occasions when the seal has been applied to documents and shall maintain a Register of Seals.

Members' Code of Conduct

- 1 All members of the Board of Governors shall comply with and abide by the Members' Code of Conduct. The Code of Conduct will be reviewed at least every 2 years.

Register of Interests

- 1 The Clerk to the Corporation shall maintain a Register of Members' Interests which members will be requested to update on an annual basis.
- 2 The Clerk to the Corporation shall maintain a Register of the Interests of members of the Board of Governors that are disclosed at meetings of the Board of Governors or any of its committees, or to the Clerk to the Corporation at any other time.
- 3 The registers shall be made available during normal office hours at the institution to any person wishing to inspect them.

Eligibility of Membership

- 1 Members shall be requested, on an annual basis, to confirm their eligibility for membership of the Board of Governors.

Liability and Indemnity Insurance

- 1 The College shall ensure that all members of the Board, External Co-Opted Committee members and the Clerk to the Corporation are covered by adequate liability and indemnity insurance cover.

Further Education Corporation - Powers

Principal Powers

- a) provide further and higher education
- b) provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to consultation with the appropriate local education authority)
- c) supply goods and services in connection with the provision of education

Supplementary Powers

The Corporation may do anything which appears to it to be necessary or expedient for the purpose of, or in connection with, the exercise of any of the principal powers, including in particular the following:-

- a) conduct an educational institution
- b) acquire and dispose of land and other property
- c) enter into contracts, including in particular:-
 - i) contracts of employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers, and,
 - ii) contracts with respect to the carrying on by the Corporation of any such activities
- d) form, participate in forming or invest in a company or become a member of a charitable incorporated organisation
- e) borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under section 23 to 27C or 33P of the Further and Higher Education Act 1992, and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation.
- f) invest any sums not immediately required for the purposes of carrying on any activities the Corporation has the power to carry on
- g) accept gifts or money, land or other property and apply it, or hold and administer it on trust for, any of those purposes, and,
- h) do anything incidental to the conduct of an educational institution providing further and higher education, including founding scholarships or exhibitions, making grants and giving prizes.
- i) provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with carrying on of the principal powers.

Corporation Responsibilities (Article 3 (1))

- a) the determination and periodic review of the educational character and mission of the institution and for oversight of its activities
- aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- b) approving the quality strategy of the institution
- c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets
- d) approving annual estimates of income and expenditure
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of services of the holders of senior posts, and the Clerk; including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff
- f) setting a framework for the pay and conditions of service of all other staff

Board of Governors Responsibilities

The Board of Governors is responsible for:-

- 1 acting only within the powers given in Sections 18 and 19 of the Further and Higher Education Act 1992, as amended by the Learning and Skills Act 2000, the Education and Skills Act 2007 and Apprenticeships, Skills, Children and Learning Act 2009 and the Education Act 2011.
- 2 by resolution of the members modifying or replacing its Instrument and Articles of government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- 3 the determination and periodic review of the education character and mission of the institution and the oversight of its activities.
- 3a publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- 4 approving the quality strategy of the institution.
- 5 the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets.
- 6 approving annual estimates of income and expenditure.
- 7 the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff.
- 8 setting the framework for the pay and conditions of service of all other staff.
- 9 ensuring that funds from the Education Skills Funding Agency (ESFA) are used only in accordance with the Corporation's powers, the Financial Memorandum, and, any other conditions which the ESFA may from time to time prescribe.

- 10 ensuring that the financial, planning and other management controls, including controls against fraud and theft, applied by the College are appropriate and sufficient to safeguard public funds.
- 11 securing the efficient, economical, and effective management of all of the College's resources and expenditure, capital assets and equipment, and staff, so that the investment of public funds in the College is not put at risk.
- 12 ensuring that appropriate financial considerations are taken into account at all stages in reaching decisions and in their execution.
- 13 establishing committees as required under the Instrument and Articles of Government and the Financial Memorandum.
- 14 approving rules and procedures relating to staff conduct, grievances, suspension, dismissal, disciplinary action, and appeals as required by the Articles of Government.
- 15 approving a Students' Union Constitution, reviewing it at least every five years, and, approving rules relating to the conduct of students.
- 16 approving the budget of the Students' Union and monitoring its expenditure (EA94)
- 17 receiving and considering the agreed year-end accounts of the Students' Union
- 18 setting the policy by which tuition and other fees payable to the Corporation are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA
- 19 ensuring that the College has a sound system of internal control and that its arrangements for risk management, control and governance processes are adequate and effective.
- 20 receiving recommendations from the Audit Committee on the appointment of the Financial Statements/Regularity auditor and internal audit service for the College, and for formally appointing such services and approving Letters of Engagement
- 21 considering and approving the internal audit plans, the annual report of internal audit, the annual report of the Audit Committee, the management letters from the Financial Statements/Regularity auditors and the Funding Auditors (where appropriate), and the financial year end accounts
- 22 approving additional services beyond the scope of the internal audit, financial statements audit and funding audit (where appropriate) terms of reference, where the cumulative value of this work by any of the audit service providers exceeds £20,000 in any 12-month period.
- 23 ensuring, through the Audit Committee, that prompt and effective action is taken on those audit reports that call for it or, alternatively, for recognising and accepting the risks resulting from not taking action.
- 24 considering and approving the College's Strategic Plan, together with related Financial Plans/Forecasts, Financial Plan/Forecast Updates, and, the Property Strategy.
- 25 the appointment of the College's legal advisors and bankers
- 26 approving the establishment, acquisition or dissolution of any subsidiary companies and monitoring their progress
- 27 reviewing and approving policies, procedures and other documentation in accordance with approved schedules.
- 28 approving amendments to the Financial Regulations and complying with its responsibilities under those Regulations

29 by resolution, the Corporation may dissolve itself and provide for the transfer of its property, rights and liabilities.

Non-Delegable Responsibilities of the Board of Governors

The Board of Governors shall not delegate:-

- 1) the determination of the educational character and mission of the institution.
- 2) the approval of the annual estimates of income and expenditure
- 3) the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets
- 4) the appointment of the Principal or holder of a senior post.
- 5) the appointment of the Clerk to the Corporation, (including, where the Clerk to the Corporation is, or is to be, appointed as a member of staff his/her appointment in his/her capacity as a member of staff); and
- 6) the modification or revocation of the Articles of Government
- 7) the modifying or replacing of its Instrument and Articles of Government, after consultation with any other persons who, in the Corporation's view, are likely to be affected by the proposed changes.
- 8) the dissolution of the Corporation itself.

The Board of Governors may not delegate:-

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

The Corporation shall make rules specifying the way in which a committee having functions under paragraph (2) above shall be established and conducted.

Schedule of Authority Delegated by the Board of Governors

The Board of Governors has delegated authority as follows:-

Audit Committee

- B00.58(a) The approval of additional charges from the Financial Statements auditors for work outside the remit of the year-end audit provided the cumulative charges do not exceed £20,000 in any 12 month period.

Search and Governance Committee

- B99.100(b) The authority to undertake an annual review of the Register of Corporation Members' Interests, with the Register being submitted to the Board with the minutes of that Committee's meeting.

Expenditure

- B99.83 All Committees have delegated authority to incur expenditure up to a maximum of £2,000 per annum to obtain outside legal or independent advice in order that the Committee may carry out its responsibilities effectively.

Principal

- B06.22 (iii) (a) The Board of Governors has delegated its power to determine appeals in connection with the dismissal of a member of staff to the Principal with effect from 28th February 2006, noting that the Principal had delegated his/her power to dismiss a member of staff to the holders of designated senior posts *or the Vice-Principals (Staff Disciplinary Procedure – Board of Governors – 15th July 2013)*.

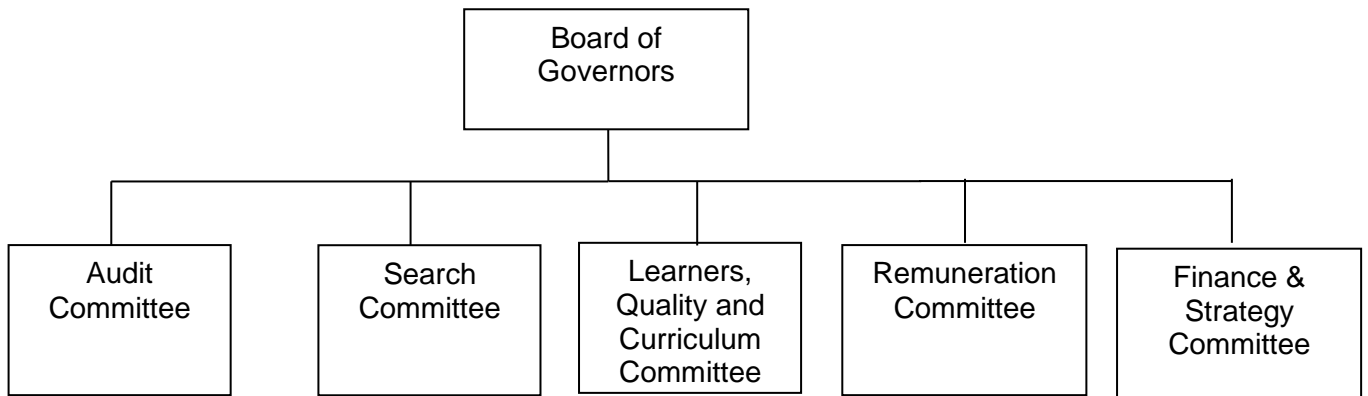
The Principal/Clerk to the Corporation

The Board of Governors has delegated authority to the Principal and the Clerk to the Corporation to review materials excluded from inspection, under Instrument 16(2), to determine whether such materials should be released for publication.

**COMMITTEES
OF THE
BOARD OF GOVERNORS**

Sandwell College

Board of Governors Committees



SANDWELL COLLEGE

Audit Committee

(A Committee established under the Article 6(1) to advise on matters relating to the Corporation's assurance arrangements and systems of internal control)

Membership of Committee

- 1 The Committee comprises five members of the Board of Governors.
- 2 The Principal and other senior post holders may not be members of the Committee but other members of staff may sit on the Committee provided they do not have significant executive, management, financial or budgetary responsibilities.
- 3 The audit committee must include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance
- 4 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to serve on the Committee:
 - the Chair of the Board of Governors
 - College staff with executive responsibilities for the College at senior level
 - Governors who have significant interests in the College
 - Employees, partners or those with a significant interest in any of the College's professional advisers or suppliers of other significant goods or services – professional advisers includes the College's Internal Audit Service, its Financial Statements Auditor, Funding Auditor (where appropriate), solicitors, bankers, insurers and property advisors.

Terms of Office

- 1 A member of the Committee will cease to be a member if he/she has been absent from meetings of the Committee for a period longer than twelve consecutive months without the permission of the Committee.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair of the Committee and the Clerk to the Corporation.
- 2 Any member of the Committee, the Board of Governors or the head of the Internal Audit Service, Financial Statements Auditor, or Funding Auditor (where appropriate) wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Persons in Attendance

- 1 The Internal Auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the Financial Statements Auditor and Funding Auditor (where appropriate) where business relevant to them is being discussed. Senior managers will also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 2 Any managers or staff invited to attend meetings shall not be allowed to influence the Committee or compromise its objectivity or participate in the decision making process.
- 3 The Committee may invite the Board of Governors 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).

- 4 The person responsible for the provision of the Internal Audit Service, shall have a free right of access to the Chair of the Committee (via the Clerk to the Corporation) and shall have the right to ask the Chair to convene a meeting.
- 5 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out below) to exclude any, or all, participants and observers, except the Clerk to the Corporation.
- 6 The Audit Committee will meet with the Internal Audit Service, Financial Statements Auditors and Funding Auditor (where appropriate), at least once per annum, without any senior managers being present.

Operation of Committee

Chairship

- 1 The Chair of the Committee will be selected and appointed by the Board of Governors.
- 2 The Committee will be chaired by a non-executive member of the Board of Governors.
- 3 The Committee will recommend to the Board of Governors the appointment of a Vice-Chair, who will be a non-executive member of the Board of Governors.
- 4 In the absence of the Chair and Vice-Chair, members shall appoint a non-executive member of the Board to act as Chair for the meeting.

Quorum

- 1 The quorum for meetings of the Committee shall temporarily be reduced from 3 to 2 members (both of whom must be Independent members of the Board of Governors).

Frequency of Meetings

- 1 The Committee shall meet at least three times per annum. Where 3 meetings were not held, an explanation (such as when it was not possible to achieve a quorum) must be provided within the Audit Committee's annual report. The Internal Auditor, Financial Statements Auditors or Funding Auditor (where appropriate) may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively, and those items of business are currently set out in the Table attached to Supplement A to the former Audit Code of Practice.

Reporting/Minutes of Meetings

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors, the Executive Team and the auditors.
- 2 Copies of the minutes of the committee's meetings will also be made available during normal office hours at the College to any person wishing to inspect them. Any person wishing to inspect copies of the minutes should contact the Clerk to the Corporation at Central Campus
- 3 Confidential items will be deleted from the published copies.

Sandwell College

Audit Committee –Terms of Reference

The Audit Committee is established in accordance with Article 6 (1) and is a condition of funding under the Financial Memorandum with the Education and Skills Funding Agency. The Committee:-

- 1 has the right to investigate any activity within its terms of reference
- 2 has the right to access all information and explanations it considers necessary from whatever source to fulfil its remit,
- 3 must have a minimum membership of three, a majority of whom must be governors, but must not include the Chair of the Board of Governors or the Principal
- 4 has a responsibility to maintain its independence and objectivity in appointing members
- 5 has a responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance
- 6 has a restriction not to adopt an executive role
- 7 has the authority to obtain external professional advice.

Terms of Reference

- 1 to assess and provide the Board of Governors 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 advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the external auditors, reporting accountant, internal audit service and other assurance providers (if applicable) and establish that all such assurance providers adhere to relevant professional standards.
- 3 to advise the Board of Governors on the scope and objectives of the work of the external auditors, reporting accountant and internal audit service
- 4 to ensure effective coordination between the external auditors, reporting accountant and internal audit service, including whether the work of the internal audit service should be relied upon for external audit purposes
- 5 to consider and advise the Board of Governors on the internal audit strategy and annual internal audit plans
- 6 to advise the Board of Governors on internal audit assignment reports and annual reports and on control issues included in the management reports of the external auditor, reporting accountant and management's responses to these
- 7 to monitor, within agreed timescales, the implementation of recommendations arising from the management reports from the external auditor, reporting accountant, assignment reports from the internal audit service and any reports submitted by other audit or assurance providers
- 8 to consider and advise the Board of Governors on relevant reports from the National Audit Office, the Education and Skills Funding Agency and other funding bodies, and, where appropriate, management's response to these
- 9 to receive termly updates on the College's health and safety processes and procedures and Data Protection processes and procedures and monitor any issues arising

- 10 to establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the external auditors/reporting accountant and internal audit service through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate
- 11 to produce an annual report for the Board of Governors and Accounting Officer summarising the Committee's activities relating to the financial year under review, including:-
 - a) a summary of work undertaken by the Committee during the year
 - b) the number of meetings held in the year, and attendance records for each Audit Committee member
 - c) any significant issues arising up to the date of preparation of the report
 - d) any significant matters of internal control included in the assignment or management reports from auditors or other assurance providers
 - e) details of the data of appointment of the external auditors and the remaining term of the contract
 - f) the Committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - g) the Committee's 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, solvency of the institution and the safeguarding of its assets
- 12 to submit the annual report to the Board of Governors before the statement of corporate governance and internal control in the Members' Report and Financial Statements is signed.
- 13 to oversee the college's policies on fraud, irregularity, impropriety, and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; ensure that investigation outcomes are reported to the Audit Committee; ensure that the external auditors and internal audit service have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cyber crime, major weakness or breakdown in the accounting or other control framework are reported to the appropriate funding agency; ensure that risks around fraud have been identified and controls put in place to mitigate them.
- 14 to inform the Board of Governors of any additional services provided by the external auditors, reporting accountant, internal audit service or other assurance providers (if applicable) and explain how independence and objectivity were safeguarded.
- 15 to recommend the annual Members' Report and Financial Statements to the Board of Governors for approval.
- 16 to notify the ESFA when auditors resign or are removed other than at the end of their agreed term.
- 17 to consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit Committee identifies a gap in its existing skill set, training and development should be provided to address this in the first instance.
- 16 to operate in accordance with any requirements of the Funding Agency or Secretary of State for Education.

Approved by the Board of Governors – 11 July 2022 – Minute No. B22.39

Table 1: Minimum cycle of audit committee business.

| <u>Current year item of business</u> | Indicative timings (✓) | | | | | | To recommend to the Corporation for approval |
|--|------------------------|---------------------|------------------|------------------|-----------------------|------------------|--|
| | Previous year | <u>Current year</u> | | | <u>Following year</u> | | |
| | | Summer | Autumn | Spring | Summer | Autumn | |
| 1 Appointment and reappointment or dismissal (where applicable) and remuneration of internal auditors. | ✓ or autumn term | ✓ or summer term | | | | | Yes |
| 2 Internal audit needs assessment, strategic plan and annual plan. | | ✓ | | | | | Yes |
| 3 Risk management annual report from college management. | | | | ✓ or autumn term | ✓ or summer term | | |
| 4 Appointment and reappointment or dismissal (where applicable) and remuneration of financial statements auditors. | | | ✓ or summer term | ✓ or spring term | | | Yes |
| 5 Review of performance of the internal audit service and establishment of annual performance indicators for following year. | | | | ✓ or autumn term | ✓ or summer term | | No |
| 6 Funding auditor interim opinion and management letter (where applicable).* | | | | | ✓● | | Yes* |
| 7 Internal audit service annual report.* | | | | | ✓● | | Yes* |
| 8 Financial statements audit management letter.* | | | | | ✓● | | Yes* |
| 9 Annual report of the audit committee.* | | | | | ✓ | | Yes* |
| 10 Recommendation of approval to the Corporation of annual financial statements (may be the role of the finance committee or equivalent) including regularity audit opinion. | | | | | ✓ | | Yes |
| 11 Funding auditor final opinion and management letter (where applicable). | | | | | | ✓ | Yes |
| 12 Review of performance of the financial statements auditors and establishment of annual performance indicators for the following year. | | | | | | ✓ or summer term | No |

| Current year item of business | Indicative timings (✓) | | | | | | To recommend to the Corporation for approval |
|--|------------------------|------------------------------|--------|--------|----------------|--------|--|
| | Previous year | Current year | | | Following year | | |
| | | Summer | Autumn | Spring | Summer | Autumn | |
| 13 Internal audit reports on reviews and progress update. | | Depends on timing of reports | | | | | No |
| | | ✓ | ✓ | ✓ | | | |
| 14 Consideration of funding auditor franchise and partnership spot-check reports (where applicable). | | Depends on timing of visits | | | | | No |
| | | ✓ | ✓ | ✓ | | | |

Notes to Table 1

* Corporations must have all of these reports (items 6, 7, 8 and 9) available before approving the financial statements and the statements included therein on corporate governance, responsibilities of members of the corporation and the system of internal control. The corporation must approve the annual financial statements to meet ESFA deadlines.

- Items 6, 7 and 8 may be deferred until the spring term, but see comment above.

SANDWELL COLLEGE

Search and Governance Committee

(A Committee established under the Article 5(1))

Membership of Committee

- 1 The Committee will comprise five members, including the Principal of the College, ex officio.
- 2 Members of the Committee may or may not be members of the Board of Governors.
- 3 A person shall be ineligible for appointment as a Committee member if he/she has served for more than 8 years on the Committee.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair of the Committee and the Clerk to the Corporation.
- 2 Any member of the Committee wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Operation of Committee

Chairship

- 1 The Chair of the Committee will be selected and appointed by the Board of Governors.
- 2 The Committee will be chaired by a non-executive member of the Board of Governors.
- 3 The Committee will recommend to the Board of Governors the appointment of a Vice-Chair, who will be a non-executive member of the Board of Governors.
- 4 In the absence of the Chair and Vice-Chair, members shall appoint a non-executive member of the Board to act as Chair for the meeting.

Quorum

- 1 The quorum for meetings of the Committee shall be 3 members.

Frequency of Meetings

- 1 The Committee shall meet at least twice each year.

Minutes

- 1 The Clerk to the Corporation will produce minutes of the Search and Governance Committee meetings. Applicants for membership of the Board of Governors and its committees will be identified in the minutes only by their initials.
- 2 Minutes relating to applicants who are not recommended for appointment to the Board of Governors or its committees will be deemed confidential.
- 3 Minutes relating to the performance of existing members may also be deemed confidential.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors and the Senior Leadership Team.
- 2 Copies of the minutes of the committee meetings will also be made available during normal office hours at the College to any person wishing to inspect them. Any person wishing to inspect copies of the minutes should contact the Clerk to the Corporation at Central Campus.

Sandwell College

Search and Governance Committee

(A Committee established under the Article 5(1))

Committee Objectives

- 1 To advise the Board of Governors on the appointment of members (other than as a staff or student member).
- 2 To advise the Board of Governors on such others matters relating to membership and appointments as the Board may remit to the Committee.
- 3 To advise the Board of Governors on its structure/membership, together with that of its committees.
- 4 To ensure that appointments to the Board are made on the basis of merit, subject to the need to maintain a balance of relevant skills and backgrounds.
- 5 In liaison with the Clerk to the Corporation, to advise the Board of Governors with regard to matters of governance practice and to consider and approve governance related policies and procedures.

Committee Terms of Reference and Responsibilities

The Committee shall:-

- 1 be responsible for recommending candidates for the approval of the Board of Governors for all vacancies on the Board of Governors (excluding staff and student members)
- 2 submit its advice to the Board of Governors for the Board's consideration on governor appointments (excluding staff and student members) before the appointment is made
- 3 be responsible for determining the process by which nominations for staff and student members are sought and elections undertaken
- 4 from time to time consider and make recommendations to the Board of Governors on the Board's composition and balance, and on the procedures for appointment to the Board of Governors.
- 5 advise the Board of Governors on its committee structure and membership, and, where appropriate, recommend candidates for the approval of the Board of Governors as External Co-Opted Members of the Board of Governors' committees
- 6 maintain an overview of the skills and expertise of Board members and undertake a skills and knowledge audit at least every two years
- 7 develop and recommend to the Board of Governors policies and procedures for the training, induction and governance development of members of the Board
- 8 receive an annual report from the Clerk to the Corporation on the training undertaken by members of the Board
- 9 receive an annual report from the Clerk to the Corporation detailing members attendance at formal meetings and take appropriate action
- 10 in liaison with the Clerk to the Corporation, consider issues relating to governance practice and approve related policies and procedures

- 11 undertake an annual evaluation of the performance of the Board and report the outcome to the Board for consideration and action
- 12 monitor progress in implementing the action plan contained within the Governance Self-Assessment Report
- 13 comply with the procedures the Board of Governors has made relating to the conduct of the Committee
- 14 evaluate the contribution made by existing individual Governors before proposing their re-appointment, especially after two terms of office
- 15 ensure the public availability, during normal office hours, of the Search and Governance Committee's terms of reference, together with the Committee's advice to the Board of Governors, other than any advice which the Board of Governors is satisfied should be dealt with on a confidential basis
- 16 comply with any rules the Board of Governors may determine in relation to the Committee's operation and ensure that these rules are made publicly available, during normal office hours
- 17 ensure that the documentation/information referred to in 15 and 16 above is published on the College's website
- 18 undertaken an annual review of the Committee's own performance and its terms of reference.

Sandwell College

Learners, Quality and Curriculum Committee

Terms of Reference

Membership of Committee

- 1 The Committee will comprise seven members (six of whom will be members of the Board of Governors), including the Principal ex-officio and the two Student Governors.

Terms of Office

- 1 A member of the Committee will cease to be a member if he/she has been absent from meetings of the Committee for a period longer than twelve consecutive months without the permission of the Committee.

Clerkship

- 1 The Clerk to the Corporation will act as Clerk to the Committee.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair of the Committee and Clerk to the Corporation, in liaison with Vice-Principal, based on the Quality Calendar.
- 2 The Board of Governors has the opportunity to request that the Committee considers specific matters on its behalf.
- 3 Any member of the Committee wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Persons in Attendance

- 1 The Vice-Principal will support the Committee and attend each of its meetings. College managers, as appropriate, will be invited to attend meetings.

Chairship

- 1 The Committee will be chaired by a member of the Board of Governors, other than a Student Member.
- 2 The Committee will recommend to the Board of Governors the appointment of a Vice-Chair, other than a Student Member.

Quorum

- 1 The quorum for meetings of the Committee shall be 3 members, at least two of whom must be members of the Board of Governors other than the Student Members.

Frequency of Meetings

- 1 The Committee shall meet at least three times per annum.

Reporting/Minutes of Meetings

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors and those managers who attended its meetings.

- 2 Copies of the minutes of the committee's meetings will also be made available during normal office hours at the College to any person wishing to inspect them. Any person wishing to inspect copies of the minutes should contact the Corporate Support Unit at Central Campus.
- 3 Confidential items will be deleted from the published copies.

Terms of Reference

The main objective of the Learners, Quality and Curriculum Committee is to ensure that action plans and improvement strategies bring about real improvements to the curriculum and the students' experience at the College. Discussions will focus on the impact of plans rather than a description of the plans themselves.

The agendas for meetings will be based around the Quality Calendar.

Specifically, the Committee will focus upon:

- Quality improvement and self-assessment, including target setting
- The student experience
- Student outcomes including progression of learners
- The employer experience
- The relevance of the curriculum offer to students, employers and the community to ensure it is innovative and of high quality
- The monitoring of equality, diversity and safeguarding matters relating to students.

The work of the Committee will be supported by evidence from both internal and external reviews.

SANDWELL COLLEGE

Terms of Reference

Finance & Strategy Committee

Constitution

The Governing Body resolves to appoint a Finance & Strategy Committee. The purpose of the Committee is to maximise the effectiveness and efficiency of the College

Membership

- 1 The Committee and, its Chair shall be appointed by the Governing Body and will consist of up to 5 Independent Governors, including the Chief Executive and Principal and Chair of the Governing Body (ex-officio). Staff and Student Governors shall not be eligible to be members.
- 2 Membership may include a Co-opted member who brings additional relevant experience to the committee, as required. A Co-opted member may not serve as Chair of the Committee.
- 3 Other Governors shall have a right of attendance.

Chairship

- 1 The Chair of the Committee will be selected and appointed by the Board of Governors.
- 2 In the absence of the Chair, members shall appoint a non-executive member of the Board to act as Chair for the meeting.

Quorum

The quorum shall be 3 members at least 2 of whom must be Independent Governors.

Attendance at Meetings

- 1 The Executive Director of Finance & Resources and Executive Director of Human Resources & Organisation Development will normally attend meetings. Other employees may be invited to attend as appropriate.
- 2 The Clerk to the Governing Body shall be Clerk to the Committee.

Frequency of Meetings

Meetings shall normally be held three times per year.

Proceedings of Meetings

- 1 Every question to be decided at a meeting of the Committee shall be determined by a majority of the members present. Where there is an equal division, the Chair of the meeting shall have a second or casting vote.
- 2 A member may not vote by proxy.
- 3 The Committee may meet by telephone conference or by other "virtual" means.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair of the Committee and the Clerk to the

Corporation.

- 2 Any member of the Committee wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Authority

The Committee is authorised by the Governing Body to:

- 1 Investigate any activity within its terms of reference.
- 2 Seek any information it requires from any employee, although this will normally be through the Chief Executive and Principal or members of the Senior Leadership Team.
- 3 Obtain outside legal, or other professional advice and to secure the attendance of others with relevant experience and expertise if it considers this necessary.
- 4 Review and make recommendations to the Governing Body on revisions to these Terms of Reference.

Duties

The duties of the Committee shall be:

- 1 To advise the Governing Body on the financial health and solvency of the College, taking account of annual income and expenditure and the financial and operating performance of the College.
- 2 To review the College's proposed annual budget and recommend its approval to the Board.
- 3 To review the College's budget and cash flow forecasts together with financial and operating reports prepared by management and monitor performance against these.
- 4 To review capital budgets and approve specific capital expenditure when delegated by the Governing Body.
- 5 To consider and review reports/updates on the financial position of any capital projects.
- 6 To consider and advise the Governing Body on the College's accommodation strategies.
- 7 To review the effective and efficient deployment, management and utilisation of financial, physical and human resources, the financial implications of any decisions, and advise the Governing Body accordingly.
- 8 To ensure that the requirements of the Financial Memorandum with the funding agencies and other regulatory requirements of funding bodies, are fulfilled
- 9 To review strategic developments.
- 10 To review the Fees Policy and recommend its approval to the Board.
- 11 To review the Treasury Management Policy and recommend its approval to the Board.
- 12 To offer such advice to the Chief Executive and Principal as may, from time to time, be sought.

Accountability

- 1 The Committee will report to the Governing Body.

- 2 The Committee will consider whether any proposal or decision will have implications for the students of the College and will refer matters accordingly to the Governing Body.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors.
- 2 Copies of the minutes of the committee meetings will also be made available during normal office hours at the College to any person wishing to inspect them. Any person wishing to inspect copies of the minutes should contact the Clerk to the Corporation at Central Campus.

SANDWELL COLLEGE

Remuneration Committee

Membership of Committee

- 1 The Committee will comprise three members of the Board of Governors excluding staff and student members and the Principal.

Agendas for Meetings

- 1 The agenda for meetings will be compiled by the Chair of the Committee and Clerk to the Corporation, in liaison with the Principal.
- 2 Any member of the Committee wishing to place an item on the agenda should contact the Clerk to the Corporation who will liaise with the Chair.

Chairship

- 1 The Committee will be chaired by a non-executive member of the Board of Governors.
- 2 The Committee will recommend to the Board of Governors the appointment of a Vice-Chair.

Quorum

- 1 The quorum for meetings of the Committee shall be 3 members.

Frequency of Meetings

- 1 The Committee shall meet at least twice per annum.

Reporting/Minutes of Meetings

- 1 The minutes of the Committee's meetings will be confidential.

Committee Objectives

- 1 The Committee will be responsible for advising the Board of Governors on the performance, remuneration and conditions of service of Senior Postholders and the Clerk to the Corporation.

Terms of Reference

- 1 To agree annual targets with the Senior Postholders and the Clerk to the Corporation for submission to the Board of Governors for formal approval.
- 2 To review performance against targets with the Senior Postholders and Clerk to the Corporation, half-yearly, normally during February and June and advise the Board of Governors on the outcome of the review.
- 3 To advise the Board of Governors on the remuneration and conditions of service of the College's senior postholders.
- 4 To advise the Board of Governors on the remuneration and conditions of service of the Clerk to the Corporation.
- 5 To undertake an annual review of the Committee's own performance and its terms of reference.

SANDWELL COLLEGE

STANDING ORDERS

RELATING TO THE BOARD OF GOVERNORS' COMMITTEES

INTRODUCTION

- 1 The Standing Orders of the Committees may be varied at any time by a resolution of the Board of Governors.
- 2 The Standing Orders are subject at all times to the provisions of the Instrument and Articles of Government.

Terms of Office

- 1 Members are appointed to serve on the Committees of the Board until their term of office on the Board of Governors ceases or until the Board resolves otherwise.
- 2 Members retiring at the end of their term of office shall be eligible for re-appointment.
- 3 Members may at any time by notice in writing to the Clerk to the Corporation resign from their office.
- 4 Vacancies on the Committee will be filled by appointment of a new member by the Board of Governors.

Apologies/Record of Attendance

- 1 Members shall submit their apologies for meetings to the Clerk to the Corporation as soon as they become aware of their inability to attend.
- 2 The Clerk to the Corporation will maintain a record of members' attendance, which will be reviewed by the Search and Governance Committee on an annual basis.

Meetings

- 1 All meetings of the Committee will be called by the Clerk to the Corporation who shall send to the members' written notice of the meeting and a copy of the proposed agenda and supporting papers at least seven calendar days prior to the meeting. The tabling of agenda papers is discouraged, however, in cases of urgency this may be permitted.
- 2 However, if it is proposed to consider at any meeting of a Committee the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall at least seven calendar days before the date of the meeting send to the members a copy of the agenda item concerned together with any relevant papers.
- 3 A Special Meeting of a Committee may be called at any time by the Chair of that Committee. Where the Chair so directs on the grounds that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within less than seven calendar days.
- 4 Every member of the Committee shall act in the best interests of the Corporation and shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

Persons In Attendance

- 1 All members of the Board of Governors are entitled to attend Committee meetings in an observer capacity. However, they may only participate in the discussion if invited to do so by the Chair of the Committee.
- 2 Members of the Senior Leadership Team will be invited to attend committee meetings as appropriate.
- 3 The Chair of a committee of the Board may invite members of staff, students or representatives of external organisations to attend meetings in order to present reports or give advice on specific agenda items. Notification of this invitation will be detailed in members' agenda papers, and members will have the right to revoke the invitation if they so wish.
- 4 Committee meetings are not normally open to the public, the press or other interested parties, unless by prior invitation.
- 5 The Committee has the right to request that non-members withdraw from meetings, should the Committee wish to deliberate in private.

Order of Business

- 1 Business shall be considered in the order it appears on the agenda for the meeting except that the order may be varied by the decision of the members present.

Any Other Business

- 1 The raising of issues under "Any Other Business" is discouraged, however, in cases of urgency this will be allowed provided the Chair of the Committee and the Clerk to the Corporation have been notified in advance of the meeting.

Minutes

- 1 The minutes of the Committee's meetings will detail the category of those members present.
- 2 Separate minutes will be taken of those parts of Committee meetings where the Principal, Clerk to the Corporation, staff or student members have been asked to withdraw. The Principal Clerk to the Corporation, staff and student members will not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.
- 3 At every meeting of a Committee the minutes of the last meeting will be taken as an agenda item, and, if agreed to be accurate, those minutes shall be signed by the Chair as a true record. However, the Committee may choose not to consider the minutes of the last meeting at a 'Special' meeting of the Committee. In such cases the minutes of the last meeting would be considered at the next 'planned' meeting of the Committee.
- 4 The official minute books of the meetings of the Committees will be maintained by the Clerk to the Corporation.

Proceedings of Meetings of the Committee

- 1 Every question to be decided at a meeting of the Committee shall be determined by a majority of votes cast by the members present and entitled to vote on the question. Where there is an equal division of votes the Chair of the Committee shall have a second or casting vote.
- 2
 - a) A member may not vote by proxy or by way of postal vote.
 - b) Where members take part in a meeting of a Committee of the Board of Governors through the use of video or telephone conferencing facilities, provided all persons present at the meeting can communicate with each other, members are entitled to vote.

In addition, in exceptional circumstances, the Board may use other electronic means provided that all members have the opportunity to participate in discussions and decisions; that security is ensured to protect the integrity of the discussion; and to preserve the quality of debate.
- 3 No resolution of the Committee may be rescinded or varied at a subsequent meeting of the Committee unless consideration of the rescission or variation is a specific item of business on the agenda of that meeting.
- 4 Except as provided by Article 16 a member of the Committee who is a member of staff of the College shall withdraw -
 - a) from that part of any meeting of a Committee, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - b) from that part of any meeting of a Committee, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - c) from that part of any meeting of a Committee, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - d) if so required by a resolution of the other members present, from that part of any meeting of a Committee, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 5 A student member who is under the age of 18 shall not vote on any question concerning any proposal
 - a) for the expenditure of money by the Committee, or,
 - b) under which the Committee, or any members of the Committee, would enter into any contract, or would incur any debt or liability whether immediate, contingent or otherwise.
- 6 Except as provided by rules made under Article 18 (3) relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Committee at which a student's conduct, suspension or expulsion is to be considered.

- 7 In any case where the Committee is to discuss the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the College, a student member shall -
 - a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it, and,
 - b) where required to do so by a majority of the members other than the student members, present at the meeting, withdraw from the meeting.
- 8 The Clerk to the Corporation:-
 - a) shall withdraw from that part of any meeting of a committee at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as clerk are to be considered; and
 - b) if he/she is a member of the staff of the institution, shall withdraw in any case where he/she would be required to withdraw under paragraph (4) if he/she were attending as a member of the Board of Governors
- 9 If the Clerk to the Corporation withdraws from a meeting or part of it under paragraph 8 the committee shall appoint a person from among themselves to act as Clerk to the committee, during this absence.
- 10 The proceedings of meetings of the Committee will be recorded in the minutes prepared by the Clerk to the Corporation. Minutes of the meetings (regardless of whether or not they have been confirmed as being a true record by the Committee) will be presented to the subsequent meeting of the Board of Governors.
- 11 Committees of the Board of Governors do not have authority, under the Instrument and Articles of Government to delegate any of their functions. Committees cannot therefore, establish sub-committees.

Clerkship

- 1 The Clerk to the Corporation shall act as Clerk to the Committee and shall keep appropriate records of proceedings.

Quorum

- 1 If the number of members present for a meeting does not constitute the quorum specified, the meeting shall not be held. If, during the course of a meeting, the number of members present reduces to a level below the quorum, the meeting shall be terminated immediately. Should a meeting be terminated, the Committee may determine that the meeting will be re-convened at a suitable date and time without the need for a new agenda and supporting papers being circulated to members.

Where members take part in a meeting of a Committee of the Board of Governors through the use of video-conferencing facilities those members count towards the quorum for the meeting, provided all members present can communicate with each other.

In addition, in exceptional circumstances, the Board may use other electronic means provided that all members have the opportunity to participate in discussions and decisions; that security is ensured to protect the integrity of the discussion; and to preserve the quality of debate.

Power to Appoint Non-Governor Members

- 1 The Board has the power to appoint to its committees members who are not members of the Board of Governors known as External Co-Opted Members. These members have voting rights

and count towards the quorum for the meeting. Governor members shall always form a majority of the total membership of its committees.

External Advisors

- 1 Committees shall have the power to employ the services of such external advisors, as deemed necessary to fulfill their responsibilities.

Collective Responsibility

- 1 The Committee operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Committee, even when it is not unanimous, is a decision taken by members collectively and each individual member has a duty to stand by it, whether or not he/she was present at the meeting of the Committee when the decision was taken.
- 2 The procedure to be undertaken when a member disagrees with a decision of the Committee is detailed in the Members' Code of Conduct.

Disorderly Conduct

- 1 If any member, in the opinion of the Chair of the Committee misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may propose "that the member be not further heard". If the proposal is seconded, it shall be put to the members and determined without further discussion.
- 2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting.
- 3 In the event of a disturbance interfering with the orderly dispatch of business, the Chair may adjourn or suspend the meeting for such period as he/she considers appropriate.

**SPECIALIST PANELS/COMMITTEES
OF THE
BOARD OF GOVERNORS**

SANDWELL COLLEGE

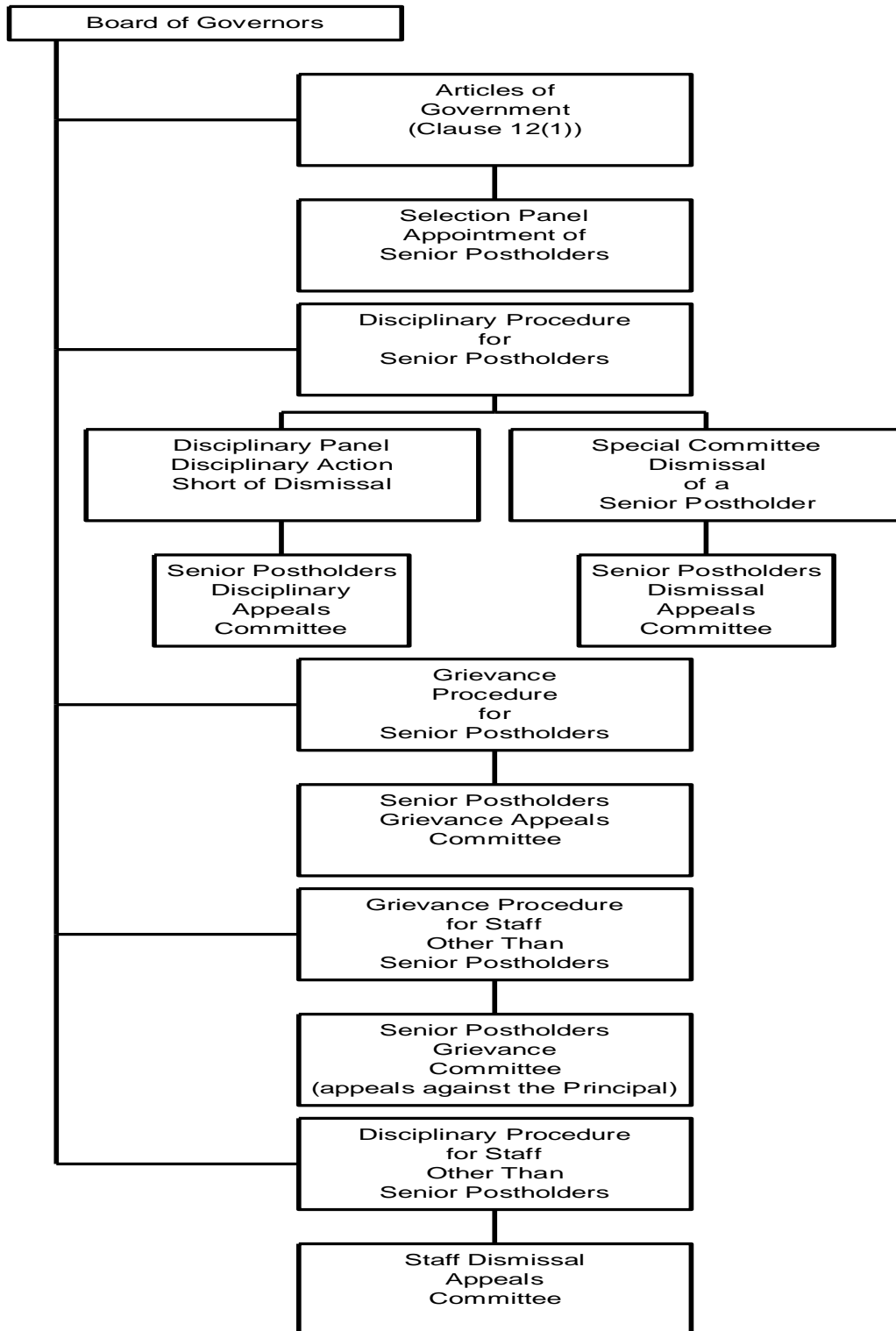
SPECIALIST PANELS/COMMITTEES

INTRODUCTION

- 1 There are a number of Specialist Panels/Committees that the Board of Governors is required to establish. These are detailed on the following pages.
- 2 The Standing Orders of these Specialist Panels/Committees may be varied at any time by a resolution of the Board of Governors.
- 3 The Standing Orders are subject at all times to the provisions of the Instrument and Articles of Government.

Sandwell College

Board of Governors Specialist Panels/Committees



SANDWELL COLLEGE

Selection Panel - Appointment of Senior Postholders (A Panel Required under Article 12(1))

Terms of Reference

- 1 When a vacancy in a senior post occurs, the Board of Governors shall advertise the vacancy nationally and appoint a Selection Panel.
- 2 The Panel will comprise :
 - a) (where the vacancy is the post of Principal) at least 5 members of the Board, including the Chair or the Vice-Chair or both
 - b) (where the vacancy is for any other senior post) the Principal and at least 3 other members of the Board of Governors.

Role of the Panel

- 1 The members of the Selection Panel shall:-
 - a) decide on the arrangements for selecting applicants for interview
 - b) interview those applicants, and,
 - c) where they consider it appropriate to do so, recommend to the Board of Governors for appointment one of the applicants interviewed by the Panel.
- 2 If the Board of Governors approves the Selection Panel's recommendation that person shall be appointed.
- 3 If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (1), with or without first re-advertising the vacancy.

Standing Orders

Chairship

- 1 The Chair and Vice-Chair of the Board of Governors will serve as Chair and Vice-Chair of the Selection Panel respectively.

Members Attendance at Meetings of the Selection Panel

- 1 All members of the Selection Panel are required to attend the meetings of the Panel. However, the Board of Governors has delegated authority to the Chair, or in his absence, the Vice-Chair to vary the number of members serving on the Selection Panel, due to members' illness or unforeseen circumstances, subject to the number of members attending meetings of the Selection Panel being at least 5 where the appointment is for the post of Principal, and, being at least 4 where the appointment is for a senior post other than that of Principal.
- 2 If the number of members' present for a meeting of the Selection Panel does not conform with (1) above, the meeting shall not be held. If, during the course of a meeting, the number of members present does not conform to that stated in (1) above, the meeting shall be terminated immediately.

Proceedings and Reporting of Meetings of the Selection Panel

- 1 Every question to be decided at a meeting of the Panel, other than the recommendation of the Panel to the Board of Governors of the appointment of one of the applicants it has interviewed, shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the Panel shall have a second or casting vote.
- 2 The proceedings of meetings of the Panel will be recorded in the minutes prepared by the Clerk to the Corporation. Minutes of the meetings, once approved by the Chair of the Panel, will be circulated to all members of the Board of Governors and presented to the subsequent meeting of the Board of Governors.
- 3 Separate minutes will be taken of any issues which are regarded by the Panel to be confidential and as such the subsequent publication will be restricted.

Recommendation of the Selection Panel to the Board of Governors on the Appointment of a Senior Postholder

- 1 Members of the Selection Panel are required to interview the applicants for the Senior Postholder position and recommend to the Board of Governors one of the applicants they have interviewed. The recommendation of the Selection Panel must therefore be unanimous.

Clerkship

- 1 The Clerk to the Corporation shall act as Clerk to the Selection Panel and shall keep appropriate records of proceedings.

Minutes

- 1 The minutes of the meetings will detail the category of those members present.
- 2 The official minute books of the meetings of the Selection Panel will be maintained by the Clerk to the Corporation.

Frequency of Meetings

- 1 The Panel shall meet as required in order to discharge its functions effectively.

Meetings

- 1 The Panel has the right to request that non-members withdraw from its meetings should the Panel wish to deliberate in private.
- 2 Meetings of the Panel are not open to members of the public.

External Advisors

- 1 The Panel shall have the power to employ the services of such external advisors, as it deems necessary to fulfill its responsibilities.

Delegated Authority to incur Expenditure

- 1 The Panel has delegated authority from the Board of Governors to incur expenditure in order that the Panel may carry out its responsibilities effectively.

Collective Responsibility

- 1 A decision of the Panel, even when it is not unanimous, is a decision taken by members collectively and each individual member has a duty to stand by it, whether or not he/she was present at the meeting of the Panel when the decision was taken.
- 2 The procedure to be undertaken when a member disagrees with a decision of the Panel is detailed in the Members' Code of Conduct.

Disorderly Conduct

- 1 If any member, in the opinion of the Chair, misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may propose "that the member be not further heard". If the proposal is seconded, it shall be put to the members and determined without further discussion.
- 2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting.
- 3 In the event of a disturbance interfering with the orderly dispatch of business, the Chair may adjourn or suspend the meeting for such period as he/she considers appropriate.

SANDWELL COLLEGE

Disciplinary Panel - Disciplining of a Senior Postholder
(A Panel required under paragraph 6.6 (i) of the Disciplinary Procedures for Senior Postholders)

Role of Panel

- 1 To consider disciplinary action short of dismissal in relation to a senior postholder.
- 2 The procedure to be followed at meetings of the Disciplinary Panel is documented in the Disciplinary Procedures for Senior Postholders, as approved by the Board of Governors.

Membership of Panel

- 1 The Panel will comprise three members of the Board of Governors.
- 2 The Chair, Principal, staff and student members are ineligible for membership of the Disciplinary Panel.
- 3 The Board of Governors will appoint members to the Panel. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Panel subject to members' availability, and ensuring that the Panel comprises, where appropriate, a mix of gender and ethnic minority members.

Chairship

- 1 The Panel will appoint one of its members to act as Chair.
- 2 The Chair of the Panel is responsible for ensuring compliance with the procedures for the conduct of the Disciplinary Panel.

Quorum

- 1 Meetings of the Panel shall be quorate only if all members are present.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Disciplinary Panel to all members of the Board of Governors (excluding staff and student members).

SANDWELL COLLEGE

Senior Postholders Disciplinary Appeals Committee

(A Committee required under paragraph 9.2 of the Disciplinary Procedures for Senior Postholders)

Role of Panel

- 1 To consider an appeal from a senior postholder against a disciplinary decision (short of dismissal)
- 2 The procedure to be followed at meetings of the Disciplinary Panel is documented in the Disciplinary Procedures for Senior Postholders, as approved by the Board of Governors.

Membership of Panel

- 1 The Panel will comprise three members of the Board of Governors, including the Chair of the Board of Governors or in his/her absence the Vice-Chair.
- 2 The Principal, staff and student members and any members of the Board of Governors who have been involved in the disciplinary process are ineligible for membership of the Appeal Committee
- 3 The Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Panel comprises, where appropriate, a mix of gender and ethnic minority members.

Chairship

- 1 The Committee will appoint one of its members to act as Chair.
- 2 The Chair of the Committee is responsible for ensuring compliance with the procedures for the conduct of the Committee.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Appeal Committee to all members of the Board of Governors (excluding staff and student members).

SPECIAL COMMITTEE - Dismissal of a Senior Postholder
(A Committee required under paragraph 6.6 (ii) of the Disciplinary Procedures for Senior Postholders)

Role of Committee

- 1 If the Chair, or in his/her absence the Vice Chair, or a majority of the members of the Board of Governors, consider that it may be appropriate for the Board of Governors to dismiss the holder of a senior post, then the Chair, Vice Chair or Board of Governors shall refer the matter to this Special Committee which shall be convened as soon as practicable to examine and determine the case for dismissal.
- 2 The procedure to be followed at meetings of the Special Committee is documented in the College's Disciplinary Procedures for Senior Postholders, as approved by the Board of Governors.

Membership of Committee

- 1 The Committee will comprise three members of the Board of Governors.
- 2 The Chair, Vice Chair, Principal, staff and student members are ineligible for membership of the Special Committee.
- 3 The Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Committee comprises, where appropriate, a mix of gender and ethnic minority members.

Chairship

- 1 The Committee will appoint one of its members to act as Chair.
- 2 The Chair of the Committee is responsible for ensuring compliance with the procedures for the conduct of the Special Committee.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors (excluding staff and student members).

SANDWELL COLLEGE

Senior Postholders Dismissal Appeals Committee

(A Committee required under paragraph 9.2 of the Disciplinary Procedures for Senior Postholders)

Role of Panel

- 1 To consider an appeal against dismissal from a senior postholder.
- 2 The procedure to be followed at meetings of the Dismissal Appeals Committee is documented in the Disciplinary Procedures for Senior Postholders, as approved by the Board of Governors.

Membership of Panel

- 1 The Panel will comprise three members of the Board of Governors, including the Chair of the Board of Governors, or in his/her absence the Vice-Chair.
- 2 The Principal, staff and student members and any members of the Board of Governors who have been involved in the disciplinary process are ineligible for membership of the Appeal Committee
- 3 The Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Panel comprises, where appropriate, a mix of gender and ethnic minority members.

Chairship

- 1 The Chair or Vice-Chair of the Board of Governors will act as Chair of the Committee.
- 2 The Chair of the Committee is responsible for ensuring compliance with the procedures for the conduct of the Committee.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Dismissal Appeals Committee to all members of the Board of Governors (excluding staff and student members).

SANDWELL COLLEGE

Senior Postholders Grievance Appeals Committee

(A Committee required under paragraph 5.2 of the Grievance Procedure for Senior Postholders)

Role of Committee

- 1 To hear appeals from Senior Postholders or the Clerk to the Corporation as required under the Grievance Procedure for Senior Postholders.

Membership of Committee

- 1 The Committee will comprise three members of the Board of Governors, but will not include any member of the Board of Governors who has been involved in the earlier stages of the grievance process.
- 2 The Principal, staff and student members are ineligible for membership of the Committee.
- 3 The Chair and/or the Vice-Chair of the Board of Governors will ideally be members of the Committee.
- 4 Upon receipt of an appeal against the outcome of a grievance under the Grievance Procedure, the Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Committee comprises, where appropriate, a mix of gender and ethnic minority members.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Chairship

- 1 The Committee will appoint one of its members to act as Chair; this will normally be the Chair or the Vice-Chair of the Board of Governors.

Procedures

- 1 The Chair of the Committee will ensure that the appeals process within the Grievance Procedure for Senior Postholders is adhered to.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors, excluding staff and student members.

SANDWELL COLLEGE

Senior Postholders Grievance Committee

(A Committee required under paragraph 3.5 of the Grievance Procedure for Staff other than Senior Postholders)

Role of Committee

- 1 To hear appeals from staff regarding the outcome of a grievance against a specific action or planned action of the Principal.

Membership of Committee

- 1 The Committee will comprise three members of the Board of Governors excluding the Chair, Vice-Chair of the Board of Governors, the Principal, staff and student members and any other member of the Board of Governors who has had a material involvement in the matter.
- 2 Upon receipt of an appeal against the outcome of a grievance under Section 3 of the Grievance Procedure for Staff other than Senior Postholders, the Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Committee comprises, where appropriate, a mix of gender and ethnic minority members.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Chairship

- 1 The Committee will appoint one of its members to act as Chair.

Procedures

- 1 The Chair of the Committee will ensure that Grievance Procedure for Staff other than Senior Postholders is adhered to.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors, excluding staff and student members.

SANDWELL COLLEGE

Staff Dismissal Appeals Committee

(A Committee required under the Disciplinary Procedure for Staff other than Senior Postholders (paragraph 9.3 (iii))

Role of Committee

To consider an appeal from an employee (other than a senior postholder or the Clerk to the Corporation) who has been dismissed by the Principal.

Membership of Committee

- 1 The Committee will comprise three members of the Board of Governors.
- 2 The Principal, staff and student members are ineligible for membership of the Committee.
- 3 Upon receipt of an appeal, the Board of Governors will appoint members to the Committee. If a meeting of the Board of Governors is not due to take place, the Chair of the Board will have the authority to appoint members to the Committee subject to members' availability, and ensuring that the Committee comprises, where appropriate, a mix of gender and ethnic minority members.

Quorum

- 1 Meetings of the Committee shall be quorate only if all members are present.

Chairship

- 1 The Committee will appoint one of its members to act as Chair.

Procedures

- 1 The Chair of the Committee will ensure that the Disciplinary Procedure for Staff other than Senior Postholders is adhered to.

Reporting

- 1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all members of the Board of Governors (excluding staff and student members).

SANDWELL COLLEGE

STANDING ORDERS relating to all SPECIALIST PANELS/COMMITTEES OF THE BOARD OF GOVERNORS (excluding Selection Panel - Appointment of Senior Postholders (see above))

Proceedings of Meetings of the Panel/Committee

- 1 Every question to be decided at a meeting of the Panel/Committee shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the Panel/Committee shall have a second or casting vote.
- 2 A member may not vote by proxy or by way of a postal vote.
- 3 The proceedings of meetings of the Panel/Committee will be recorded in the minutes prepared by the Clerk to the Corporation. Minutes of the meetings, once approved by the Chair of the Panel/Committee, will be presented to a subsequent meeting of the Board of Governors.
- 4 Separate minutes will be taken of any issues which are regarded by the Panel/Committee to be confidential and as such the subsequent publication will be restricted.

Clerkship

- 1 The Clerk to the Corporation shall act as Clerk to the Panel/Committee and shall keep appropriate records of proceedings.

Minutes

- 1 The minutes of the meetings will detail the category of those members present.
- 2 The official minute books of the meetings of the Panel/Committees will be maintained by the Clerk to the Corporation.

Quorum

- 1 If the number of members present for a meeting does not constitute the quorum specified, the meeting shall not be held. If, during the course of a meeting, the number of members present reduces to a level below the quorum specified above, the meeting shall be terminated immediately.

Frequency of Meetings

- 1 The Panel/Committee shall meet as required in order to discharge its functions effectively.

Meetings

- 1 The Panel/Committee has the right to request that non-members withdraw from the meeting should the Panel/Committee wish to deliberate in private.
- 2 Meetings of the Panel/Committee are not open to members of the public.

External Advisors

- 1 The Panel/Committee shall have the power to employ the services of such external advisors, as it deems necessary to fulfill its responsibilities.

Delegated Authority to incur Expenditure

- 1 The Panel/Committee has delegated authority from the Board of Governors to incur expenditure of up to a maximum of £2,000 per annum in order that the Panel/ Committee may carry out its responsibilities effectively.

Collective Responsibility

- 1 The Panel/Committee operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Panel/Committee, even when it is not unanimous, is a decision taken by members collectively and each individual member has a duty to stand by it, whether or not he/she was present at the meeting of the Panel/Committee when the decision was taken.
- 2 The procedure to be undertaken when a member disagrees with a decision of the Panel/Committee is detailed in the Members' Code of Conduct.

Disorderly Conduct

- 1 If any member, in the opinion of the Chair, misconducts himself/herself by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may propose "that the member be not further heard". If the proposal is seconded, it shall be put to the members and determined without further discussion.
- 2 If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting.
- 3 In the event of a disturbance interfering with the orderly dispatch of business, the Chair may adjourn or suspend the meeting for such period as he/she considers appropriate.

BOARD OF GOVERNORS
PERFORMANCE INDICATORS

Sandwell College

Board of Governors - Performance Indicators

Board Activities

Length of Board Meetings 2 hrs max

Length of Committee Meetings 2 hrs max

Minimum Number of Members in attendance at Board/Committee meetings 70%

Number of Board/Committee meetings that become inquorate 0

Annual review of Committee structure/membership

Attendance at Board meetings by College managers/staff

Members' involvement with staff/students outside of Board/Committee meetings

Monitoring the actioning of Board decisions

The Members' Report and Year-End Financial Statements will be approved by the 31st December each year

Board Members

Attendance at formal Board/Committee meetings 70%

Number of training activities undertaken 2 per annum

Attendance of College activities 1 per annum

Analysis of Board profile (gender, ethnicity, age)

Analysis of membership turnover

Completion of self-evaluation questionnaire

New members will meet with the Chair, Principal and the Clerk to the Corporation within 4-6 weeks of appointment and the Senior Leadership Team within 3-4 months of appointment. New members will be encouraged to attend external induction courses within 6-9 months of appointment.

All members will complete and/or annually update their Register of Interest and their Declaration of Eligibility to serve on the Board of Governors.

All members will take an active part in the annual self-assessment process.

Members will evaluate the performance of the Board of Governors at the conclusion of each of its meetings.

CHAIR
ROLE DESCRIPTION

Role Description

Chair of the Board of Governors

Introduction

The Chair of the Board of Governors is appointed by the Board of Governors and undertakes a strategic leadership role on behalf of the Board.

The term of office of the Chair is determined by the Board of Governors upon appointment of the Chair.

This role description sets out the key roles and responsibilities of Chair of the Board of Governors.

Role of the Chair

- 1 The Chair shall call, agree the agenda and draft minutes of meetings and preside as Chair at meetings of the Board of Governors, having regard to the provisions of the Instrument and Articles of Government, the Constitution, Terms of Reference and Standing Orders and recognised best practice.
- 2 The Chair may call for a Special Meeting of the Board of Governors to be convened (if necessary with less than seven days' notice) if there are matters of significance to be dealt with which are too urgent to wait until the next planned meeting.
- 3 At meetings of the Board of Governors where there is an equal division of votes on an issue, the Chair may exercise a second or casting vote.
- 4 The Chair shall ensure that the Board of Governors fulfils its duties particularly in relation to:
 - articulating the College's mission and vision
 - maintaining and developing the ethos of the College
 - setting strategic aims
 - assessing the performance of the Principal, senior postholders and the Clerk to the Corporation
 - establishing high standards of integrity
 - monitoring the College's financial health.
- 5 The Chair is responsible for providing effective leadership of the Board of Governors and, in association with the Clerk to the Corporation, its efficient operation in accordance with the Instrument and Articles of Government by:
 - ensuring the efficient conduct of the business at meetings of the Board of Governors following established procedures

- taking care that the business of committees of the Board of Governors is reported appropriately
 - ensuring that the views of all members are sought at meetings and that members work together effectively as a team
 - being satisfied that the seven principles of public life established by the Committee on Standards in Public Life are observed in all the business of the Board of Governors i.e.
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership
 - ensuring, with the Clerk to the Corporation, that individual members are appropriately trained, developed and supported and that their performance is assessed on an on-going basis
 - providing personal support to members of the Board of Governors and, if and when necessary, discussing matters relating to attendance, performance or conduct
 - promoting a critical self-assessment of Board of Governors processes
 - working through the Search and Governance Committee address the balance of membership of the Board of Governors with respect to gender, age, ethnicity and stakeholder representation.
- 6 The Chair is responsible for developing and promoting a constructive and supportive working relationship with the Principal, to assist him/her in achieving agreed objectives whilst maintaining a professional relationship at all times. The Chair shall meet regularly with the Principal for the purposes of two-way consultation and communication, and in particular for the following purposes:
- receiving from the Principal an update on matters of interest and importance
 - receiving from the Principal an update on key events and progress since the previous meeting
 - informal exploration of differences of opinion as they arise
 - agenda setting for meetings, in consultation with the Clerk to the Corporation
 - establishing the programme for the Annual Strategy, Policy and Discussion Forum, in consultation with the Clerk to the Corporation
 - being informed of early warning signs of problems which may arise for the College
 - the opportunity for informal discussions relating to working practices.
- 7 The Chair shall seek to promote the interests of the College wherever possible.
- 8 The Chair will attend College events as and when appropriate to present prizes/awards to students if available to do so.
- 9 The Chair will represent the Board of Governors/College at local, regional and national events if available to do so and to report back to the Board of Governors as appropriate.
- 10 The Chair shall assist in compiling job descriptions and person specifications for designated Senior Posts and the post of Clerk to the Corporation and shall supervise appropriate arrangements for selection processes.
- 11 The Chair will exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Clerk to the Corporation.
- 12 The Chair is responsible for approving expenses, travel claims and conference applications of the Principal.

- 13 The Chair may act on behalf of the Board of Governors between meetings on matters delegated by the Board of Governors or on routine matters such as:-
- the signing of routine documents
 - responding to approaches made to the Board of Governors by external organisations on issues which do not require approval by the Board of Governors
 - agreeing the detailed aspects of the implementation of decisions already agreed by the Board
 - accepting the resignation of members from the Board and requesting the convening of a meeting of the Search and Governance Committee as necessary in order that appropriate action can be taken immediately
 - accepting the resignation of holders of senior posts and taking appropriate action to inform the Board of Governors
 - appointing members to Specialist Panel/Committees of the Board, if a meeting of the Board of Governors is not scheduled to take place.

An annual evaluation of the performance of the Chair of the Board of Governors is undertaken by the chairs of the Board's committees.

In the absence of the Chair the powers detailed above automatically transfer to the Vice Chair, together with the powers and responsibilities of the Chair as stated in the Instrument and Articles of Government.

A report will be submitted to meetings of the Board of Governors detailing any action taken by the Chair/Vice Chair since the Board's previous meeting.



Role Description

Chairs and Vice-Chairs of the Committees of the Board of Governors

Introduction

The chairs and vice-chairs of the Board of Governors committees are appointed by the Board of Governors and undertake an important leadership role on behalf of the Board.

The terms of office of the chairs and vice-chairs are in accordance with the Constitution, Standing Orders and Terms of Reference.

This role description sets out the key roles and responsibilities of committee chairs and vice-chairs.

Role of the Chairs

The chairs of the committees are responsible for providing leadership and direction to the committees that they have been appointed to chair.

Responsibilities

The chairs will:-

1. liaise with the Clerk to the Corporation and agree the agendas for meetings of the committee
2. chair and participate in meetings of the committee
3. enable committee discussions ensuring that, as far as possible, all members have an opportunity to contribute to the discussions and that discussions remain focussed on relevant agenda items
4. ensure decisions taken by the committee are clear and unambiguous, and that responsibility for taking forward action points is agreed
5. ensure that the committee's decisions represent the collective views of the committee or when agreement cannot be reached a majority view
6. agree with the Clerk to the Corporation the draft minutes of the committee's meetings prior to their submission to the Board of Governors
7. ensure effect reporting of the committee's discussions to the Board of Governors
8. monitor the implementation of decisions
9. ensure that the work of the committee is consistent with its approved terms of reference and that issues of interest to other committees are appropriately referred

10. consult with other committee members and provide advice and support
11. advise, support and mentor, with the support of Clerk to the Corporation and appropriate members of the Senior Leadership Team, new members of the committee
12. develop effective working relationships with appropriate members of the Executive and Senior Management Teams
13. undertake training appropriate to the role of the chair of the committee
14. support, on completion of their term of office, the incoming chair through the provision of advice and de-briefing
15. ensure, with the support of the Clerk to the Corporation, compliance with the Instrument and Articles of Government, the Constitution, Standing Orders and Terms of Reference and the requirements of the funding bodies as far as they apply to the committee
16. act in the best interests of Sandwell College irrespective of any commitments to other organisations or groups or any personal interests and make appropriate declarations where any potential conflicts arise
17. act in an ambassadorial role on behalf of Sandwell College and promote its good name.

Role of Vice-Chairs

The role of the vice-chairs is to:

1. fulfil all the functions of the chair in his or her absence, as detailed above
2. advise, support and act as a 'critical friend' to the committee chair
3. take an active role in the work of the committee
4. undertake specific tasks requested by the chair or the committee itself.

**MEMBERSHIP
OF THE
BOARD OF GOVERNORS
AND ITS
COMMITTEES**

SANDWELL COLLEGE

Membership of the Board of Governors and its Committees (with effect from 1 September 2022)

| | | |
|-----------------|---------|-------------------------------|
| Mr K Ellis | (Chair) | Independent Member |
| Mr N Grace | | Independent Member |
| Mr N Makin | | Independent Member |
| Mr T Sharma | | Independent Member |
| Mr P Stanaway | | Independent Member |
| Mr A Taylor | | Independent Member |
| Mr J Tew | | Independent Member |
| Mr J Uddin | | Independent Member |
| Vacancy | | Independent Member |
| Vacancy | | Independent Member |
| Vacancy | | Independent Member |
| Mr G Pennington | | Principal and Chief Executive |
| Ms N Anhu | | Staff Member, Sandwell |
| Vacancy | | Staff Member, Cadbury |
| Vacancy | | Student Member, Cadbury |
| Vacancy | | Student Member, Sandwell |

Audit Committee

| | | |
|-------------|---------|--------------------|
| Mr N Grace | (Chair) | Independent Member |
| Mr T Sharma | | Independent Member |
| Mr J Tew | | Independent Member |
| Vacancy | | Independent Member |
| Vacancy | | Independent Member |

Finance & Strategy Committee

| | | |
|-----------------|--------------|-------------------------------|
| Mr K Ellis | | Independent Member |
| Mr G Pennington | (ex-officio) | Principal and Chief Executive |
| Mr P Stanaway | | Independent Member |
| Mr A Taylor | (Chair) | Independent Member |
| Vacancy | | Independent Member |

Learners, Quality and Curriculum Committee

| | | |
|-----------------|--------------|-------------------------------|
| Mr K Ellis | (Chair) | Independent Member |
| Vacancy | | Student Member, Cadbury |
| Mr N Makin | | Independent Member |
| Vacancy | | Student Member, Sandwell |
| Mr G Pennington | (ex-officio) | Principal and Chief Executive |
| Vacancy | | Independent Member |

Remuneration Committee

| | | |
|------------|---------|--------------------|
| Mr K Ellis | | Independent Member |
| Mr N Makin | (Chair) | Independent Member |
| Mr J Tew | | Independent Member |

Search and Governance Committee

| | | |
|-----------------|--------------|-------------------------------|
| Mr K Ellis | | Independent Member |
| Mr G Pennington | (ex-officio) | Principal and Chief Executive |
| Mr J Tew | (Chair) | Independent Member |
| Mr J Uddin | | Independent Member |

Other Positions Held by Members of the Board of Governors

Mr K Ellis

Nominated Safeguarding Governor

| | | |
|---|-------------------|--|
| REVIEWED BY SEARCH COMMITTEE | 8 February 2010 | |
| DATE APPROVED BY BOARD OF GOVERNORS | 22 February 2010 | |
| WITH EFFECT FROM | 23 February 2010 | |
| UPDATED BY THE CORPORATION SECRETARY | 4 March 2010 | |
| UPDATED BY THE CORPORATION SECRETARY | 3 August 2010 | |
| UPDATED BY THE CORPORATION SECRETARY | 28 October 2010 | |
| UPDATED BY THE CORPORATION SECRETARY | 16 December 2010 | |
| UPDATED BY THE CORPORATION SECRETARY | 19 December 2011 | |
| APPROVED BY SEARCH COMMITTEE | 17 September 2012 | |
| UPDATED BY THE CORPORATION SECRETARY | 23 October 2012 | |
| UPDATED BY THE CORPORATION SECRETARY | 14 December 2012 | |
| UPDATED BY THE CORPORATION SECRETARY | 25 July 2013 | |
| UPDATED BY THE CORPORATION SECRETARY | 1 October 2013 | |
| UPDATED BY THE CORPORATION SECRETARY | 12 November 2013 | |
| UPDATED BY THE CORPORATION SECRETARY | 1 March 2014 | |
| UPDATED BY THE CORPORATION SECRETARY | 1 August 2014 | |
| UPDATED BY THE CORPORATION SECRETARY | 22 October 2014 | |
| UPDATED BY THE CORPORATION SECRETARY | 11 December 2014 | |
| UPDATED BY THE CORPORATION SECRETARY | 27 March 2015 | |
| UPDATED BY THE CORPORATION SECRETARY | 6 August 2015 | |
| UPDATED BY THE CORPORATION SECRETARY | 4 January 2016 | |
| UPDATED BY THE CORPORATION SECRETARY | 22 February 2016 | |
| UPDATED BY THE CORPORATION SECRETARY | 21 July 2016 | |
| UPDATED BY THE CORPORATION SECRETARY | 14 October 2016 | |
| UPDATED BY THE CORPORATION SECRETARY | 15 December 2016 | |
| UPDATED BY THE CORPORATION SECRETARY | 24 March 2017 | |
| UPDATED BY THE CORPORATION SECRETARY | 15 May 2017 | |
| UPDATED BY THE CORPORATION SECRETARY | 17 July 2017 | |
| UPDATED BY THE CLERK TO THE CORPORATION | 14 October 2019 | |
| APPROVED BY THE BOARD OF GOVERNORS | 14 October 2019 | |
| APPROVED BY THE BOARD OF GOVERNORS | 9 March 2020 | |
| UPDATED BY THE CLERK TO THE CORPORATION | 27 May 2021 | |
| UPDATED BY THE CLERK TO THE CORPORATION | 24 June 2021 | |
| APPROVED BY THE BOARD OF GOVERNORS | 5 July 2021 | |
| UPDATED BY THE CLERK TO THE CORPORATION | 14 July 2022 | |
| APPROVED BY THE BOARD OF GOVERNORS | 10 October 2022 | |