OSC50

THE CORPORATION OF EAST SURREY COLLEGE

TERMS OF REFERENCE AND STANDING ORDERS

FOR THE CONDUCT OF MEETINGS OF THE

CORPORATION

Reviewed by Search and Governance Committee	7 June 2022
Approved by Corporation Board	7 July 2022

CONTENTS

1. INTRODUCTION 3
2. COMPOSITION OF THE CORPORATION 4
3. APPOINTMENT OF CORPORATION MEMBERS 4
4. APPOINTMENT OF EXTERNAL MEMBERS 4
5. APPOINTMENT OF CHAIR, VICE-CHAIR AND CHAIR DESIGNATE 4
6. THE CLERK TO THE CORPORATION 5
7. ATTENDANCE 6
8. QUORUM 6
9. MEETINGS OF THE CORPORATION 7
10. COMMITTEES OF THE CORPORATION 8
11. PROCEEDINGS OF COMMITTEES 8
12. WITHDRAWAL FROM MEETINGS 9
13. VOTING 9
14. RECONSIDERATION OF RESOLUTIONS 9
15. DECLARATION OF PERSONAL /OTHER INTEREST 10
16. CONFIDENTIALITY 10
17. PUBLIC ACCESS TO AGENDA AND MINUTES 11
18. PUBLIC ACCESS TO MEETINGS 11
19. CHAIR'S ACTION 12
20. DELEGATED POWERS 12
21. ALLOWANCES TO MEMBERS AND MEMBERS' EXPENSES 12
22. ARRANGEMENTS FOR SENIOR STAFF 13
23. ARRANGEMENTS FOR INDEPENDENT PROFESSIONAL ADVICE 13
24. STATEMENTS MADE ON BEHALF OF THE CORPORATION 14
25. APPLICATION OF THE SEAL 14
26. FINANCIAL REGULATIONS 14
27. SUSPENSION OF STANDING ORDERS 14

ANNEXES

ANNEX 1 - RULES OF MEMBERSHIP 15
ANNEX 2 - ROLES AND RESPONSIBILITIES OF CHAIR AND VICE-CHAIR 28
ANNEX 3 - CLERKING ARRANGEMENTS 30
ANNEX 4 - ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY 36
ANNEX 5 - GOVERNOR RECRUITMENT AND SUCCESSION PLANNING POLICY AND PROCEDURE 39

INTRODUCTION

1.1 General

The Terms of Reference and Standing Orders have been devised to draw together the range of rules and procedures for the conduct of Corporation business. They are framed from the requirements placed on the Corporation and the College within the Instrument and Articles of Government.

A copy of the document will be made available to each member on appointment to the Corporation and will be the basis on which the Chair of the Corporation and each Chair of its committees conduct meetings and all processes of the Corporation Board are enacted.

1.2 Interpretation

In these Terms of Reference and Standing Orders, unless stated otherwise, the following have the meanings assigned to them as indicated below:

Term	Meaning
"Board"	means the Corporation or the Governing Body of the College
"Committee"	means any of the committees of the Corporation of the College
"Chair"	means the Chair of the Corporation or any of its committees, or the person presiding as Chair at any particular meeting
"Vice-Chair"	means the Vice-Chair of the Corporation or any of its committees
"Clerk to the Corporation"	means the Clerk to the Corporation of East Surrey College, or to any of its committees and will be known as the Director of Governance
"Meeting"	means a meeting of the Corporation or any of its committees
"Member"	means a Member of the Corporation, or of any of its committees
"Committee Member"	includes any External Co-opted Member
"Ordinary Meetings"	means meetings of the Corporation or of its committees called as part of the regular cycle of meetings
"Principal"	means Chief Executive
"Special Meetings"	means those meetings of the Corporation, or any of its committees, called in addition to ordinary meetings.
"Lack of Quorum"	if at any time after the time appointed for the start of a meeting less than the required number of members (based on either Board determination or Committee Terms of Reference and Standing Orders) is present then the meeting will be terminated as a formal meeting for reasons of lack of quorum.
"Casting Vote"	if the votes for and against are equal, the Chair shall have a (second) casting vote and shall immediately declare whether that casting vote is for or against the motion; this does not apply where the person chairing the meeting is not the Chair or Vice-Chair.

Words importing one gender shall import all genders.

1.3 The ruling of the Chair as to the meaning and/or application of these Terms of Reference and Standing Orders shall not be challenged at any meeting of the Corporation, or be open to discussion.

1.4 These Terms of Reference and Standing Orders shall take effect, subject to any statutory provision for the time being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Education (Government of Further Education Corporations)(former further Education Colleges) Regulations 1992 and subsequent modification orders.

2 COMPOSITION OF THE CORPORATION

2.1 The composition of the Corporation is determined by the framework laid down in the Instrument of Government. The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government and the recommendations of the Search and Governance Committee.

3 APPOINTMENT OF CORPORATION MEMBERS

3.1 In accordance with the Articles of Government, the Corporation has established a Search and Governance Committee, which operates agreed procedures for the process of selecting and making recommendations to the Corporation for the appointment of Corporation members. The Rules and Procedures of the Search and Governance Committee, including the Terms of Reference and Standing Orders and the membership framework, as approved by the Corporation, are included in **Annex 1** and are publicly available on the College's website. The Corporation shall not appoint any member of the Corporation, other than staff and student members and the Principal, unless it has first considered the advice of the Search and Governance Committee.

3.2 All appointments to the Corporation will be scrutinized to determine eligibility, in accordance with Instrument 8 and any member subsequently becoming disqualified from holding office shall notify the Clerk in accordance with Instrument 8(10).

3.3 The Corporation has a policy on Governor Recruitment and Succession Planning, which is **Annex 5** to these Standing Orders.

4 APPOINTMENT OF EXTERNAL MEMBERS

4.1 The Corporation may invite external co-options to serve on any Corporation committee, except the Special Committee.

4.2 Such external co-options will be appointed for the expertise, which they can offer to a particular committee. They will be regarded as full members of the committee and will be entitled to vote on any issues debated by the committee. They will not be entitled to act as full members of the Corporation and will only attend full Corporation meetings by invitation, where they will be in attendance only and will have no voting rights.

4.3 External co-options will not normally be appointed as Chair of committees.

5. APPOINTMENT OF CHAIR, VICE-CHAIR AND CHAIR DESIGNATE

5.1 In accordance with Instrument 6, the Corporation will appoint a Chair and a Vice-Chair who will perform the role set out in **Annex 2**.

5.2 The Chair and Vice Chair will be elected every two years from the membership of the Corporation, normally on an open ballot. A proposer and a seconder must support a nomination, neither of whom must be the nominee. The appointment process will take place at the last meeting before the end of the term of office of the Chair or Vice-Chair or at the first meeting following the resignation of the Chair or the Vice-Chair resignation.

5.3 A member of the Corporation who is not standing as the Chair will take the chair for this item, normally in accordance with the following:

- If the current Chair is not standing for re-election, he will take the chair for this item;
- If the current Chair is standing for re-election, then the chair will be taken by the Vice Chair of the Corporation

If an election is necessary, voting will continue until a majority is achieved.

5.4 The Principal, Staff and Student members are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

5.5 Members of the Corporation may be asked to make formal nominations in advance of meetings where the election will take place. Where a ballot is necessary, it will be conducted by the Clerk to the Corporation using ballot papers as agreed in 5.2.

5.6 The rules which relate to the appointment of Chair will apply to the election of Vice-Chair except that the Chair will take the chair of the meeting and will have a casting vote when elections take place.

5.7 If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the members chosen shall not be the Principal or any Staff or Student members.

5.8 The Chair or Vice-Chair may resign at any time by giving notice in writing to the Clerk to the Corporation.

5.9 At the last meeting before the expiry of a term of office or the first meeting following a resignation, members shall elect a new Chair or Vice-Chair in accordance with the normal rules.

5.10 In the event of a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six (??) months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office, and will continue in the role until a new Chair is appointed. The Chair Designate is not a statutory office. The rules which relate to the appointment of a Chair and Vice Chair will apply to the election of a Chair Designate, as above.

5.11 The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

6 THE CLERK TO THE CORPORATION

6.1 In accordance with Instrument 7, the Corporation is required to appoint a Clerk who may not be the Principal or a member of the Corporation. Arrangements for the Clerk are outlined in **Annex 3** to these Terms of Reference and Standing Orders. That person will serve as Clerk until he resigns the appointment or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description in **Annex 3**. At East Surrey the Clerk to the Corporation will be known as the Director of Governance.

6.2 The Corporation will determine the nature of the appointment and the appointment process upon the occurrence of a vacancy.

6.3 In accordance with Instrument 14(10), the Clerk is required to withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered and in other circumstances if he is also a member of staff of the College. Neither will he be entitled to see the minutes of that meeting (Instrument 15(4)). On such occasions the Board will adopt the protocol outlined in **Annex 3**.

6.4 The Clerk is responsible for the administrative support for the governing body's work, for advising on proper procedure and for intervening when the Clerk considers that the Corporation is acting inappropriately or beyond its powers. In these circumstances, the protocol in **Annex 3** will be applied.

7 ATTENDANCE

7.1 Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Rules of Conduct for the Corporation. If, however, a member is prevented from attending a Corporation or committee meeting, that member should notify the Clerk to the Corporation as early as possible. The purpose of this is to enable the Clerk to:

- give apologies at the meeting and record these in the minutes;
- ascertain whether or not the meeting will be quorate

7.2 The Clerk shall keep a record of attendance, which shall be reported termly to the Search and Governance Committee. Any Corporation member who knows, or has reason to believe, that he will not be able to attend any meeting for a period of six months shall inform the Clerk who will raise the matter with the Chair and the Corporation. Any member who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by decision of the Corporation in accordance with the Procedures for Removal of a Corporation Member, detailed in the Rules of Membership in **Annex 1**.

7.3 Every Corporation member appointed as a member of a committee will cease to be a member of that committee when he ceases to be a member of the Corporation unless he has been appointed for a further term of office as a member of the Corporation, or specifically becomes a co-opted member of a committee.

7.4 Staff, including the Principal, and Student members will cease to hold office when they cease to be members of staff or students of the College.

8 QUORUM

8.1 The quorum of the Corporation and committees is 40% of the determined membership, rounded up to the nearest whole number. The Corporation determines the membership and quorum for committees.

8.2 The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.

8.3 An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

9 MEETINGS OF THE CORPORATION

9.1 The Corporation will meet at least once a term and at such other times as may be necessary.

9.2 Subject to 9.3, all meetings shall be summoned by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the members' written notice of the meeting and a copy of the proposed agenda.

9.3 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, in accordance with the protocol in **Annex 2**.

9.4 A special meeting of the Corporation may be called at any time by the Chair or, at the request in writing to the Clerk to the Corporation, by any five members. Where the Chair or, in his absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he specifies.

9.5 Any individual Corporation member may request that an item be included on the agenda of the Corporation; items should normally be submitted to the Clerk to the Corporation at least 10 working days before the date of the meeting. The Clerk shall notify the Chair of the Corporation and the Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation shall make the final decision as to inclusion of any item on the agenda.

9.6 At every ordinary meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair.

9.7 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Corporation or Staff or Student members have withdrawn. The Clerk to the Corporation, Staff or Student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw and the Corporation will adopt the protocol outlined in **Annex 3**.

9.8 Minutes of the proceedings of every meeting shall be drawn up. The draft minutes will then be forwarded to the Chair of the Corporation for comment before being placed as an item on the agenda for the next meeting of the Corporation. At that subsequent meeting the minutes shall be signed by the Chair or, in his absence, the Vice-Chair (or any other member acting as chair for the meeting).

9.9 Any matters which Corporation members may wish to raise under the 'Other Business' item on the agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance – the reason for urgency should be stated and recorded in the minutes.

9.10 The Chair or, in his absence, the Vice-Chair may vary the order of business so as to give precedence to any report or issue.

9.11 If any person interrupts the proceedings at any meeting of the Corporation, the person chairing the meeting shall warn him against further interruption. If he continues the interruption the person chairing the meeting shall require him to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.

9.12 It is not permitted to make audio or visual records of any part of a meeting of the Corporation. Meetings may be recorded when using appropriate video conferencing facilities.

9.13 The Corporation determines the schedule of its meetings and those of its committees. The Clerk to the Corporation may cancel or vary such dates and times after consultation with relevant members.

10 COMMITTEES OF THE CORPORATION

10.1 The Corporation currently has established Committees as follows:

- Audit
- Finance and Resources
- Learning and Quality
- Senior Post Holders' Employment
- Search and Governance
- Strategy
- Special Committee

The terms of reference of these committees are available from the Clerk and, where appropriate, are on the College website.

10.2 The quorum, constitution, membership and terms of reference of these committees are agreed by the Corporation from time to time; copies are available from the Clerk and are on the College website. Memberships and chairs of all committees will be kept under review by the Search and Governance Committee and recommendations will be made by that committee to the full Corporation. Minutes of all committee meetings will normally be reported to the following ordinary meeting of the Corporation.

11. PROCEEDINGS OF COMMITTEES

11.1 Vacancies occurring on any committee during any year shall be addressed by the Search and Governance Committee and formally reported to the Corporation.

11.2 The Chair of a committee may, after appropriate consultation, invite other members of the Corporation to a committee meeting where the committee would benefit from their involvement.

11.3 Corporation members, apart from the Chair of the Corporation, will not normally be Chair of more than one committee.

11.4 The membership of the Audit Committee shall not include any member of the committee which deals with Finance.

11.5 The quorum of committees shall be set out in the appropriate committee Terms of Reference and Standing Orders.

11.6 Every question to be decided at a meeting of a committee shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent members are not permitted. Voting need not necessarily be by way of a formal vote.

11.7 Minutes of the proceedings of every meeting shall be drawn up. Draft minutes will then be forwarded to the Chair of the committee for comment before being placed as an item on the agenda for the next meeting of the committee. At that subsequent meeting the minutes shall be signed by the Chair, or in his absence, any other member acting as Chair for the meeting.

11.8 If any person interrupts the proceedings at any meeting of the committee the person chairing the meeting shall warn him against further interruption. If he continues the interruption the person chairing the meeting shall require him to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.

11.9 It is not permitted to make audio or visual records of any part of a meeting of any of the committees. Meetings may be recorded when using appropriate video conferencing facilities.

12 WITHDRAWAL FROM MEETINGS

12.1 In accordance with Instrument 14, Staff members and, where applicable, the Clerk to the Corporation and the Principal, must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. Instrument 14 also identifies circumstances when Staff and Student members might be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff.

13 VOTING

13.1 Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent members are not permitted.

13.2 Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A vote on an issue might only be required if there was a clear expression of dissent or if it were a matter of particular significance e.g. approval of the annual budget or accounts.

13.3 Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting member shall have the right to have his disagreement recorded in the minutes at his request.

14 RECONSIDERATION OF RESOLUTIONS

14.1 No Resolution i.e. any formal decision by the Corporation, may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A Resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

15 DECLARATION OF PERSONAL /OTHER INTEREST

15.1 Any Corporation member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College, or any other matter relating to the College or who has any other interest of a description specified by the Corporation in any matter relating to the College shall:

(i) Disclose to the Corporation the nature and extent of his interest; and

(ii) If he is present at a meeting of the Corporation or of any committee of the Corporation at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he is not entitled to vote.

15.2 The declaration of interest is normally the responsibility of the individual member. However, if the Clerk, on the basis of information in the Corporation register of interests, has reason to believe a member has a financial or personal interest that may need to be declared, he should draw this to the attention of the Chair and the member concerned - preferably before the meeting.

15.3 The declaration of an interest by a Corporation member during the course of the meeting shall be recorded in the minutes.

15.4 Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

15.5 Standing Order 15.1 shall not prevent the member of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation's obtaining such insurance and paying the premiums.

15.6 The Clerk shall maintain a Register of Interests of Corporation members and senior managers who will be required to declare their own interests and those of their immediate family, defined as a spouse/partner/child, or business associate.

16 CONFIDENTIALITY

16.1 The Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:

(i) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation;
(ii) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position;
(iii) Items containing personal information relating to an individual (other than a member of staff of the College);
(iv) Information provided in confidence by a third party who has not authorised its disclosure;
(v) Information relating to the negotiating position of the College in industrial relations matters;
(vi) Legal advice received from or instruction given to the College legal advisers;
(vii) Where appropriate, professional advice received from or instructions given to the College's professional advisers;
(viii) Information planned for publication in advance of that publicationAny other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests.
(ix) Where the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective member of staff are to be considered.

16.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its committees are empowered to identify other items that they wish to be minuted under the confidential section.

16.3 All Corporation and co-opted members of committees must respect the confidentiality of any papers made available to them whether for purposes of the Corporation or committee meetings or otherwise for so long as those papers remain confidential.

16.4 In order to ensure that the Corporation operates in keeping with a spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be to confidential, will be reviewed at the end of every academic year to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny. The Clerk will be responsible for reviewing all full Corporation and committee papers on a rolling basis to establish the current status of confidential papers and will report annually to the Corporation which will determine whether they can be released.

16.5 The Corporation has a policy on access and confidentiality which is **Annex 4** to these Standing Orders.

17. PUBLIC ACCESS TO AGENDA AND MINUTES

17.1 Copies of the agenda, minutes and papers of all appropriate meetings of the Corporation and its committees are available during the hours of 09.00 – 17.00, Monday to Friday, in the Directorate office. Approved and signed minutes of the meetings of the Corporation and its committees shall be available on the College website. In accordance with the Articles of Government, minutes and the Rules of Procedure of the Search and Governance Committee will be made available on the College website. The only exceptions to this are in the case of minutes and papers

deemed by the Corporation to be confidential. Agenda shall be available for inspection as soon as the members have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

18 PUBLIC ACCESS TO MEETINGS

18.1 The Corporation, or the Chair on its behalf, may, at its discretion, invite persons who are not members of the Corporation or the Clerk to the Corporation to attend Corporation or committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting which the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.

19 CHAIR'S ACTION

19.1 It will be necessary from time to time for the Chair, or the Vice Chair in his absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

19.2 Alternatively, the Chair may take action on matters which he judges are too urgent to await a meeting of the Corporation. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's Action should only be taken if delaying a decision would disadvantage the College.

19.3 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these Terms of Reference and Standing Orders. The Clerk must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair, or Vice-Chair, must ensure that he is given a full account of the action.

19.4 Chair's Action may not be taken on any non-delegable items as listed in Section 20 below.

20 DELEGATED POWERS OF THE CORPORATION

20.1 In accordance with the Articles of Government, the Corporation may delegate any of its powers with the exception of the following:

(a) the determination and period review of the educational character and mission of the college;
(b) the approval of the annual estimates of income and expenditure;
(c) the responsibility for ensuring the solvency of the College and the safeguarding of its assets;
(d) the appointment or dismissal of the Principal or other senior postholder;
(e) the appointment or dismissal of the Clerk to the Corporation;
(f) the modifying or revoking of the Articles of Government.

21 ALLOWANCES TO MEMBERS & GOVERNORS' EXPENSES

21.1 Members may receive reimbursement for expenses incurred while undertaking Corporation business. Expenses claims can be made to cover the costs incurred for travelling to meetings, conferences, training events, and to cover child care costs incurred whilst on Corporation business.

21.2 Expenses rates paid to Corporation members will be the same rates that apply to College staff, as detailed in the College's Expenses Policy and this Policy will apply to all members' expenses. In accordance with the Policy, members are expected to claim for the cheapest method of travel, receipts need to be provided for all claims except for mileage claims and College expense claim forms are to be used by members when claiming expenses.

21.3 Completed expense claim forms should be sent to the Clerk who will keep a record of all claims received. The Clerk will authorise to indicate that the claim represents legitimate expenditure and will pass the claim for authorisation by the Principal, in accordance with normal College practices.

22 ARRANGEMENTS FOR SENIOR STAFF

22.1 The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and senior postholders, who are currently defined as the Chief Executive, Principal and the Chief Operating Officer. The Principal has general responsibility for appointment of all members of staff other than for senior postholders.

22.2 When a senior postholder post falls vacant the Corporation shall appoint a selection panel in accordance with the provisions of Article 12.

22.3 The selection panel shall determine the arrangements for selecting applicants for interview, including agreeing the text of an advertisement and arranging for this to be placed in the national press, undertaking the interviews of selected applicants and making a recommendation on appointment to the Corporation. If the Corporation approves the selection panel's recommendation, then that person shall be appointed.

22.4 If the selection panel is unable to agree on a person to recommend for appointment, or if the Corporation does not approve the recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed or it may require the panel to repeat the process identified in 22.3 with or without first re-advertising the vacancy.

22.5 The Senior Postholders' Employment Committee shall have responsibility for ensuring that the appraisal of senior postholders is undertaken and shall report to the Corporation on the outcomes, as well as making recommendations on issues related to salary and terms and conditions of service, in accordance with its terms of reference.

22.6 The Corporation will ensure that there are appropriate procedures in place for the management of disciplinary and grievance matters for senior postholders.

23 INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS

23.1 This procedure is based on the premise that Corporation members shall have the right to take advice from the Corporation's advisers or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting and regulatory duties
- **exclude** advice to individual Corporation members concerning their own respective personal interests in relation to the Corporation.

23.2 A member who wishes to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and provide:

- a summary of issues on which advice is sought; and
- if independent advice is sought i.e. not from the Corporation's existing advisers, the names(s) of the advisers whom the member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

23.3 The Clerk shall ensure that the Chair of the Corporation and the Principal are advised of the member's requirements.

23.4 On behalf of the Corporation, the Chair will consider the merits of the case and payment or contribution towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Principal.

23.5 The Chair shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within ten working days.

23.6 The Clerk will notify the member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.

23.7 Any advice which is obtained under this procedure shall, on request, be made available to all Corporation members.

23.8 References in this procedure to the Chair shall include, in his absence, references to the Vice-Chair.

24 STATEMENTS MADE ON BEHALF OF THE CORPORATION

24.1 Statements made on behalf of the Corporation will be in accordance with the College's Communications Policy and will normally only be made by:

- The Chair, or Vice-Chair in his absence;
- The Principal;
- The Clerk.

24.2 Individual members of the Corporation must abide by the provision of the Code of Conduct for Members of the Corporation. Members of the Corporation are appointed to contribute to the work of the Corporation and are not appointed to represent any organisation, interest group or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.

25 APPLICATION OF THE SEAL

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

(a) the signature either of the Chair or of some other Corporation member authorised either generally or specially by the Corporation to act for that purpose; and

(b) the signature of any other member.

26 FINANCIAL REGULATIONS

26.1 The Corporation, committees, members and officers of the Corporation shall at all times comply with such Financial Regulations and Procedures as the Corporation approve.

27 SUSPENSION OF STANDING ORDERS

27.1 If any meeting of the Corporation or a committee is satisfied that, for the purpose of facilitating the conduct of the business, the provisions of any Standing Order, or part thereof, ought not to apply then the appropriate Standing Order, or part thereof, may be suspended by resolution of the Corporation or committee.

27.2 Any recommendation for such suspension must state the specific Standing Order, or part thereof, which it is desired shall be suspended.

ANNEX 1 TO THE STANDING ORDERS OF EAST SURREY COLLEGE CORPORATION

RULES OF MEMBERSHIP OF THE CORPORATION

1.1 Terms of Reference of the Search and Governance Committee

(i) In accordance with the Articles 5, the Corporation has established a Search and Governance Committee with terms of reference and membership as outlined in **Appendix 1 to this Annex**.

(ii) The Search and Governance Committee has responsibility for advising the Corporation on the full range of issues associated with membership and governance issues

1.2 General Conduct of the Search and Governance Committee

(i) The Search and Governance Committee will conduct its business in accordance with normal rules of procedure for the Corporation and its committees outlined in the Rules of Conduct of the Corporation and the Corporation's Terms of Reference and Standing Orders, subject to any more detailed advice contained in these Rules. These Rules are held by the Clerk to the Corporation and, together with all documentation relating to the work and advice of the Search and Governance Committee, are available for public inspection in the Directorate during normal office opening hours and on the College's website.

(ii) The Search and Governance Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference and conduct its business in accordance with an annual schedule.

2. MEMBERSHIP OF THE CORPORATION

2.1 Composition of the Corporation

The composition of the Corporation is determined by the framework laid down in the Instrument of Government. The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government and the recommendations of the Search and Governance Committee.

2.2 Terms of Office

Members will normally be appointed to a four-year term of office and will not normally be eligible to serve more than two consecutive terms of office. Given that there is also a balance to be maintained between seeking new members of the Corporation and making use of experienced members, particularly at times when a number of terms of office come to an end, the Search and Governance Committee will seek to adopt this advice but may unusually make recommendations that a third term of office be served. On such occasions, the Committee will outline clearly the reasons for this recommendation.

2.3 Eligibility to be a Governor

(i) The eligibility for Corporation membership is laid down in Instrument 8. It is the duty of the Search and Governance Committee to ensure that any individuals recommended for membership of the Corporation comply with the eligibility criteria both generally and for specific categories of membership.

In particular, the following must be applied:

- Members must be 18 years of age or older unless they are appointed as Student members;
- Staff may not serve as members unless in the capacity of Staff member or Principal;
- Students may not serve except in the capacity as Student member. Any existing member may enrol on a part-time course at the College during his term of office, but will cease to be a member of the Corporation if he enrols on a full-time course;
- The Clerk may not be a member.

(ii) In addition, the provisions of Instrument 8(5) to 8(9) make ineligible those who have certain convictions or have been adjudged bankrupt. Those making application to the Corporation are required to make declarations in this respect so that the Search and Governance Committee can make a judgement as to eligibility within the provisions of the Instrument of Government before making appointments.

2.4 Principles for making appointments

The Corporation is committed to a range of systematic procedures to make appointments to the Corporation. These are based on:

(i) Fair and open procedures for appointment
(ii) The application of all general principles of Equal Opportunities including relevant legislation in respect of race, gender and disability.
(iii) The capacity for all appointments to be open to public scrutiny.

These principles are enshrined in the Governor Recruitment and Succession Planning Policy and Procedure, **Annex 5**.

2.5 Criteria for Selection

(i) In order to achieve the appropriate mix of skills and the profile of members determined by the Corporation, all applications for Governorship will be measured against the following criteria:

- Commitment and interest in education and training;
- Time and energy to undertake the role;
- Clear appreciation of the role of a member
- Skills and experience likely to be of use to the College;
- Potential for a range of contacts likely to assist the College in its interface with the community.

These criteria are enshrined in the Governor role description which is **Appendix 2 to this Annex**

(ii) All prospective applicants, will have access to a general information brochure about the Corporation, including the Instrument and Articles of Government.
(iii) All applicants, including those seeking to renew their membership or known to the Corporation, will normally complete an application form which is then reviewed by the Search and Governance Committee against the selection criteria. When the Committee has decided upon a suitable list of recommendations to the Corporation, it is the practice that, where applicants are not known to the College, the Principal and other members of the Committee will meet with them before a final recommendation is made.

3 MEMBERSHIP APPOINTMENT PROCEDURE

3.1 At the specific instruction of the Search and Governance Committee, or as required to replenish the database of individuals interested in future Corporation membership, the Clerk may invite applications via advertisement in local press or by written invitation to suitable local businesses, unitary authorities and/or community groups. Potential candidates may also be personally introduced by current members. As far as possible, the Corporation will seek to identify a pool of prospective members so that vacancies can be filled promptly.

3.2 All applicants or nominees for membership of the Corporation are required to submit an up to date CV and complete the application form and to forward these to the Clerk to the Corporation.

Process in Relation to New Applicants

3.3 All applications for Corporation membership, howsoever introduced, will be assessed impartially against the latest available Skills and Diversity Audit Analysis for the whole Corporation to ascertain the areas where skills and diversity are required. At the time that an appropriate vacancy falls due, the Clerk and the Chair of the Search and Governance Committee will carry out an initial assessment of all available applications.

3.4 If, as a result of the initial assessment, one or more applications suggest potentially suitable applicants to fulfil the current requirements for Corporation membership, the Clerk will contact the applicant to ascertain their interest in pursuing their application at that stage.

3.5 Following this, the Clerk will invite the applicant to attend College for an informal meeting with the Chair of the Search and Governance Committee and the Principal. The individual will also be briefly apprised of the role, responsibilities and commitment required of a Governor and provided with appropriate background information about the role and the College.

3.6 Following the informal meeting, the Clerk will invite the applicant to attend a meeting of the Search and Governance Committee.

3.7 At the meeting, the applicant will be invited to discuss their relevant professional and personal experience and their perception of how they would contribute to the sound governance of the College.

3.8 After the meeting with the applicant, the Search and Governance Committee will make a formal recommendation to the Corporation. The Clerk may also be asked to take up references for the applicants, particularly where they are not known to the College.

3.9 The report of the Search and Governance Committee will be included in the agenda of the next Corporation meeting where, if appropriate, its recommendation will be considered. The applicant may be invited to attend this meeting, but will only be in attendance and will be required to withdraw whilst their membership position is being considered. If the Corporation approves the appointment and is satisfied that all appropriate procedures have been completed, the applicant may be invited to join the meeting as a full member of the Corporation.

3.10 Alternatively, following satisfactory completion of the membership formalities, the new appointee will be invited to attend for an initial induction session with the Clerk and to attend the next meeting of the Corporation.

Members Reapplying for a Further Term of Office

3.11 At the end of an individual's term of office, consideration will be given to those who wish to seek another term of office as a member, providing that they remain eligible in accordance with the Instrument of Government and the rules made by the Corporation. Such members will be reviewed by the Search and Governance Committee in the normal way, as outlined above, before a formal recommendation is made to the full Corporation.

3.12 Election procedures

(i) Where elections are to take place from a given constituency, it is the duty of the Clerk to act as Returning Officer and to ensure that the Corporation's business is conducted in an orderly and fair manner which is open to scrutiny. Whatever the constituency, the following will apply:

- Vacancies for members in the relevant category will be advertised widely to ensure that, as far as possible, they reach a widely dispersed community. The method of advertisement may vary depending on the constituency and may be at the discretion of the Clerk, save that he will retain all details of the advertising procedure and advise the Search and Governance Committee accordingly;
- Individuals interested in serving as Governors will be formally nominated and seconded and the Clerk will establish appropriate open procedures to secure nominations.
- Nominees will be invited to submit a short statement or *curriculum vitae* as a candidate;
- The Clerk will draw up a list of candidates and put in place election processes with clearly established closing dates and subject to normal election rules. Normally the election will be conducted via postal ballot with numbered ballot papers. Again, as Returning Officer, the Clerk may have the discretion to use alternative methods if they are more appropriate to the constituency in question;
- After the closing date, the Clerk will publish the results and indicate who is deemed to be the winner for consideration for appointment to the Corporation;
- The successful nomination will be considered for approval by the Corporation at the earliest available meeting.

4. PROCEDURE FOR THE REMOVAL OF A MEMBER FROM OFFICE

4.1 Absence from Meetings for Periods of longer than Six Months

(i) The Clerk will be responsible for monitoring the attendance of members at formally summoned Corporation and committee meetings. If a member has been absent from meetings of which he is a member for a period of longer than six months without the Search and Governance Committee's agreement, the Clerk will immediately notify the Chair of the Corporation.

(ii) The Clerk will then write on behalf of the Chair to the member concerned explaining the position regarding his attendance and advising that this could result in the member's removal from office. The member should be asked to provide, within seven days, written reasons for his non-attendance at meetings.

(iii) The Clerk will then discuss the matter with the Chair. The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Search and Governance Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Search and Governance Committee considers that there may be grounds for the removal of the member from office, it shall instruct the Clerk to convene a special meeting of the Corporation to consider whether the member should be removed from office.

4.2 Inability or Unfitness for Office

(i) Any question, regardless of its source, as to whether or not a member may be unable or unfit to discharge the functions of a Corporation member must be referred to the Clerk.

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

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

4.3 Meetings of the Board Regarding the Removal of a Governor

(i) Meetings of the Corporation at which the removal of a member is to be considered shall be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The member whose removal is being considered should be provided with written notification setting out why the Corporation is considering taking such action.

(ii) The meeting shall be attended by members of the Corporation, the Clerk, and the member. The member has the right to be accompanied and/or represented by a person of his choice.

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

(iv) At the meeting, the reasons why consideration is being given to the removal of the member shall be explained to the member and the member shall have the opportunity to state his case in full. Both the member and the Corporation shall have the right to examine witnesses if appropriate.

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

(vi) A member removed from office shall have no right of appeal against the Corporation's decision.

4.4 Removal of an External Co-opted Member from a Committee

(i) A person co-opted by the Corporation to serve as a member of a committee may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Corporation.

(ii) In the event that the Corporation is considering the removal of a member, the member shall be provided with written notification setting out why the Corporation is considering taking such action.

(iii) The member shall be notified of the time and place of the Corporation meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why he should not be removed from membership of the relevant committee or to attend the meeting to state his case as to why he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his removal and shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.

(iv) The Corporation shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Corporation's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.

(v) A co-opted member removed from membership of a committee shall have no right of appeal against the Corporation's decision.

THE CORPORATION OF EAST SURREY COLLEGE

SEARCH AND GOVERNANCE COMMITTEE

TERMS OF REFERENCE AND STANDING ORDERS: 2022/23

1 INTRODUCTION

1.1 The Terms of Reference and Standing Orders of the Search and Governance Committee may be varied at any time by the Corporation Board.

1.2 The Terms of Reference and Standing Orders of the Search and Governance Committee are subject at all times to the provisions of the Instrument and Articles of Government of the Corporation.

1.3 Members are required to make known if they or a person with whom they have a close connection (e.g. spouse/partner/child or business associate) has a personal interest (be it financial or otherwise) in a matter before the Committee.

2 TERMS OF REFERENCE OF THE SEARCH AND GOVERNANCE COMMITTEE

2.1 The Committee shall be responsible for advising the Corporation Board on all issues related to membership of the Board and its committees and on all matters related to governance, structure and procedures – including the provision of advice to the Board on the appointment of members – the provision of development and training to enable members to fulfil their responsibilities as members of the Board, and the review of all procedural and policy matters related to effective corporate governance.

2.2 The Committee shall have regard at all times to the provisions of the Instrument and Articles of Government, to the policies of the Board and to the recommendations of the Committee on Standards in Public Life.

2.3 In seeking new appointments, the Committee will seek candidates from as wide a field as possible by making appropriate use of advertising, executive search, consultation with relevant groups within its community and by maintaining a data base of interested and appropriate people in accordance with the Governor Recruitment and Succession Planning Policy and Procedure.

2.4 The Committee will keep under review the composition of the governing body in order to consider whether the constituent membership is appropriate to the strategic direction of the College and report its findings to the Board for further consideration.

2.5 The Committee will undertake the termly consideration of key areas of risk which have been assigned to the Committee by the Board.

2.6 The Committee will undertake a regular Skills Audit of the membership of the Board and will review the outcome of the audit in order to identify any skills gaps when appointing new members.

2.7 The Committee will undertake a regular Diversity Audit of the membership of the Board and will review the outcome of the audit in order to identify any diversity issues to be addressed when appointing new members.

2.8 The Committee will undertake a termly review of the development and training needs of the Board and will recommend an annual development and training programme to the Corporation.

2.9 The Committee will undertake a termly review of the attendance of members at meetings of the Corporation Board and its committees

2.10 The Committee will review any issues arising from the annual update of the Register of Interests and Governors' Eligibility.

2.11 The Committee will undertake an annual review of key governance documents.

2.12 The Committee will review and monitor, on a termly basis, the Governors' Quality Improvement Plan and approve progress.

2.13 The Committee will undertake an annual review of its Terms of Reference and Standing Orders and of its Schedule of Business.

2.14 The Committee will submit an annual report on its activities to the Board.

3 MEMBERSHIP OF THE SEARCH AND GOVERNANCE COMMITTEE

3.1 The membership of the Committee will be reviewed and determined as and when appropriate by the Board.

3.2 All members of the Board will be eligible to serve on the Committee.

3.3 Unless otherwise agreed by the Board, the Committee will normally comprise five members:

- the Chair of the Board
- three members of the Board, subject to 3.4
- the Chief Executive

3.4 The Board may appoint one External Co-opted Member, an individual who shall have relevant skills and experience, to be included in the total membership of five.

3.5 Where it is known in advance of a meeting that a member with specific expertise will not be in attendance at the meeting, the Chair of the Committee, through the Director of Governance, may seek to identify one or more appropriate members of the Corporation who might be available, at short notice, to attend the meeting and to provide the relevant expertise. Individuals appointed to attend a meeting on this basis shall be counted in the quorum for the meeting.

4 TERM OF OFFICE

4.1 The term of office of members of the Search and Governance Committee will normally be four years unless determined otherwise by the Board.

4.2 A member of the Search and Governance Committee may resign from membership of the Committee by giving notice in writing to the Director of Governance.

4.3 A vacancy which arises during the period of office of the Committee will be filled by the appointment of a new member by the Board.

4.4 Members retiring at the end of the period of office shall be eligible for reappointment by the Board.

5 APPOINTMENT OF CHAIR OF THE COMMITTEE

5.1 The Chair of the Committee shall be appointed by the Board. The Chair of the Board shall normally be appointed as Chair of the Committee.

5.2 Staff and Student members, the Chief Executive and any External Co-opted Member shall not be eligible to serve as Chair.

5.3 The Chair will hold office for two years or for a longer period if this is considered to be appropriate. Normally the period of office will commence at the first meeting of the academic session.

5.4 If the Chair is absent from any meeting of the Committee, the members of the Committee present shall choose one of their number to act as Chair for that meeting having regard to the provisions of paragraph 5.2.

5.5 The Chair may at any time resign from office by giving notice in writing to the Director of Governance.

5.6 The retiring Chair shall normally be eligible for re-appointment.

6 QUORUM

6.1 Meetings of the Committee shall be quorate if at least three members are present.

6.2 If the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.

6.3 If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he or she thinks fit, cause a special meeting to be summoned as soon as practicable.

7 FREQUENCY OF MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE

7.1 Meetings of the Search and Governance Committee will normally be held three times per year, one meeting to take place in each term.

7.2 All meetings of the Search and Governance Committee will be summoned by the Director of Governance who shall send to the members' written notice of the meeting and a copy of the agenda at least seven days in advance of the meeting.

7.3 A special meeting of the Search and Governance Committee may be called by the Chair and if necessary the arrangements detailed in paragraph 7.2 may be varied.

8 PROCEEDINGS OF MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE

8.1 Every question to be decided at a meeting of the Search and Governance Committee shall be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

8.2 No resolution of the Search and Governance 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 for that meeting.

8.3 The proceedings of meetings of the Search and Governance Committee will be recorded in the minutes prepared by the Director of Governance. Minutes of meetings (regardless of whether or not they have been confirmed as being a true record) will be presented to the subsequent meeting of the Board.

8.4 Separate minutes will be taken of any issues which are regarded by the Chief Executive (College Group)/Principal ESC, and by the Search and Governance Committee, to be confidential, in accordance with the requirements of the Instrument and Articles of Government and the Freedom of Information Act 2000 and as such the subsequent publication will be restricted. For example, if a potential candidate for membership of the Corporation is found to be unsuitable by the Search and Governance Committee the details will not be specified in the documentation presented to the Corporation or available for reference by members of the public.

8.5 Members who have an interest in an item before the Search and Governance Committee may be required to withdraw from the meeting. The provisions of the Instrument and Articles of Government will be applied to determine the extent and the relevance of an interest.

9 CLERK TO THE SEARCH AND GOVERNANCE COMMITTEE

9.1 The Clerk to the Search and Governance Committee will be the Director of Governance.

9.2 The Clerk will be supported in her/ his work by her/ his designated representatives.

10 ACCESS TO MEETINGS OF THE SEARCH AND GOVERNANCE COMMITTEE

10.1 Access to meetings of the Search and Governance Committee will be limited to members of the Committee, the Clerk to the Committee and any persons expressly invited to attend all or part of a meeting by the members of the Committee.

10.2 Any member of the Board, or External Co-opted Member of a committee, who wishes to attend a meeting of the Search and Governance Committee, may do so with the approval of the Chair of the Committee.

11 REVIEW OF TERMS OF REFERENCE AND STANDING ORDERS

The Terms of Reference and Standing Orders of the Search and Governance Committee shall normally be subject to formal annual review.

Appendix 2 to the Rules of Membership of the Corporation

EAST SURREY COLLEGE CORPORATION

ROLE DESCRIPTION AND PERSON SPECIFICATION FOR CORPORATION MEMBERS

KEY ISSUES

(i) Corporation members, other than the Chief Executive, are appointed as non-representative members of the Corporation.

(ii) Members will be asked to become a member of at least one of the Corporation committees.

(iii) Members give of their time without payment;

(iv) Members are regarded as ambassadors for the College and are expected to promote the work of the College. Equally, if members are made aware of any criticism of the College's activities they will be expected to bring the criticism to the attention of the Chair of the Corporation or the Chief Executive, who will investigate the matter.

(v) The College is managed by the Chief Executive in accordance with the Instrument and Articles of Government. They are accountable to the Corporation and any concerns which a member has about any aspect of the management of the College should be brought to the attention either of the Chief Executive or the Chair of the Corporation.

(vi) Members will have access to induction and training sessions to assist them in fulfilling their role.

(vii) Members are expected to register all direct and indirect financial interests with the Director of Governance and to avoid any actions which would embarrass the College.

(viii) Members are expected to act with total propriety in their dealings with the representation of the College.

(ix) Members are expected to:

- Be aware of the responsibilities of the Corporation and Principal as set out in Articles 3 and 4
- Attend meetings on a regular basis - failure to attend regularly without leave or good cause can lead to loss of office
- Study agenda papers and prepare for meetings appropriately
- Contribute advice and views on issues brought to meetings on the basis of their specialist knowledge and experience
- Support the College and its work by, for example, publicising the work of the College amongst other agencies and in other organisations of which he is a member, and attending College events such as the Presentation Day and Open Days.

SPECIFIC REQUIREMENTS OF THE ROLE

Members are required to:

- Complete the Register of Interests and advise the Director of Governance of any new or amended interests as they occur

- Observe the Code of Conduct as from time to time amended

- Observe the terms of reference of the Corporation and any committees or working groups of which they are a member and comply with the Corporation's Terms of Reference and Standing Orders

- Ensure that they are eligible to be a member, in accordance with the Instrument of Government

- Ensure that their actions, personally and collectively, maintain high standards and that they act with integrity and behave ethically at all times, in accordance with the Seven Principles of Public Life

- Attend Corporation and committee meetings regularly and advise the Director of Governance promptly if there are reasons why they cannot attend.

- Participate in personal and group development and training to support their role as a Governor.

DUTIES

1. Play an active role in the future development and well-being of the College by contributing to:

    - the development of the College's mission, vision and educational character;
    - the development of strategic priorities;
    - the setting of measurable targets to support the College's development;
    - the monitoring of achievement against objectives;

2. Play an active role in committees and so contribute to one or more of the following:

    - overseeing the management of financial, human and physical resources;
    - internal and external audit processes;
    - the development of senior postholder pay policy and the framework for the pay and conditions of service of all other staff;
    - the recruitment of new Governors;

3. Contribute to the regular monitoring of the financial health of the College;

4. Comply with the Instrument and Articles of Government, the Corporation's Terms of Reference and Standing Orders and Code of Conduct and any other related governance policies and procedures;

5. Contribute to the business of the Corporation in an effective, efficient, open and transparent manner;

6. Attend Corporation meetings and development and training events as required;

7. Get to know the College through discussion with the Chief Executive and the staff, reading relevant papers, visiting the College and participating in events;

8. Help new members understand their role;

9. Act in good faith and the best interests of the College at all times.

Members have collective responsibility for the above but no individual member has the authority to speak or act on the Corporation's behalf unless specifically delegated to do so.

CORPORATION MEMBER PERSON SPECIFICATION

In seeking to fill any vacancy, the Corporation endeavours to maintain a balance of skills and experience amongst its membership. The following is a general specification.

Skills/ Attributes	**Experience & Aptitude**
Commitment to education	Able to demonstrate a commitment to lifelong learning
Interpersonal and team work	Able to work positively with others and debate whilst maintaining a constructive atmosphere.
Communication and ability to influence	Able to express ideas/plans in a clear manner and to listen actively to other views. Able to communicate effectively.
Planning and organisation	Able to establish quickly an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future plans of the College.
Drive to achieve and determination	Able to create the required energy/enthusiasm and commitment necessary to be effective and have the tenacity to overcome obstacles.
Strategic perspective	Able to develop a broad-based view of issues and events and perceive their long-term impact.
Intellectual and technical ability	Able to absorb sometimes complex information and rationalise appropriately. Able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve, inspire confidence in others to achieve objectives, and respect the views of others.
Experience	1) Experience of the management of a medium scale organisation and/or an appreciation of issues that affect the management role; and/or 2) Experience in a field that is of relevance to the oversight of the affairs of the College; and/or 3) Ability to demonstrate an understanding and appreciation of the principles of governance, including collective responsibility, discharge of fiduciary duties and the seven principles of public life
Circumstances	Available to attend scheduled meetings of the Corporation and committees.
Equal opportunities	Committed to equal opportunities.

ANNEX 2 TO THE STANDING ORDERS OF EAST SURREY COLLEGE CORPORATION

EAST SURREY COLLEGE CORPORATION

Role and Responsibilities of the Chair and Vice Chair of the Corporation

1. To provide effective leadership for the Corporation, promoting its well-being and efficient operation, in conjunction with the Director of Governance, by:

    - Ensuring the efficient conduct of the business of meetings of the Corporation by following established procedures for the conduct of business

    - Taking care that the business of committees of the Corporation is reported appropriately

    - Ensuring that the views of all members are sought at meetings of the Corporation and that members work together effectively as a corporate body

    - Being satisfied that the seven principles of public life are being observed in all business of the Corporation

2. To ensure that there is effective management of meetings through agenda-setting, planning meetings and overseeing follow-up.

3. With the support of the Director of Governance, to ensure the efficient and effective conduct of business at Corporation meetings in particular by ensuring that issues before the Corporation are debated fully, that all members have the opportunity to contribute and that discussions and decisions are properly summarised and recorded.

4 To exercise a second or casting vote where there is an equality of votes on any issue at a Corporation meeting.

5 To exercise any specific authority delegated by the Corporation together with a general delegated authority to act, after consultation with the Chief Executive and the Director of Governance, on any issue arising which is both urgent and important which would normally be dealt with by the Corporation but which cannot wait for the next meeting. Such action is to be reported to the Corporation for information at the next available meeting, in accordance with Corporation Standing Orders.

6 To develop an effective working relationship with the Chief Executive and the Director of Governance based on a full understanding of the role of the Corporation in the governance of the College.

7 Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.

8. To offer personal support to the Chief Executive, ensuring in particular that appraisal arrangements are in place and to be responsible for the appraisal of the Chief Executive in accordance with the requirements set out in the Contract of Employment for the Principal.

9. To be responsible for the appraisal of the Director of Governance.

10. To instigate disciplinary action in line with the approved disciplinary procedures against holders of senior posts should the need arise.

11 To be the sole representative for dealing with the media on behalf of the Corporation.

12 To ensure there is a structured handover or learning period for the Chair Designate when appointed.

The Vice Chair will ensure that when he is deputising for the Chair, he will ensure that he operates in line with the above policy.

The Role of Chair requires the following:

(i) Background and understanding of the College

(ii) In-depth understanding of key issues to be able to focus on main strategic matters

(iii) effective management of differences of opinion

(iv) development of a climate of trust, honesty and respect between all members of the Corporation and College officers

(v) Effective management of debate which draws the Corporation towards sustainable decisions

(vi) Provides all members with opportunity to ask questions and voice opinions

(vii) Facilitates a shared view of the issues and the risks

(viii) Ensures the Corporation reaches a clear decision

(ix) Ensures that all members are provided with appropriate briefing, if this is not conducted via formal meeting.

ANNEX 3 TO THE STANDING ORDERS OF EAST SURREY COLLEGE CORPORATION

ARRANGEMENTS FOR THE CLERK TO THE CORPORATION

1. Role of the Clerk

1.1 In accordance with the Articles of Government, the Clerk is responsible for advising the Corporation with regard to

(i) the operation of its powers;
(ii) procedural matters;
(iii) the conduct of its business; and
(iv) matters of governance practice.

At East Surrey, the Clerk is known as the Director of Governance.

1.2 The role of the Clerk is enshrined within the job description at **Appendix 1.**

2. Appointment of the Clerk

2.1 Upon the occurrence of a vacancy, the Corporation will determine how it intends to secure the appointment of a new Clerk and the terms and conditions of that appointment, as long as they are in accordance with any regulations in the Instrument and Articles of the Government.

3 Appraisal of the Clerk

3.1 The Clerk will have an annual appraisal, normally with the Chair of the Corporation and the outcomes of that appraisal will be reported to the Senior Postholders' Employment Committee which will advise the Corporation on any matters arising from the appraisal process.

4. Dismissal of the Clerk

4.1 In the event that the Corporation may deem it necessary to invoke proceedings which might lead to the suspension or dismissal of the Clerk, where the Clerk is directly employed under a contract of employment with the Corporation, the Clerk will be treated as a senior postholder for the purposes of these procedures, as specified in the Articles of Government.

5 Attendance at Meetings

5.1 The Clerk will attend all meetings of the Corporation and its committees. In the event that the Clerk is unable to attend any meeting, arrangements will be in place to ensure that an appropriate deputy is able to attend in a temporary capacity.

5.2 The Instrument of Government specifies that the Clerk must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In order to meet this requirement, the following protocol will be followed:

(i) Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda by the Chair of the Corporation/Chair of the relevant committee. Such papers will be sent at least 7 days before the meeting;

(ii) The Clerk will withdraw from the meeting at the appropriate time. The Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Clerk will have no entitlement to see;

(iii) The Corporation/committee will decide at the end of its discussions whether members are prepared for the Clerk to have sight of the minute. If they are prepared to allow this, then the confidential minute will be written by the member appointed as Clerk and appended to the main minutes of the meeting by the Clerk in accordance with the usual processes for the production of minutes. If the Clerk is not allowed to see the minute, then the Chair will send it separately to Governors and the Clerk will be required to withdraw from that part of the next meeting when the minute is approved. The Chair will be responsible for maintaining the records related to all such minutes.

6. Action to be taken where the Clerk believes that the Corporation may be acting inappropriately

6.1 If the Clerk has a concern that the Corporation may be acting inappropriately or beyond its powers he will raise that concern in the first instance with the Chair and if necessary with the Vice Chair of the Corporation and/or the Principal, who may request that independent legal or other advice is sought. If as a result it is agreed that the Corporation will need to reconsider a decision, the Chair will bring this to the attention of the Corporation as soon as practicable, together with the reasons.

6.2 If no solution can be reached and the Clerk considers that the grounds for the original concern still present a threat to the proper governance of the College, he is authorised to take independent legal advice and/or seek advice from the relevant funding body. All Corporation members will be informed that this had been done, and will be notified of the advice received.

JOB DESCRIPTION FOR THE CLERK TO THE CORPORATION

POST OUTLINE:

To act as Clerk to the Corporation; fulfilling the requirements of the **Instrument and Articles of Government** and any other statutory requirements.

To manage all matters relating to the Governing Body and ensure that appropriate advice and support is provided.

This role is critical for the effective and efficient functioning of the Corporation, within the context of a continuing drive for excellence across all aspects of the activities of the College. The Clerk to the Corporation is pivotal in ensuring high quality governance of the Corporation and in providing professional, pro-active information, advice and support to the Chair, Principal and all Members of the Corporation, enabling them to fully carry out their statutory roles and legal responsibilities, and achieve their ambitions for the College.

Post Reports To: **Chair of the Corporation**

Key Accountabilities:

Conduct of Meetings of the Corporation and its Committees
Provide excellent administration of meetings, including, in consultation and cooperation with the Chair, the Principal, Members of the Corporation and the Senior Management Team, preparation of meeting schedules / timetables; timely preparation and distribution of notices of meetings, agendas, papers and reports; organisation of and arrangements for meetings; taking minutes and obtaining approval and circulation thereof; maintaining minutes and other records in accordance with statutory requirements and best practice; overseeing of appropriate follow up instructions and actions.

Procedural Matters relating to the Corporation
Ensure compliance with all legal, statutory and public obligations, including the Instrument and Articles of Government, both generally and in connection with:

- Appointments of members of the Corporation
- Preparation of appropriate terms of reference, rules and guidance notes for all aspects of the functioning of the Corporation and Committees
- Maintenance of registers of interest

Provision of pro-active guidance and support to the Corporation, the Chair and all Members, in:

- Ensuring that the Governing Body receives appropriate information relating to the academic and financial performance of the College;
- Provision of independent, high quality guidance on statutory, constitutional, operational, procedural and ethical issues;
- Obtaining or making available appropriate professional advice;
- Obtaining material published by external bodies that is relevant to the roles and responsibilities of Members, and preparation of commentaries / briefings as appropriate;
- Provision of appropriate induction, training, and governor links programmes

General Administration – to be responsible for all administrative matters relating to the Corporation and its Members, specifically including management of:

- Management of the College external governance website and Governors Sharepoint
- Management of the College Seal;
- Procedures relating to availability of information to the public;
- Maintenance of and compliance with the code of conduct of the Corporation
- Adherence to and review of College performance against the Code of Good Governance

Liaison between Corporation Members and the Senior Management Team (SMT)

To act as the link between the SMT and Corporation to ensure appropriate understanding, by Members, of how the College operates.

The above list is neither exhaustive nor exclusive, and the post holder will be expected to undertake any other duties within his / her capability and experience that may be relevant and necessary to fulfil the post effectively.

Personal Competencies (Accountable at Level 3 – please refer to ESC Competency Framework):

Core Competencies

- Valuing Equality and Diversity
- Working with People; Team Working, Communication
- Results Focus; Drive to Achieve Excellence, Technical Skills & Professionalism
- Focus on Delivery; Organisational Awareness, Customer/Student Focus
- Self Motivation; Adaptability & Flexibility, Accountability

Management Competencies – Apply in addition to Core competencies for all Managers, Curriculum Leaders and Supervisors

- Performance Management
- Resource Management

Key Relationships:
The postholder will need to form effective and co-operative working relationships, in particular with:

- Members of the Governing Body
- Senior Management Team
- College Management Team
- Administrator to the Clerk
- Staff both within and outside the College as required
- Office of the student council and supporting staff

Expectations of the Post Holder:
The post holder will undertake assigned responsibilities effectively and efficiently, and within regulatory and legislative requirements; achieve individual and departmental targets within the College's annual planning and staff performance review processes and budgetary constraints and:

1. Actively promote equality and diversity, recognising and actively challenging stereotyping, prejudice and discrimination, ensuring that these principles permeate all working practices. All staff are required to undertake mandatory Equality & Diversity Training.

2. Adhere to and actively promote the College's Safeguarding policy and procedures, and undertake mandatory Safeguarding Training.
3. Adhere to and actively promote the College's Data Protection policy and procedures, and undertake the mandatory Data Protection Training.
4. Ensure effective quality control and continuous improvement in all aspects of this post, in keeping with the College's existing and developing quality assurance systems.
5. Be committed to professional self-development, through participation in the College continuing professional development programme which includes industry based work shadowing, attending seminars, College conference days and training events appropriate to the job role.
6. Comply with and promote College Health and Safety policies and procedures and to undertake mandatory Health and Safety training as and when necessary.
7. Undertake such other duties as may be reasonably required.
8. Adhere to all College procedures as detailed in the Employee Handbook
9. At all times seek to serve the best interests of the College

NB: This job description outlines a range of main duties. It is not exhaustive and can be varied in consultation with the post holder in order to reflect changes in the job or the organisation.

PERSON SPECIFICATION - Clerk to the Corporation

QUALIFICATIONS
Highlights the qualifications expected of jobholder

East Surrey College has joined the 'Skills Pledge' and we are committed to supporting all staff in obtaining Level 2 Maths and English, if this has not already been achieved.

Criterion	Essential	Desirable
ICSA/HE (L5) Award in Governance for Clerks or a comparable qualification (or a willingness to work towards)	✓	
A degree or equivalent		✓
Maths & English GCSE / Level 2 equivalent (achieved or willing to obtain)	✓	
Customer Service Level 2 (or willing to obtain)		✓
Equality & Diversity Level 2 (or willing to obtain)		✓
Safeguarding Children & Vulnerable Adults Level 2 (or willing to obtain)		✓
European Computer Driving Licence (ECDL) Level 2 (or willing to obtain)		✓

KNOWLEDGE AND EXPERIENCE
Highlights the knowledge and experience required by the jobholder of specific processes, procedures and technical requirements

Criterion	Essential	Desirable
Proven professional experience gained in a comparable role in a complex FE organisation	✓	
Knowledge of the factors that contribute to effective governance	✓	
A thorough understanding of the legal framework relating to College governance	✓	
An excellent understanding of the FE sector and current developments as they relate to governance	✓	
Experience of budget management	✓	
High level organisational and administrative skills	✓	
Highly developed communication and interpersonal skills	✓	
Ability to work in a team and to motivate and influence others	✓	
A record of continuous professional development	✓	

COMPETENCIES – refer to ESC Competency Framework and Job Description
Specific personal skills and behaviours required of the jobholder

Criterion	Level Expected
Valuing Equality and Diversity	3
Working with People (Team Working, Communication)	3
Results Focus (Drive to Achieve Excellence, Technical Skills & Professionalism)	3
Focus on Delivery (Customer/Student Focus, Organisational Awareness)	3
Self Motivation (Adaptability & Flexibility, Accountability)	3
Performance Management	3
Resource Management	3

ANNEX 4 TO THE STANDING ORDERS OF EAST SURREY COLLEGE CORPORATION

ATTENDANCE AT MEETINGS, ACCESS TO CORPORATION BUSINESS AND CONFIDENTIALITY

1. Introduction

The Corporation is committed to the principles of openness and accountability as laid down by the Nolan Committee on Standards in Public Life. In recognition of this the Corporation has agreed a policy on attendance at meetings, access to Corporation business and on confidentiality in accordance with the Instrument and Articles of Government.

2. Scope

The Corporation and members of the Corporation, College students and staff and the general public.

3. Responsibility for Implementation

The Corporation and the Director of Governance.

4. Policy Statements

4.1 Attendance at Corporation Meetings

Meetings of the Corporation and its committees are split into Open and Confidential parts on the following basis:

Open Part 1 Section 1 – Standing Agenda Items
Open Part 1 Section 2 – Items for Decision
Open Part 1 Section 3 – Items for Information
Confidential Part 2 – Items for information and decision from which part of the meeting members of the public, staff and student members may be excluded.

Agenda and other papers for Corporation meetings are organised to reflect this structure.

4.2 Consideration of Confidential Business by the Corporation or Committees

The Corporation's policy is that as much business as possible will be conducted in public but the Corporation reserves the right to keep certain matters confidential, in accordance with the requirements of the Instrument and Articles of Government of the College and of the Freedom of Information Act 2000.

The Corporation uses the following criteria for deciding on confidentiality:

(i) consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation;
(ii) consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position;
(iii) items containing personal information relating to an individual (other than a member of staff of the College);
(iv) information provided in confidence by a third party who has not authorised its disclosure;
(v) information relating to the negotiating position of the College in industrial relations matters;
(vi) legal advice received from or instruction given to the College legal advisers;

(vii) where appropriate, professional advice received from or instructions given to the College's professional advisers;
(viii) information planned for publication in advance of that publication;
(ix) any other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests.
(x) where the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective member of staff are to be considered.

The Corporation will agree, at the end of each meeting, which items, if any, should be kept confidential, bearing in mind the criteria for confidentiality listed above. As a general rule, confidential papers will come into the public domain within one year of their first publication. However, there will be papers which must remain confidential, either because they contain information relating to individuals, or contain information which the Corporation has decided for specific reasons should not be made public.

4.3 Minutes of Corporation and Committee Meetings

Formal minutes of Corporation and committee meetings are prepared and submitted to the next meeting of the Corporation. Items which are confidential in terms of the criteria set out in paragraph 4.2 of this policy are prepared separately and submitted in the appropriate part of the Corporation agenda.

4.4 Attendance at meetings by persons who are not members

4.4.1 Members of the public and representatives of the press shall be entitled to attend meetings of the Corporation or committees in accordance with Instrument 16.

4.4.2 Subject to paragraph 4.4.6, the Chief Executive (College Group)/Principal ESC shall be entitled to attend meetings of any committee of which s/he is not a member.

4.4.3 The Director of Governance shall attend meetings of all committees except that s/he shall withdraw from that part of any meeting at which her/his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.

4.4.4 Other members of College staff may attend committees' meetings as required, or as indicated in the terms of reference.

4.4.5 The Chair of any committee may permit the attendance of any other person at a committee meeting after having taken the advice of the Clerk.

4.4.6 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered.

4.5 Access to Corporation business

Information about College and Corporation activities is generally available to the public on request and further details are published in the College's Freedom of Information Publication Scheme. In particular, the following documents are readily available:

(i) Agenda, papers and minutes of Open meetings of the Corporation and its committees;
(ii) Annual financial statements;
(iii) Learning Contracts (study programmes, Apprentices, HE)
(iv) College Prospectus;
(v) Code of Conduct;
(vi) Register of Interests;

(vii) Instrument and Articles of Government;
(viii) Public Interest Disclosure Policy;
(ix) The College Inspection report;
(x) Information on examination results.

Any person who wishes to inspect any of these documents may do so by contacting the College Directorate Office. Copies of these documents may be made available at a charge to cover the cost of copying. Information which is confidential in the terms of paragraph 4.2 will normally be withheld from any documentation or other information provided. If any request is turned down on grounds of confidentiality, the College will give the reason for denying access.

The College will endeavour to provide information on request, and to do so within 20 working days. Where the information can be collated easily, it will be provided for a nominal charge. Where significant work is involved, requiring more than one hour of staff time, the college reserves the right to charge for this time and any other costs incurred. Any such charge will be notified in advance to the person making the request to check that they wish to proceed. Where it is possible to do so, alternative information or information sources will be given. Where the work involved is excessive the College reserves the right to decline to provide information requested.

5. Access to Policy

This policy is available from the Directorate, the Director of Governance and on the College Intranet and website.

6. Mechanisms for Feedback

Constructive comment on the continued improvement of this policy within the statutory regulations is welcomed and should be forwarded to the Director of Governance.

7. References

Instrument and Articles of Government of the College
Terms of Reference and Standing Orders for the Conduct of Meetings of the Corporation
Corporation Board Members' Code of Conduct
Freedom of Information Act 2000

8. Further information

None.

Produced/Updated by: Director of Governance **Date:** May 2022

Approved by: Search and Governance Committee **Date:** 7 June 2022

Approved by: Corporation Board **Date:** 7 July 2022

Review by: May 2023

Policy Code: OSC53

ANNEX 5 TO THE STANDING ORDERS OF EAST SURREY COLLEGE CORPORATION

GOVERNOR RECRUITMENT AND SUCCESSION PLANNING POLICY AND PROCEDURE

1. Scope

This policy applies to the recruitment of independent Governors, the induction of all governors and succession planning within the Corporation.

2. Purpose

The purpose of the Policy and Procedure is to ensure that the recruitment of independent governors, the operation of the Corporation and its succession plan follow the Nolan Principles of Public Life and are both transparent and fair.

3. Policy Statement

East Surrey College Corporation recognises that to function well it needs a diverse mix of appropriately experienced and knowledgeable people who understand the key role they play as Governors and whose commitment and ability to contribute to the College is evident.

The Board self-assesses its performance annually. It aims to keep a balance between refreshing its membership and maintaining experience, knowledge and skills so that it has the capacity to deliver the College's strategy and goals. It will keep its recruitment, membership and succession planning under annual review to ensure that there is an effective and functioning Board able to oversee the management of the College and determine its strategy.

It will continue to seek to maintain a Board of Governors that reflects the make-up of the local population and matches the local learner, staff and employment profile.

4. Policy Implementation

4.1 Recruitment, Selection and Assessment

- The Director of Governance will maintain a Register of Members that provides details of current membership, including categories of membership and terms of office. This will be used by the Director of Governance to ensure that forthcoming vacancies, as a result of the term of office of a Governor being due to expire, are reported to the Search and Governance Committee in a timely manner. The Director of Governance will also ensure that arrangements are in place for elections for staff and student governors.
- All Governors will be asked at their induction meeting to provide at least three months' notice of resignation to allow for vacancies resulting from resignation to be reported to the Search and Governance Committee in a timely manner.
- The Search and Governance Committee will meet each term to consider existing and forthcoming vacancies for Independent Members of the Board and, when necessary, the roles of Chair and Vice-Chair of the Corporation, Committee Chairs and the Director of Governance.
- A file will be maintained of Governors' Curriculum Vitae and / or application forms providing details of individual skills, backgrounds, offices held and any other relevant information.
- All Governors will be asked to complete a questionnaire detailing their skills as part of their application to be an Independent Governor and to update it at their induction meeting, and again every two years. The Director of Governance will use this information to undertake an analysis of the current skills on the Board every two years.

- The Search and Governance Committee will be provided with details of the latest skills audit analysis in order that they may match the skills and experience of candidates, as set out in their application forms, to any skills gaps that may exist on the Board at the time of a particular vacancy.
- The Search and Governance Committee will consider the skills, experience, background and personal characteristics (age range, gender, and ethnicity) which are desirable to be met in filling any vacancy, including office holders and will give regular consideration to identifying future potential leaders from within the Corporation as well as the possibility of new recruitment to fill a future office holder vacancy.
- The Director of Governance, Chief Executive and Members of the Committee as appropriate will pursue possibilities for new Members based on this needs assessment. Personal contacts, advertising, approaches to professional, trade, business or community organisations and local businesses and employers. The use of volunteer bureaux and Governor recruitment agencies will all be considered. The method or methods most appropriate for the vacancy will be agreed by the Search and Governance Committee.
- A Governor role description and information about becoming a Governor will be kept up to date and will be available on the College website as well as being provided to those interested in becoming a Governor.
- A person considered by the Search and Governance Committee to have the necessary skills and experience to join the Corporation will be asked to meet with the Committee to discuss the role, time commitment and responsibility, and any potential conflicts of interest prior to their name being put forward to the Corporation should all parties wish to proceed with an appointment and subject to confidential references.
- The Search and Governance Committee will maintain, and regularly review, a reserve list of people interested in becoming Governors as future vacancies occur which match their specific skills, knowledge and experience.

4.2 Succession Planning and Business Continuity supported by Self-Assessment

- The Search and Governance Committee will consider succession planning at every meeting as part of its review of the membership of the Corporation.
- The expiry dates of terms of office of existing Independent Members are staggered to assist effective succession planning and to reduce the number of vacancies at any particular time.
- Membership of the Corporation is limited to two consecutive terms of four years for Independent Members although Standing Orders do allow for extensions to this where the skills, experience and knowledge of a governor are considered essential to the maintenance of good governance. The appointments of staff and student governors are determined by election but staff governors must be employed by the College and student governors enrolled at the College during their terms of office. The Chief Executive serves as a governor throughout their period in post. This ensures that independence is maintained and assists with the aim of having a balance of new and experienced Governors.
- The Chair of the Corporation will be asked to confirm their intention to be considered for re-appointment for another term of office six months prior to the end of their term of office. They are requested to provide at least six months' notice of their intention to resign from office to assist effective succession planning for this position.
- The Vice-Chair of the Corporation will be asked to confirm their intention to be considered for re-appointment for another term of office three months prior to the end of their term of office. They are requested to provide at least three months' notice of their intention to resign from office to assist effective succession planning for this position.

- Chairs of Committees are recommended to the Corporation by the Committees annually. In the event of a resignation in term, Committee Chairs are asked to give at least two months' notice of their intention to vacate their position in order that the vacancy may be considered at the next scheduled meetings of the relevant Committee and Board.
- Governors are requested to provide at least three months' written notice to the Director of Governance to the Corporation if it is their intention to resign before the expiry of their term of office.
- Where there is a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office, and will continue in this role until a new Chair is appointed. The Chair Designate is not a statutory role.
- Where a future vacancy for the Vice Chair has been identified, opportunities for shadowing by prospective successors will be available to allow for development and knowledge sharing.
- A review of the membership of Committees will be undertaken annually and will take account of gender, experience, and skills mix of Governors on each Committee.
- The Corporation collectively will undertake self-assessment annually including assessing against OFSTED expectations for effective governance.
- Each Governor will be invited to an annual review meeting with the Chair of the Corporation. The meeting will include an opportunity to identify how the Governor would like to develop their role as a Governor and what support to develop would be useful.
- Should an unforeseen vacancy occur in the position of Chair of the Corporation and no nominations for the post are received from existing Independent Members by the deadline set, the Corporation will consider at its earliest opportunity, its next steps. This may include the option to search and advertise externally for a Governor to be appointed with a view to becoming the future Chair of the Corporation (following the appropriate induction as a Governor and necessary nomination and election process). During this period, the Vice-Chair of the Corporation will act as Interim Chair.

5. Policy Monitoring and Review

The implementation of this policy and procedure will be reviewed by the Search and Governance Committee annually.

6. Access to Policy

This policy is available from the Directorate, the Director of Governance and on the College Intranet and website.

7. Mechanisms for Feedback

Constructive comment on the continued improvement of this policy within the statutory regulations is welcomed and should be forwarded to the Director of Governance.

8. References

Instrument and Articles of Government
Corporation Terms of Reference and Standing Orders
Corporation Code of Conduct
Code of Good Governance for English Colleges
Scheme of Delegation

9. Further Information: None

10. Produced/Updated by: Director of Governance **Date:** May 2022

11. Approved by: Search and Governance Committee **Date:** 7 June 2022

12. Approved by: Corporation Board **Date:** 7 July 2022

13. Review by: May 2023

14. Policy Code: OSC54