



**BOARD OF GOVERNORS**

**CODE OF CONDUCT  
FOR BOARD MEMBERS**

**11th EDITION**

**CONTENTS**

- 1 INTRODUCTION .....**
- 2 INTERPRETATION.....**
- 3 AIMS AND VALUES.....**
- 4 DUTIES .....**
- 5 STATUTORY ACCOUNTABILITY .....**
- 6 PUBLIC SERVICE VALUES .....**
- 7 SKILL, CARE AND DILIGENCE .....**
- 8 POWERS .....**
- 9 CONFLICTS OF INTEREST .....**
- 10 COLLECTIVE RESPONSIBILITY .....**
- 11 OPENNESS AND CONFIDENTIALITY.....**
- 12 COMPLAINTS.....**
- 13 ATTENDANCE AT MEETINGS .....**
- 14 GOVERNANCE DEVELOPMENT .....**
  
- SCHEDULE - List of source documents .....**
- APPENDIX 1 .....**
- APPENDIX 2 .....**
- APPENDIX 3 .....**
- APPENDIX 4 .....**
- APPENDIX 5 .....**
- APPENDIX 6 .....**

*Eleventh edition February 2020*  
*Tenth edition March 2018*  
*Ninth edition March 2015*  
*Eighth edition May 2013*  
*Seventh Edition: May 2010*  
*Sixth Edition: July 2006*  
*Fifth Edition: March 2003*  
*Fourth Edition: July 2001*  
*Third Edition: Sept 2000*  
*Second Edition: March 2000*  
*First Published: June 1995*

## **CODE OF CONDUCT FOR BOARD MEMBERS**

### **1. INTRODUCTION**

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of board members to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Board and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, members are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 If a member is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. Ultimate responsibility for the appropriateness of conduct as a member of the College and for any act or omission in that capacity however, rests with the individual member.
- 1.4 This Code applies to every committee or working party of the Board and to every subsidiary company or joint venture of the College to which members may be appointed.
- 1.5 By accepting appointment to the Board, each member agrees to accept the provisions of this Code.
- 1.6 Each Board member, by accepting the provisions of this Code, agrees that any breach of the Code by them may lead to the termination of their appointment as a Member, in accordance with clause 9 of the Board's Instrument and Articles of Government.

### **2. INTERPRETATION**

In this Code the following expressions shall have the following meaning:-

- 2.1 'Code of Good Governance' means the Code of the Good Governance for English Colleges' issued by the Association of Colleges in March 2015 as updated January 2019 and adopted by the Board;
- 2.2 'ESFA' means the Education and Skills Funding Agency or any successor body;
- 2.3 'College' means this College;
- 2.4 'Mission Statement' means the statement set out at clause 3.1
- 2.5 'College core values' means those core values set out at paragraph 3.2 of this Code or such other core values as may be agreed by the Board from time to time, for example in a Public Value Statement;
- 2.6 'Board' means the further education corporation which was established for the purpose of conducting the College;
- 2.7 'Board member', 'Chair', 'Principal', and 'Clerk' mean respectively the Member of the Board of the College, the Chair of the Board, the Principal of the College and the Clerk to the Board;

- 2.8 'DfE means the Department for Education
- 2.9 All other definitions have the same meanings as given in the College's Instrument and Articles of Government; and Words imparting one gender impart any gender.

### 3. **AIMS AND VALUES**

3.1 Barnsley College is committed to being actively involved in the economic, social and cultural development of its community. This is through collaborative partnership working and the innovative engagement and creation of opportunities for the practical benefit of the people, businesses and communities that we serve. The College's Mission (or Purpose) is to ensure that all its Students have a great time, achieve their aims and progress onto work or higher education. 3.2 The College's vision, 'Transforming Lives, together with the corporate objectives of the College agreed by the Board from time to time seek to encapsulate the core purposes and aims of the College. Board members should have due regard to these purposes and aims and to the Core Values when conducting the business of the Board and considering the activities and proposed activities of the College. The College's values are: Aspirational, Supportive, Caring, Respectful and Genuine.

3.3 The Board recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Board is committed to:-

- Having close regard to the voice of the learner;
- Combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act;
- Upholding the principles set out in the College's Charter, copies of which are available from the Clerk; and
- Engaging with the community which the College serves in order to understand and meet its needs, in accordance with the College's Public Value Statement and vision and
- Observing its duty under the Education (No 2) Act 1986 to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers, and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.

3.4 The Board is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

### 4. **DUTIES**

4.1 Board members are in the position of charity trustees and as such owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each member should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of members should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

4.2 Decisions taken by members at meetings of the Board and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and

must be taken with a view to safeguarding public funds. Accordingly, members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).

- 4.3 Board members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Board by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 3.
- 4.4 Board members should comply with the Standing Orders and terms of reference of the Board and its committees to ensure that the Board conducts itself in an orderly, fair, open and transparent manner. Board members must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Board members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in Appendix 4. Whereas it is the Board's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board. Board members should work together so that the Board and the Chief Executive perform their respective roles effectively.
- 4.6 Members should refer to the Clerk for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Clerk's independent advisory role.

## 5. **STATUTORY ACCOUNTABILITY**

- 5.1 Members are collectively responsible for observing the duties set out in the Conditions of Funding Agreement which the College has entered into with ESFA as a condition of receiving public funds. A brief is set out in Appendix 5.
- 5.2 Although the ESFA is the main provider of funds to the College, members should note that they are also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from OfS the College will have a funding agreement with OfS as set out in the OfS's terms and conditions of funding for further education and sixth form colleges which sets out the basis on which such funding is provided. Where OfS funding is received indirectly via a collaboration with an OfS funded institution, such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.
- 5.3 As Accounting Officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of Skills Funding, to give an account of the use made by the College of such funds. The Board is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

## 6. **PUBLIC SERVICE VALUES**

Although further education corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. In particular, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in the Schedule and Appendix 1 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a member and should underpin all decisions taken by the Board.

## 7. **SKILL, CARE AND DILIGENCE**

A board member should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when members act as agents of the College, for example, when functions are delegated to a committee of the Board or to the Chair. Board members should be careful to act within the terms of reference of any committees on which they serve.

## 8. **POWERS**

Board members are responsible for taking decisions which are within the powers given to the Board by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 as amended. A summary of those powers is set out in Appendix 6. If a member thinks that the Board is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

## 9. **CONFLICTS OF INTEREST**

9.1 Like other persons who owe a fiduciary duty, members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Board. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

9.2 Members are reminded that under the College's Instrument of Government and its policy on Conflicts of Interest and the general law, they must disclose to the Board any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Board in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Board.

9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a member or of a close relative of the member or his or her spouse, partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then:-

9.3.1 the interest, financial or otherwise, should be reported to the Clerk;

9.3.2 the nature and extent of the interest should be fully disclosed to the Board before the matter giving rise to the interest is considered;

- 9.3.3 if the member concerned is present at a meeting of the Board, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:-
- (a) Not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
  - (b) Withdraw from that Board or committee meeting where required to do so by a majority of the members of the Board or committee present at the meeting.
- 9.4 For the purposes of clause 9.3 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.
- 9.5 Where it is proposed that the Board should grant a member a financial interest, (such as a contract for the supply of goods or services), the Board must observe the requirements of the Charities Act 2011. The Board may wish to take legal advice before granting such an interest to a member.
- 9.6 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's Anti-Bribery Policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of Members' Interests which will be open for public inspection. Members must disclose routinely to the Board all business interests, financial or otherwise, which they, or persons associated with them may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, members should have regard to the meaning given to "interest" in paragraphs 9.3 and 9.5 of this Code.
10. **COLLECTIVE RESPONSIBILITY**
- 10.1 The Board operates by members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video conference and by alternative methods such as written resolutions in accordance with the Instrument clause 13. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the members collectively and each individual member has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.
- 10.2 If a member disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the member should refer to the power of the Chair or of any five members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the member's views in advance to the other members. Alternatively, as a final resort, the member may decide to offer his or her resignation from office, after consulting the Chair.

## 11. **OPENNESS AND CONFIDENTIALITY**

- 11.1 Because of the Board's public accountability and the importance of conducting its business openly and transparently, members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board are normally available for public inspection when they have been approved for publication by the Chair.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Board considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to members, save for those members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Board should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. The Board must also consider the personal data that is contained within the excluded items in accordance with Board's obligations under the General Data Protection Regulation 2016 and the Data Protection Act 2018 ("Data Protection Laws") and whether or not disclosure of that personal data would be in breach of the Data Protection Laws or the rights and freedoms of the individual(s) in question. When considering such issues the members must also consider the College's publication scheme issued under the Freedom of Information Act 2000 and Environmental Information Regulations 2004. Nothing in this section overrides the College's obligation to disclose in response to a request received under the information law regimes (unless an appropriate exemption applies in each case) and the Board's Policy on Attendance at Meetings and Access to College Business.
- 11.3 Staff and student members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.4 It is important that the Board and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions. Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Board are satisfied should be dealt with on a confidential basis.
- 11.5 Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Board or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for members publicly to criticise, canvass or reveal the views of other members which have been expressed at meetings of the Board or its committees.

## 12. **COMPLAINTS**

- 12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Members are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised



by students, former students and third parties and of the legal requirement to have a whistleblowing procedure in place.

- Under the ESFA's Conditions of Funding Agreement with Colleges ( clause 15.3), students, employees and other third parties have a right to make a complaint to the SFA in respect of the College or of any of its decisions, and this right is referred to in the College's complaints and disciplinary procedures, copies of which can be obtained from the Clerk. Members in particular are reminded that under the ESFA's procedure for dealing with complaints about post 16 education and training provision funded by the ESFA (November 2018) the ESFA can investigate complaints about: quality management or experience education and training, undue delay or non-compliance with published complaints procedures, poor administration , equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunals or other organisations),, advanced learner loans, apprenticeship providers from employers and from employers, parents or other third parties on behalf of apprentice(s).
- *The ESFA will not investigate complaints about issues that are more than 12 months old (except for exceptional cases related to advanced learner loans), examination results, grades, marks, assessment outcomes or curriculum content, individual employment issues, contractual or commercial disputes or arrangements, disputes between an employer and a provider in relation to the apprenticeship levy, matters which are the subject of legal action matters that are better investigated by the police, , the cancellation or reimbursement of advanced learner loans(which should be referred to the student loan company, claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider, issues classified as serial or allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team and safeguarding concerns.*
- Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE. .

The Board approved a separate policy for Complaints against the Board, Board members and the Clerk on 20/3/18.

### 13. **ATTENDANCE AT MEETINGS**

A high level of attendance at meetings of the Board and its Committees is expected so that members can perform their functions properly. The Board's Standing Orders set out the target for attendance, which is reviewed annually.

### 14. **GOVERNANCE DEVELOPMENT**

14.1 The Board shall seek to ensure that all members are appointed on merit in accordance with an open selection procedure carried out by the Board's Governance & Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Board should have regard to the provisions relating to the membership of the Board in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Board carries out its functions under the College's Articles of Government.

14.2 Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.

- 14.3 In order to promote more effective governance, the Board will carry out an annual review of its performance duties and responsibilities, including a review of their own individual performance as part of a continuing and critical process of self-evaluation.

## **SCHEDULE - List of source documents**

1. the College's Instrument of Government;
2. the College's Articles of Government;
3. the Standing Orders and Terms of Reference of the Board and its committees;
4. the Conditions of Funding Agreement entered into by the College with the ESFA
5. the College's Mission Statement (Purpose) and corporate objectives;
6. the College's Strategic/Development Plan;
7. the College's policies that extend to Board members, including the College's policies on Equal opportunities and Freedom of Speech, the Anti-bribery policy as required by the Bribery Act 2010, the College's Policy on Conflict of Interest, the College's policy on Safeguarding Learners, and the College's Policy (Prevent) on preventing people from being drawn into terrorism.
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, set out in Appendix 1:
9. the Post 16 Audit Code of Practice issued by the ESFA;
10. the Code of Good Governance published by the Association of Colleges;
11. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Appendix 2. The following appendices are attached to this Code for reference.

- 1 The Seven Principles of Public Life
- 2 Six Core Principals of Good Governance
- 3 Responsibilities of Members
- 4 Responsibilities of the Principal and Clerk
- 5 Financial Memorandum of the ESFA
- 6 Powers of the Board.

**AS A MEMBER OF THE BOARD I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.**

**Signed:** ..... (Governor/Trustee)

**Date:** .....

.....  
**Name of Member (print)**

## APPENDIX 1

### **The Seven Principles of Public Life**

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

#### **SELFLESSNESS**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **INTEGRITY**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **OBJECTIVITY**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **ACCOUNTABILITY**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **OPENNESS**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **HONESTY**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **LEADERSHIP**

Holders of public office should promote and support these principles by leadership and example.

## APPENDIX 2

### Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005

1. **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
  - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
  - 1.2 Making sure that users receive a high quality service;
  - 1.3 Making sure that taxpayers receive value for money.
2. **Good governance means performing effectively in clearly defined functions and roles**
  - 2.1 Being clear about the functions of the governing body;
  - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
  - 2.3 Being clear about relationships between the members and the public.
3. **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
  - 3.1 Putting organisational values into practice;
  - 3.2 Individual members behaving in ways that uphold and exemplify effective governance.
4. **Good Governance means taking informed, transparent decisions and managing risk**
  - 4.1 Being rigorous and transparent about how decisions are taken;
  - 4.2 Having and using good quality information, advice and support;
  - 4.3 Making sure that an effective risk management systems is in operation.
5. **Good governance means developing the capacity and capability of the governing body to be effective**
  - 5.1 Making sure that appointed and elected members have the skills, knowledge and experience they need to perform well;
  - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
  - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
6. **Good governance means engaging stakeholders and making accountability real**
  - 6.1 Understanding formal and informal accountability relationships;
  - 6.2 Taking an active and planned approach to dialogue with accountability to the public;

- 6.3 Taking an active and planned approach to responsibility to staff;
- 6.4 Engaging effectively with institutional stakeholders.

## APPENDIX 3

### Summary of Main Responsibilities of the Board under the Articles of Government

Under the College's Articles of Government<sup>1</sup> the Board shall be responsible:

- (a) for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities;
- (b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- (c) for approving the quality strategy of the institution
- (d) for the effective and efficient use of resources, the solvency of the institution and the Board and for safeguarding their assets;
- (e) for approving annual estimates of income and expenditure;
- (f) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;
- (g) for setting a framework for the pay and conditions of service of all other staff; and
- (h) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA).

"Senior Post" means the post of Principal and such other senior posts as the members may decide for the purposes of the Articles.

#### Responsibilities which must not be delegated by the Board:

The Articles of Government prohibit the Board from delegating the following:-

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Board and the safeguarding of their assets;
- (d) the appointment or dismissal of the Principal or holder of a senior post;
- (e) the appointment or dismissal of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment or, subject to Article 10, dismissal in the capacity as member of staff);
- (f) the modifying or revoking of the Articles of Government;
- (g) the power to determine an appeal under articles 10 and

---

<sup>1</sup> The Instrument and Articles of Government 2008 set out the position. The Board of Governors may amend the I&A within the parameters set by the new Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011.



- (h) to the Principal the power to determine an appeal in connection with the dismissal of a member of staff under article 10 unless the Principal has previously delegated his power under article 10 to dismiss a member of staff to the holder of a senior post.

The Board may, from time to time, resolve to add other functions which must not be delegated to this list of "reserved" responsibilities.

## APPENDIX 4

### **Summary of main responsibilities of the Principal under the Articles of Government**

Under the College's Articles of Government the Principal shall be the Chief Executive of the College and shall be responsible for:

- (a) making proposals to the Board about the educational character and mission of the institution, and for implementing the decisions of the Board;
- (b) the determination, of the institution's academic activities and the determination of its other activities;
- (c) preparing annual estimates of income and expenditure, for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Board, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

### **Summary of main responsibilities of the Clerk under the Articles of Government**

Under the College's Articles of Government the Clerk shall be responsible for advising the Board with regard to:

- a) the operation of its powers;
- b) procedural matters;
- c) the conduct of its business; and
- d) matters of governance practice.

## APPENDIX 5

### Summary of the ESFA's College Funding Framework

- In 2019 to 2020 FE funding will be contracted using a new contract framework.
- The purpose of the new framework is to:
  - reduce the number of separate agreements that providers will hold with ESFA;
  - ensure consistency across ESFA agreements
  - update the contracts with the latest commercial best practice.
- The new framework will be used for all FE funding except for levy apprenticeships and European Social Fund.
- The ESFA will start to roll the framework out in May 2019 with the Advanced Learner Loans and add further allocated funding for the 2019 to 2020 funding year in the summer. It also intends to move the procured AEB and non-levy apprenticeships funding across to this framework in the summer of 2019.
- The agreements are formed of a main terms and conditions document and schedules. Further information about the new framework can be accessed here:
- <https://www.gov.uk/guidance/esfa-education-and-skills-contracts-2019-to-2020>
- Schedule 9 of the Conditions of Funding Agreement sets out the key issues for Corporation Members to take account of. Nevertheless, all governors should ensure that they have reviewed and are familiar with the Funding Agreement in its entirety and any other ESFA agreement that applies to the College.

## APPENDIX 6

### Summary of the Statutory Powers of the Board

#### PRINCIPAL POWERS

Under section 33E of the Further and Higher Education Act 1992 as amended by the Apprenticeship, Skills, Children and Learning Act 2009, a further education corporation may:-

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

These powers are known as the Corporation's "principal powers".

#### SUPPLEMENTARY POWERS

Under section 33F of the 1992 Act as amended, the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 33 of the Act, including in particular the following:-

- a) the power to acquire and dispose of land and other property;
- b) the power to enter into contracts, including in particular:
  - contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
  - contracts with respect to the carrying on by the Corporation of any such activities

- c) to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
- d) the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage charge or other security in respect of any land or other property of the Corporation.
- e) power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
- f) power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes; and
- g) power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes and
- h) to provide advice or assistance to any other person where it appears to the Board to be appropriate for it to do so for the purpose of or in connection with the provision of education by the other person.

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

The powers conferred by section 19 of the 1992 Act are known as "supplementary powers".