



STANDING ORDERS

TO THE BOARD (GOVERNING BODY)

AND ITS COMMITTEES (INCLUDING MEMBERS' ROLES AND RESPONSIBILITIES)

November 2023

This policy adheres to and should be applied with due consideration to the College's commitment to the mission statement and the strategic objectives.

Mission Statement

We are a Catholic College dedicated to the education and development of the whole person and supporting all students to realise their full potential. As an outstanding learning organisation SJR will have a strong sense of purpose and a commitment to shared values within a Christian community. We will establish a unique, safe and challenging environment where every individual is valued, talents are recognised and nurtured, achievements are celebrated and dedication is rewarded. To achieve this as a community we will:

- Welcome all students who are happy to be educated within a Christian environment
- Value the uniqueness and dignity of each individual
- Deliver the highest standards of teaching and learning
- All show a commitment to our work, to the Christian values of the College and to the safety of all in our community
- Provide equality of opportunity, with mutual respect and positive encouragement
- Build and further develop local, national and international partnerships.

Core values in daily life at St John Rigby College are expressed as:

- Genuine concern for others
- Support for and challenge of one another
- High standards and expectations
- Consistency and perseverance
- Recognition of talents, progress and achievements.

Contents

1. Introduction and general duties
2. The Role of Members of the Board
3. Terms of Office and new Governors
4. Election of Chair and Vice Chair of the Board
5. Role and responsibilities of the Chair of the Board
6. Role and responsibilities of the Vice Chair of the Board
7. Election of Chair and any Vice Chair of a Committee
8. Decisions and voting
9. Board meetings
10. Committees
11. Minutes
12. Attendance
13. Quorum
14. Agenda
15. Terms of Reference
16. Legal advice
17. Training
18. Declarations of Public Interest

Appendix 1 – Role Descriptions

1 **INTRODUCTION AND GENERAL DUTIES**

1.1 These Standing Orders (“Orders”) supplement the provisions of Education Acts as defined in section 578 of the Education Act 1996, any subsequent Education Acts, any relevant regulations, orders or directions made thereunder and subject hereto, in accordance with the provisions of the Instrument and Articles of Government of the College.

The constitution and powers of the Board are set out in the Instrument and Articles of Government of Sixth Form College Boards. These Standing Orders should therefore be referred to alongside this document to gain a full understanding of the operation of the Board.

In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

1.2 These Standing Orders will be reviewed by the Board annually.

Every member of the Board and of its Committees shall be bound by these orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee’s Report “Standards in Public Life”.

In summary these are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

1.3 Similarly, as trustees of an exempt charity every member of the Board shall have the same general duties and responsibilities as trustees of other charities, including:

- acting reasonably and prudently in all matters relating to the charity
- always acting in the best interests of the charity

- applying the income and the property of the charity only for the purposes set out in the governing document
- protecting the property and assets of the charity
- investing the funds of the charity only in accordance with the powers of investment
- regularly review the effectiveness of the charity.

- 1.4 Every Governor is required to register any business interest, financial or otherwise, for themselves and for their close relatives, which could in any way be perceived to have a direct bearing on the business of St John Rigby Catholic Sixth Form College. This declaration is an opportunity for all Governors to disclose relevant business interests in a manner which is open and transparent and to demonstrate to the public that such interests have not influenced the Board's decision-making process. The Register of Interests is kept by the Clerk and is available for inspection upon request during normal office hours.
- 1.5 Statements made on behalf of the Board to members of the Press are only issued through the Chair of the Board or the Principal.
- 1.6 A complaint against the Board or an individual Governor should be addressed to the Clerk, using the College's Complaints Policy. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Board should be forwarded to the Chair of the Board.
- 1.7 The Board is responsible for the recruitment and terms and conditions of the Senior Post Holders - Principal and the Clerk. The process for recruiting a Senior Post Holder will be determined as and when a vacancy arises by the Board, on advice from the Board will be mindful of legal obligations, good governance, due process and equality of opportunity.
- 1.8 The Principal has general responsibility for appointment of all members of staff other than senior post holders. When the post of Principal or Clerk falls vacant the Board shall arrange for an appropriate advertisement.
- 1.9 The Board may delegate any of its powers, as outlined within the Committee Terms of Reference with the exception of the following:
- The determination of the educational character and mission of the institution and the oversight of its activities
 - The approval of the annual estimates of income and expenditure
 - Ensuring the solvency of the College and the safeguarding of its assets
 - The appointment, grading, suspension, dismissal and determination of the pay and conditions of the senior postholders and the Clerk
 - The modification or revocation of the articles of government

2 THE ROLE OF MEMBERS OF THE BOARD

- 2.1 As part of their shared corporate responsibility members are expected to play their part in ensuring that:
- the educational character and mission of the College reflect the needs of the community which is served by the College and are within Diocesan and Government Policies
 - public funds are used in accordance with the requirements of the Funding Bodies and to the maximum benefit of the community

- appropriate staffing arrangements are in place, particularly regarding the appointment, dismissal or disciplinary of senior post holders and the framework for pay and conditions for all staff
- annual estimates of income and expenditure are approved and proper accounting records are kept
- the College is solvent on a going concern basis
- they comply with the provisions of the following documents as they apply to the role of members of the Board:
 - Instrument and Articles of Government
 - Financial Memorandum with the Funding Body
 - Code of Conduct
 - College Financial Regulations and other procedures
 - Annual Declaration of Eligibility.

2.2 Members have an individual responsibility to:

- a personal commitment to the seven principles of Public Life as set out in Lord Nolan's Report on Standards in Public Life (see 1.2 above)
- join at least one Committee of the Board
- attend and contribute to meetings of the Board and its Committees as appropriate
- to attend College events (such as student awards presentations / drama productions) to gain an appreciation of the work of the College and to meet students, staff and stakeholders
- for any designated Link Governors, to make at least one visit to College each year
- apply specialist knowledge and expertise in contributing to the decision-making process of the Board
- act as an ambassador for the College
- participate in the annual review of the performance of the Board
- take part in any relevant training and development events or opportunities to enhance contribution to the Board
- support decisions of the Board and its Committees once they have been reached based on collective responsibility, irrespective of individual viewpoint
- ensure that they do not make statements on behalf of the Board unless authorised to do so by the Board
- give any additional assistance as may be reasonably requested by the Chair of the Board.

2.3 All Governors are equal and a Board makes decisions corporately. However, Foundation Governors have additional responsibilities to the Bishop of the Diocese. Additional responsibilities of Foundation Governors:

- The religious education curriculum
- To know and implement the Bishop's policies on education
- To act for the good of Catholic education as a whole within the Diocese
- To secure the long-term future of Catholic education

Note: Foundation Governors to St John Rigby College are appointed by the Archbishop of Liverpool.

3. **TERMS OF OFFICE**

3.1 A Governor (other than the Principal) shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.

All Governors retiring at the end of their term of office shall be eligible for reappointment. – normally up to three terms, subject to the operating procedures of

the Search and Governance Committee. The relevant Instrument of Government clause, shall apply to the reappointment of a parent, staff or student Governor as it does to the appointment of such a Governor.

3.2 Termination of Governorship

A Governor may resign from office at any time by giving notice in writing to the Clerk and in the case of a Foundation Governor, the Bishop.

If at any time the Board is satisfied that any Governor, other than a Foundation Governor:

- is unfit or unable to discharge the functions of a Governor, or
- has been absent from meetings of the Board for a period one calendar year without the permission of the Chair, the Board may, by notice in writing to that Governor, remove that Governor from office. The office shall then be vacant.

Membership of Staff Governors/Principal ceases at the end of their term of office or on termination of their employment by the College if that is earlier. Membership of the Student Governors ceases if students leave the College during their term of office.

If at any time the Board is satisfied that a Foundation Governor:

- (a) is unfit or unable to discharge the functions of a Governor, or
- (b) has been absent from meetings of the Board for a period of one calendar year without the permission of the Chair, the Board may either:
draw the matter to the attention of the Bishop, or in urgent circumstances, suspend the membership of the Governor and seek instructions from the Bishop.

3.3 **New Governors**

Prior to the appointment to the Board, each Governor must complete a Declaration of Eligibility, which details those persons ineligible for membership of the Board. All serving Governors are asked to complete the same Declaration annually, to document their continuing eligibility.

3.4 Upon successful appointment, each Governor will be required to:

- Complete a Skills Audit on appointment and update this annually, at the beginning of the Spring term. This provides details of qualifications, employment, experience and expertise and also gives each Governor the opportunity both to identify any specific training they require to enable them to fulfil the role and responsibilities of the post and to enable the Board to use such skills, as deemed necessary.
- Complete the Register of Interests Declaration form, to register any business interest, financial or otherwise, which might be perceived to represent a conflict of interest with their role as a member of the Board.
- Signify their acceptance of the Code of Conduct, approved by the Board, with which they are expected to comply.
- Read the latest Keeping Children Safe in Education (KCSIE) Guidance.

3.5 Prior to attending their first full Board Meeting, all new Governors are invited to an induction meeting with the Search and Governance Committee (or members thereof) at which they are given an induction pack containing background information on St John Rigby College and details of the roles and responsibilities of College Governors. An induction period will provide opportunities to sample Committee meetings and build relationships.

- 3.6 Governors elected to St John Rigby Catholic Sixth Form College Board serve on a voluntary basis and no form of payment is made to them, with the following exceptions:
- Fees for attendance on agreed Training Seminar/courses will be paid by the College.
 - The cost of hotel accommodation and travelling expenses, in accordance with the college's expenses policy, will be paid in respect of attendance on training seminars/courses.
 - Governors are to submit expenses forms to the Clerk for reimbursement.
- 3.7 The Board has set up a Search and Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Board for the appointment of Governors. The Board shall not appoint any member of the Board (other than the Principal) unless it has first considered the advice of the Search and Governance Committee. The constitution, membership and terms of reference of the Search and Governance Committee are as agreed by the Board and are available from the Clerk.
- 3.8 The Board at St John Rigby Catholic Sixth Form College has determined that a Governor will normally be eligible for consideration for re-appointment for a period of three terms of office. Additional terms beyond that of two may however be determined as necessary by the Board at any point; reasons for which will be clearly recorded within meeting minutes and appointment recommendations and resolutions. Matters to be taken into account when considering such reappointments include the balance of experience of the remaining Governors of the Board, the skills required by the Board to effectively oversee the strategic direction of the College and the availability of other candidates. The Search and Governance Committee will carry out a skills audit before deciding whether a reappointment is justified.
- 3.9 The roles and responsibilities for the Chair, Vice Chair, Board Governors and Link Governors are clearly identified in Appendix 1.

4 ELECTION OF CHAIR AND VICE CHAIR OF THE BOARD

- 4.1 The Chair and Vice Chair of the Board must be a Foundation Governor, they shall be elected by the members of the Board and shall hold office for such period as the members of the Board may determine.
- The Chair and Vice Chair are elected from the membership of the Board, usually by an open ballot. The individual members appointed as Chair or Vice Chair shall serve in that capacity usually for up to three years. A proposer and seconder must support the nominations, neither of whom must be the nominee. The Principal, Staff and Student Governors 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.

On the expiration to the term of office of such Chair or Vice Chair they shall be eligible for re-appointment.

- 4.2 If both the Chair and Vice Chair of the Board are absent from a Board meeting, the members of the Board who are present shall choose one of the Foundation Governors to act as Chair for that meeting.

- 4.3 The Chair and Vice Chair of the Board may resign their respective position at any time by giving notice to the Clerk to the Board.
- 4.4 At the last meeting before the end of the term of office of the Chair and / or Vice Chair, or at the first meeting following the Vice / Chair's resignation or removal from office, the members of the Board shall appoint a replacement from among the Foundation Governors.
- 4.5 If the Board is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of the office, it may give written notice removing them from office and the office shall then be vacant.

5 ROLES AND RESPONSIBILITIES OF THE CHAIR

- 5.1 To work with the Principal and Senior Leadership Team and the Board to create and maintain a safe and inclusive working environment.
- 5.2 With the support of the Clerk, to ensure:
- that the Board maintains strategic oversight of the College
 - that appropriate issues are brought to the Board
 - that the business at Board meetings is conducted efficiently and effectively within the procedures laid down in the Instrument and Articles of Government and Standing Orders
 - that issues before the Board are debated fully and that all Governors have the opportunity to contribute
 - the provision of support to individual Governors if and when necessary
 - that discussions and decisions are properly summarised and recorded.
- 5.3 To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
- 5.4 To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.
- 5.5 The Chair may act on behalf of the Board between meetings on matters delegated by the Board or on routine matters such as the signing of routine documents on behalf of the Board, or in response to approaches made to the Board by external organisations on issues which do not require approval by the Board.
- 5.6 To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
- 5.7 To provide leadership and assist the Board and the Senior Leadership Team in determining the strategic direction of the College.
- 5.8 The Chair shall ensure that the Board fulfils its duties in:
- articulating the vision of the Board
 - maintaining and developing the ethos of the College
 - setting corporate objectives
 - assessing the performance of the Principal
 - establishing high standards of integrity
 - monitoring the financial health of the College.

- 5.9 Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
- 5.10 To be involved in the appraisal of the Principal and to ensure appropriate opportunities for development and training for the Principal.
- 5.11 To assist in the procedures for recruiting senior post holders.
- 5.12 To oversee and arrange appraisal of the work of the Clerk to the Board.
- 5.13 To act as ambassador on behalf of the College and the Board and to handle relations with the media on behalf of the Board.

6 THE ROLE AND REPOSIBILITIES OF THE VICE CHAIR

- 6.1 The Vice Chair shall act for the Chair in his / her absence.
- 6.2 To be involved in the appraisal of the Principal and Clerk to Board.

7 ELECTION OF CHAIR AND ANY VICE CHAIR OF A COMMITTEE

- 7.1 The Chair of a Committee (and any Vice Chair of a Committee) shall be appointed (and may also be removed) by the members of the Committee and shall hold office for such period as the members of the Committee may determine. On the expiration to the term of office of such Chair or Vice Chair they shall be eligible for reappointment.
- 7.2 If both the Chair (and any Vice Chair) of a Committee are absent from a meeting of that Committee, the members of the Committee who are present shall choose one of their number to act as Chair for that meeting.
- 7.3 The Chair (and any Vice Chair) of a Committee may resign their respective position at any time by giving notice to the clerk of the relevant Committee or, if there is no designated clerk to the Committee, the Clerk of the Board.

8 DECISIONS AND VOTING

- 8.1 Resolutions at meetings of the Board or any of its Committees shall be passed on the basis of a majority decision taken by those who attend and are eligible to vote at a quorate meeting.
- 8.2 All members of the Board and its Committees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 8.3 In the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 8.4 Members of the Board or of a Committee may not vote by proxy
- 8.5 No resolution of the Board or its Committees may be rescinded or varied at a subsequent meeting unless the issue forms a specific item of business for the agenda of that meeting.
- 8.6 Certain restrictions apply to Student Governors (Article 10 (6) to (8) refers) in relation to staffing, financial and student disciplinary matters. The student Governor(s) will be excused from that part of any meeting where any such issues are to be discussed.

8.7 Certain restrictions apply to Staff Governors (Article 10 (5) refers) in relation to staffing, pay, disciplinary and certain financial matters. The Staff Governors will be excused from that part of any meeting where any such issues are to be discussed.

9 BOARD MEETINGS

9.1 A schedule of meetings for the next academic year is drawn up and issued by the Clerk annually in July.

9.2 The Board shall meet (physically or virtually) at least once in every term and shall hold such other meetings as may be necessary.

9.3 All meetings shall normally be summoned by the Clerk who shall, at least seven clear days before the date of the meeting, send to the Governors written notice of the meeting and a copy of the proposed agenda.

9.4 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk the Chair shall, at least seven clear days before the date of the meeting, send to the Governors a copy of the agenda item concerned together with any relevant papers.

9.5 A special meeting of the Board may be called at any time by the Chair, or at the request of at least two Governors, in writing to the Clerk. Where the Chair, or in his/her 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 or she specifies.

9.6 Proceedings of Board meetings:

All Board meetings (physical or virtual) aim to be completed within two hours and business will be conducted in accordance with the published agenda, unless agreed otherwise by Governors.

9.7 At every ordinary meeting of the Board 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 of the meeting.

9.8 Separate minutes shall be taken of those parts of meetings from which the Clerk to the Board or staff or student Governors have withdrawn. The Clerk to the Board, staff or student Governors 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.

9.9 Staff Governor and, where applicable, the Clerk 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. At the discretion of the Governors present, Staff Governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff.

9.10 Every question to be decided at a meeting shall be determined by a majority of the votes of the Governors 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 Governors are not permitted. Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).

- 9.11 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 Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.
- 9.12 No resolution (i.e., any formal decision by the Board) of the Governors may be rescinded or varied at a subsequent meeting of the Board 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.
- 9.13 Every Governor of the Board shall act in the best interests of the Board and the College and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.
- 9.14 The Board, or the Chair on its behalf, may at its discretion invite persons who are not Governors of the Board or the Clerk to attend Board 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 Board or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.

10 COMMITTEES

- 10.1 Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.
- 10.2 All Committee meetings are scheduled in advance for the academic year. All meetings shall be summoned by the Clerk to the Board by at seven clear days' notice sent to every member of the Committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting.
- 10.3 It shall be permissible for the Chair of a Committee or the Clerk to the Board to convene an emergency meeting of that Committee by giving less than five business days prior notice if in the reasonable opinion of the Chair / Clerk there are matters which demand urgent consideration.
- 10.4 St John Rigby Catholic Sixth Form College Board has four Committees as follows:
- Audit
 - Finance and Resources
 - Quality and Standards
 - Search and Governance (incorporating the pay committee)
- All Committees operate within their own Terms of Reference which have been agreed by the Full Board and are reviewed annually.
- 10.5 The Standing Orders for the Full Board shall apply to all Committees in terms of agenda, minutes, supporting documents and conduct of business.

- 10.6 Membership shall be that as determined from time to time by the Board, and meetings shall be called according to the yearly cycle agreed in advance by the Board. The Instrument and Articles currently in force will be used to determine who is eligible for membership of these committees.

11 MINUTES

- 11.1 The Clerk will attend each Committee meeting and be responsible for the issue of minutes. Where the Clerk has been asked to withdraw from the meeting, the minutes will be taken by another member of the Committee, who must act as clerk for that part of the meeting. The Principal cannot act as temporary clerk. Should the Clerk be taken ill or unavailable for a meeting, clerking services will be made available by Wigan Governor Services.
- 11.2 Clerk will attend all meetings of the Board and be responsible for the issue of minutes. In the absence of the Clerk, or where the Clerk has been asked to withdraw from the meeting, the minutes will be taken by another member of the Board who must act as Clerk for the duration of the meeting or that part of the meeting. The Principal cannot act as temporary clerk.
- 11.3 The draft minutes of all Committee meetings will be produced within 10 working days of the meeting and submitted to the Committee Chair for approval.
- 11.4 All minutes will be circulated electronically to the Board with the agenda and supporting papers for the Board meeting, at which the Committee Chair will report on its recommendations.
- 11.5 Governors are asked to dispose of all papers as confidential waste only. The Clerk is willing to assist Governors by disposing of any unwanted papers in a secure manner.
- 11.6 Minutes of Committees are available for inspection (with the exception of the Remuneration Committee and those items deemed to be for the confidential attention of the Board) upon request to the Clerk to the Board.

The Board shall determine confidentiality of agenda items and minutes of these discussions shall be recorded separately and kept on file. Such confidential minutes will not be published with the open minutes available for inspection.

Criteria for defining an item as confidential include:

- matters concerning individuals including staff or students and sensitive commercial or business information which would be disadvantageous to the College to release
- negotiations with trade unions
- legal advice on sensitive or confidential matters.

The Board shall keep under review any item deemed confidential and will aim to keep such items to a minimum. The Board will release information if there is no longer a reason to keep it confidential.

12 ATTENDANCE

- 12.1 It is the expectation that all Governors are engaged and present at meetings to effectively contribute and debate and be able to make decisions necessary for the growth and success of the College. Regular meeting attendance is therefore essential: with Governors attending meetings physically in person or remotely through online means that enable Governors to still be able to see, hear and contribute effectively.

12.2 Apologies for absence should be submitted to the Clerk in advance of the meeting. In the event of any Governor not attending **three consecutive meetings** of the Board, the Chair/Clerk should discuss with the individual Governor the reasons why and the factors affecting the ability to attend. Subsequently, the individual Governor may, at the discretion of the Board be asked to step down. If a Foundation Governor, the Diocese would be informed.

13. QUORUM

13.1 Meetings of the Board shall be quorate if the number of Governors present is at least 40% of the number appointed, including at least 4 Foundation Governors (Article 9.1)

13.2 The quorum requirements for a Committee shall be set out in its Terms of Reference. A meeting must be quorate throughout.

13.3 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 Governors 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.

13.4 An inquorate meeting shall normally 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, or agree a resolution in writing.

13.5 Exceptionally, with the agreement of the Chair of the Board or relevant Committee, decisions of the Board and its Committees can be determined via e-mail, with not less than 60% of the active membership eligible to vote of the relevant Committee or the Board voting in favour.
The matter to be decided will be set out in an agenda in the usual form, including the wording of the proposed resolution

14 AGENDA

14.1 Agenda and papers for the Board meetings are normally circulated by the Clerk at least seven days before the date of the meeting. Any papers which are tabled might need to be discussed at the next meeting of the Board. The only exceptions to this would be the case of an urgently convened extra-ordinary meeting, although every effort will be made to ensure that papers are circulated as early as possible. The first item on the Agenda will be 'Declaration of Interests'.

14.2 Governors must declare any financial interest, including the nature and extent of such an interest, in i) the supply of work or goods to or for the purposes of the College; ii) any contract or proposed contract concerning the College; iii) any other matter relating to the College.

14.3 Declaration of Interest is normally the responsibility of the individual Governor. However, if the Clerk, on the basis of information in the Governors' Register of Interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the Governor concerned (preferably before the meeting). Having declared a financial or other interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. The Chair will determine whether the individual should withdraw from the meeting. Individual

Governors may prefer to withdraw from the meeting but are not obliged to do so except in certain circumstances. The declaration of an interest by a Governor during the course of the meeting shall be recorded in the minutes.

- 14.4 Any individual Governor may request that an item be included on the agenda of the Board or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Board or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 14.5 Any matters which Governors 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 Board will be informed of any items of urgent business by the Chair of the Board at the start of the meeting and discussion will take place as appropriate within that meeting. Any papers tabled in support of this urgent business will be considered in these discussions.
- 14.6 Copies of the agenda, minutes and papers of each meeting of the Board and its Committees are available upon contacting the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Board to be confidential. Minutes shall be available in unconfirmed form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.

15 TERMS OF REFERENCE

- 15.1 All Committees and their members shall comply in all respects with and observe their terms of reference. If a Committee is doubtful over the precise scope of its authority or its remit it should raise the issue with the Chair of the Board or Clerk to the Board in the first instance. All Committees review their terms of reference on an annual basis.
- 15.2 The Board currently has the following Committees: Audit; Quality and Standards; Finance and Resources; Search and Governance.
- 15.3 The following items cannot be delegated:
- determining the educational character of the College
 - approval of the annual estimates of Income and Expenditure
 - ensuring the solvency of the College and the safeguarding of its assets
 - appointment, grading, suspension and dismissal of the Principal and other senior post holders and the Clerk to the Board
 - setting the framework for the pay and conditions of service of all other staff
 - approval of the College's Quality Strategy
 - determining the College's Admissions Policy
 - determining the College's Tuition Fee Policy

16 LEGAL ADVICE

- 16.1 It is the duty of the Clerk to the Board to advise all Governors on their legal responsibilities and to ensure that the Board and its Committees operate in accordance with their powers and laws set out in the Instrument and Articles of Government.

The Clerk shall have access to advice from outside agencies, as appropriate, and all relevant training will be made available to the Clerk to ensure knowledge is continually updated.

17. TRAINING

- 17.1 Access to training and development is made available to all Governors in accordance with the adopted Governors' Annual Training Schedule and the annual training and development programme approved by the Board.
- 17.2 The Clerk is responsible for providing information to Governors on a variety of agreed training events organised by external providers and to co-ordinate all in-house training sessions, as appropriate.
- 17.3 All Governors are invited to participate in such training as they feel appropriate and are given the opportunity to identify their own training needs annually.
- 17.4 Training records are maintained for all Governors and are available for inspection on request from the Clerk to the Board.

Mandatory training includes: Safeguarding (annually), GDPR, Prevent, Audit and Risk, Health and Safety, Equality, Diversity and Inclusion.

18 DECLARATIONS OF PUBLIC INTEREST

Without prejudice to the obligations of members of the Board under the Instrument and Articles, a Governor 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 and being considered by, or relevant to the operation of, the Committee of which s/he is a member shall:

disclose to the Board the nature and extent of his / her interest;

- if they are present at a Committee meeting 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 s/he is not entitled to vote.
- withdraw from any meeting where required to do so by a majority of Governors present.

The Clerk shall maintain a register of interests of all Governors which are disclosed, and such a register shall be made available for inspection by the public.

Members of the Board or its Committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.

Members of the Board or its Committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity – see the College's Policy on Gifts and Hospitality.

APPENDIX 1:

ROLE DESCRIPTIONS

1) ROLE DESCRIPTION FOR THE CHAIR OF THE BOARD:

Main Objectives:

To lead the Board and enable it to work in an effective and efficient manner in accordance with the College's Instrument and Articles of Government.

Duties and Responsibilities:

The Chair shall call, agree the agenda and draft minutes of meetings and preside as Chair at meetings of the Board, having regard to the provisions of the Instrument and Articles of Government, the Constitution, Terms of Reference and Standing Orders and recognised best practice.

At meetings of the Board where there is an equal division of votes on an issue, the Chair may exercise a second or casting vote.

The Chair shall ensure that the Board fulfils its duties particularly in relation to:
promoting the College's mission and ethos
maintaining a strategic oversight and setting the strategic direction
assessing the performance of the Principal, and the Clerk
monitoring the College's financial health.

The Chair is responsible for providing effective leadership of the Board and, in association with the Clerk, its efficient operation in accordance with the Instrument and Articles of Government by:

- ensuring the efficient conduct of the business at meetings of the Board following established procedures
- liaising with the Principal to ensure appropriate issues are brought to the Board
- taking care that the business of committees of the Board is reported appropriately by the respective Committee Chairs
- ensuring that the views of all Governors are sought at meetings and encouraging Governors to work together effectively as a team
- being satisfied that the College's own Mission, Vision and Values as well as the seven principles of Public Life are observed (refer to the Scheme of Delegation)
- ensuring Governors are provided with adequate support to fulfil their roles and, if and when necessary, discussing matters relating to attendance, performance or conduct
- promoting constructive self-assessment of Board processes and sponsoring agreed improvements

The Chair is responsible for developing and promoting a constructive and supportive working relationship with the Principal, to assist him/her in achieving agreed objectives, whilst always maintaining a professional relationship. The Chair shall meet regularly with the Principal for the purposes of two-way consultation and communication, and for the following purposes:

- receiving from the Principal an update on matters of interest and importance
- receiving from the Principal an update on key events and progress since the previous meeting
- informal exploration of differences of opinion as they arise
- agenda setting for meetings, in consultation with the Board Clerk
- establishing the programme for any Governor Strategy Events/ Meetings
- being informed of early warning signs of problems which may arise for the College
- the opportunity for informal discussions relating to working practices
- carrying out appraisals for the Principal.

The Chair shall also:

- seek to promote the interests of the College, wherever possible
- represent the Board/College at local, regional and national events if practicable and available to do so and report back to the Board as appropriate
- assist in compiling job descriptions and person specifications for designated senior posts and the post of Clerk and shall supervise appropriate arrangements for selection processes
- exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Clerk
- review expenses and travel claim of the Principal
- hold one to one meetings with all Governors at least annually to review matters relating to membership of the Board, including attendance, conduct and training required for Continuous Professional Development;
- make recommendations to the Remuneration Committee in respect of salary and other terms and conditions of service for senior postholders
- act on behalf of the Board between meetings on an ad-hoc basis in liaison with the Principal.

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

Details of any actions taken by the Chair/Vice Chair since the Board's previous meeting will be reported to the Board.

Essential Personal Characteristics of an effective Chair include:

- A commitment to lifelong learning and the College's mission statement
- Personal integrity
- A capacity for understanding, strategic thinking and reasoning
- A capacity to challenge
- An ability to influence without domination
- An ability to speak confidently in public
- Decisiveness with an ability to ensure all actions are completed
- An ability to take a financial overview
- Ability to and experience of chairing meetings
- Availability to attend Board meetings, meetings with the Principal and other ad hoc meetings that might be required.

Desirable Personal Characteristics of an effective Chair include:

- Experience as a Governor in an educational institution
- Experience of leadership in the public or private sector
- Experience of performance Leadership
- Experience of public relations.

THE ROLE OF CHAIRS OF COMMITTEES:

Main Objectives:

To lead the Committee and enable it to work in an effective and efficient manner in accordance with its terms of reference and the College's Instrument and Articles of Government.

Duties and Responsibilities:

The Chairs of Committees of the Board shall be elected by the specific – committee on an annual basis.

The Chair is to provide leadership to the Committee, ensuring Governors work together effectively and observe the College's own Mission, Vision and Values at all times as well as the seven principles of Public Life (refer to the Scheme of Delegation)

The Chair of the Committee shall call (in line with the agreed annual meeting schedule), set the agenda for (in consultation with the Lead Manager and the Clerk), and preside at, meetings of Committees. In his/her absence, a Chair may be elected from the remaining Governors to act for that particular meeting.

The Committee Chair shall be responsible for agreeing the annual schedule of work, and for ensuring that the agenda items cover the Committee's area of responsibility as set out in the Terms of Reference agreed by the Board.

The Committee Chair shall be responsible, in consultation with Committee members, for the nomination of, and evaluation of the performance of, external members of a Committee.

The Chair shall use independent judgement and ensure that Committee business is not influenced by any relationship internal or external which could interfere with impartial decision-making and the principles of public life.

The Committee Chair shall act fairly and impartially maintaining confidentiality, where required.

The Chair shall agree the minutes of each Committee meeting before circulation and ensure that they are presented to the next scheduled Board meeting. The Committee Chair shall speak to the minutes at the Board meeting, if required.

The Chair shall be able to devote time to attend Board and Committee meetings on a regular basis.

In the absence of the Chair, the powers detailed above automatically transfer to the Vice Chair, as appointed by the Board.

Details of any actions taken by the Chair/Vice Chair since the Committee's previous meeting will be reported to the Committee.

4 THE ROLE OF GOVERNORS OF THE GOVERNING BODY:

Main Objective:

To deliver effective governance by providing strategic direction, creating robust accountability, oversight and assurance for the college's educational and financial performance and being ambitious for all learners to achieve the very best outcomes.

Duties and Responsibilities:

As a part of their shared corporate responsibility Governors are expected to ensure that:

- the educational character and mission of the College reflect the needs of the community which is served by the College and are within Government Policies
- public funds are used in accordance with the requirements of the funding bodies and to the maximum benefit of the community
- appropriate staffing arrangements are in place, particularly regarding the appointment of holders of senior posts and the framework for pay and conditions for all staff

The College acts at all times in line with its Statutory Instrument and Articles of Government and all other legal and funding requirements.

Governors have an individual responsibility to:

- observe the College's own Mission, Vision and Values at all times as well the seven principles of Public Life (refer to the Scheme of Delegation)
- attend and contribute to meetings of the Board and its Committees as appropriate
- apply specialist knowledge and expertise in contributing to the decision-making processes of the Board
- act as an ambassador for the College
- participate in the annual review of the performance of the Board
- take part where practicable in any relevant training and development events or opportunities, as arranged from time to time for the benefit of Governors
- give any additional assistance as may be reasonably requested by the Chair of the Board
- familiarise themselves with and be committed to, the relevant Committee's terms of reference and the College's Instrument and Articles of Government
- act fairly and impartially, maintaining confidentiality
- use independent judgement and declare any relationship, internal or external, which could interfere with impartial decision-making and the principles of public life
- accept collective responsibility for Board decisions
- ensure that the College has sufficient resources for health and safety Leadership and that monitoring and reporting of health and safety performance takes place.

THE ROLE OF LINK GOVERNORS:

Main Objective:

To provide strategic leadership and advice to support the College in undertaking and complying with specific responsibilities for the assigned 'link area' as required by law and as recommended by best practice on behalf of the Board.

- Catholic Life

- Curriculum (x3, one for each 'Division')
- Equality, Diversity and Inclusion
- Safeguarding and Wellbeing
- Skills
- Special Educational Needs & Disability
- Skills

Duties and Responsibilities:

Link Governors are invited to

- Attend and participate in meetings related to specific link area and advise the Clerk of such attendance
- Undertake training, organised by the college, to keep up to date with developments in legislation, policy and best practice and advise the Clerk of such attendance
- Gain an understanding of the College's policies, procedures and processes regarding the link area and report back to the Board, as required
- Offer assurance to Governors that there are appropriate policies and procedures in place for the specific link area and together with the rest of the Board monitor and review college policies as required and address any concerns which may be identified
- Upon invitation, liaise with external agencies in relation to the assigned link area
- Comply with Data Protection requirements and maintain confidentiality as required.

Link Governors have an individual responsibility to:

- observe the College's own Mission, Vision and Values at all times as well the seven principles of Public Life (refer to the Scheme of Delegation)
- act as an ambassador for the College
- take part where practicable in any relevant training and development events or opportunities, as arranged from time to time for the benefit of Link Governors
- act fairly and impartially, maintaining confidentiality
- use independent judgement and declare any relationship, internal or external, which could interfere with impartial decision-making and the principles of public life