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STANDING ORDERS AND BOARD PROCEDURES FOR THE GOVERNING BODY OF CROYDON COLLEGE FURTHER EDUCATION CORPORATION

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To be read in conjunction with the Instrument & Articles of Government and the Governors' Code of Conduct

1. INTRODUCTION

1.1 Legal Framework

The Corporation was established by the Further and Higher Education Act 1992. The precise legal framework under which the Corporation operates is detailed in the regulations commonly known as the Instrument and Articles of Government.

Due to the status of a Further Education College as an exempt Charity, the Members of a Further Education Board of Governors are also governed by Charity Law, in their role as Charity Trustees (Charities Act 2011).

The Board of Governors has the powers to set up subsidiary companies without seeking consent from the Funding Agency, within guidelines set out in policy provided by the Funding Agency. The rules of Company Law, as set out by the Companies Act 2006) shall also apply to these Companies.

1.2 Interpretation

These Standing Orders and Board Procedures supplement the Instrument and Articles of Government. The ruling of the Chair, at any meeting, as to the particular interpretation of any of these Standing Orders and Board Procedures shall be final and shall not be challenged by the meeting. The role of the clerk is to advise the Chair on any interpretation.

1.3 Clerk to the Governors

The Governing Body's principal advisor on the interpretation of the Instrument and Articles of Government and the Standing Orders and Board Procedures shall be the Clerk appointed by the

Governing Body to undertake that role. The Director of Governance is the Clerk to the Governing Body. Notwithstanding any other senior management role the person appointed as Director of Governance may have in the College, in undertaking the duties of Clerk, they remain directly accountable to the Governing Body and not to the Principal or to any other member of the College's management.

2.THE CONDUCT OF GOVERNORS

2.1 Code of Conduct

The Governing Body has adopted a Code of Conduct as a benchmark for its members on the standards expected of them and to assist them in carrying out their duties in accordance with the recommendations of the Nolan Committee on Standards in Public Life. The Governing Body's policy is that rather than individual members signing a copy of the Code, in accepting appointment to the Governing Body members are deemed to subscribe to and observe the Code to the best of the members' abilities. This requirement shall be referred to in each appointment letter and a copy of the Code enclosed with the formal appointment documents.

2.2 General expectations of conduct

Members of the Board of Governors have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Board of Governors;
- Demonstrate a high level of commitment to the College's vision and values;
- Operate within the governance framework of the College

Responsibility for the appropriateness of conduct as a Governor of a corporate body and for any act or omission in that capacity rests with the individual Member.

Every Governor shall be bound by these Standing Orders

2.3 Standards of public life and code of conduct

Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Members are expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report, "Standards in Public Life", for those holding public office. These are provided in full at Appendix A.

2.4 Independence and Other Interests

Decisions made at meetings of the Board of Governors and its Committees must be for the benefit of the College as a whole and not for any improper purpose, or for personal motive. The "benefit of the College" can be taken to mean, first and foremost, the interests of its students and other users of the College's services, and must not allow any sectional interest to take precedence. In particular Members are not appointed as "representatives" or "delegates" of any outside body, and may not lawfully be bound by mandate given by others.

Governors must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Board of Governors. An "interest" means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Member's independent judgement.

Governors who have an interest in the matters relating to the Institution cannot vote on any question with respect to it nor may they be counted towards quorum for the issue. They are not however excluded from the meeting unless the Board of Governors votes to exclude them

Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of gifts, hospitality or benefits made to a Governor in their capacity as Governor, exceeding an estimated £25 in value, should immediately be reported to the Director of Governance in line with the College's Anti-Bribery Policy.

The Director of Governance maintains and updates annually a Register of Interests, which is open for public inspection. Governors are required to disclose routinely to the Board all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the register. Governors should inform the Director of Governance whenever their circumstances change and interests are acquired or lost.

2.5 Collective Decision Making

The Board of Governors operates by Members taking majority decisions at quorate meetings. 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 they were present or agreed with it when it was taken.

If a Member disagrees with a decision they may request that their disagreement be minuted.

It is important that the Board of Governors 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 and due respect for the opinions of all Members. Dependent upon the nature of the business under discussion, Members must keep confidential any matter which the Board considers to be confidential.

2.6 Communication on behalf of the Board

Unless otherwise agreed by the Board of Governors in individual circumstances statements on behalf of the Board will only be made by the following:

- the Chair and Vice Chair
- the Principal and Chief Executive or their representative
- the Director of Governance

It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the Board and to respond to correspondence from staff, including representatives of the staff. This will be undertaken following consultation with the Chair of the Board and/or the Principal and Chief Executive.

It is unethical for Members to publicly criticise, canvass or reveal the views of other Members, which have been expressed at a meeting of the Board or its committees.

2.7 Attendance

All members are expected to attend meetings of the Board of Governors and any committee of which they have membership to the best of their ability. Members will also be allowed to attend committees of which they are not a member, with the consent of the relevant Chair. The Board of Governors recognises that all members are volunteers and that there will be times when individuals' attendance may vary. Members are asked to give the Director of Governance as much notice as possible if they are unable to attend a meeting. This ensures that apologies for absence are registered at the meeting and allows the Director of Governance to judge if the meeting will be quorate.

The Director of Governance maintains a record of attendance by all members. A report on Members' attendance will be produced annually by the Director of Governance and presented to

the Search and Governance Committee of the Board of Governors. Individual attendance is reported in the Annual Report and Financial Statements as a Funding Agency requirement.

The Board of Governors has determined a performance indicator for attendance of 80% of eligible members for all formal meetings. Average attendance for individual Governors is also aimed to be at least 80%.

Where a Governor's attendance departs significantly from this target, the Director of Governance will report to the Chair of Governors. The Chair will make a judgement on whether it is necessary to speak to the Governor, taking into account known or contributory factors. If, after meeting, there continues to be no improvement in attendance, a report may be made to the Search and Governance Committee.

In accordance with the provisions of the Instrument and Articles, any Member who has not attended meetings for more than six consecutive months without permission of the Board of Governors may be removed from office by decision of the Board of Governors.

3. CORPORATION GOVERNING BODY

3.1 Composition of Membership of the Governing Body

3.1.1 The membership of the Governing Body, agreed on 12 February 2019, is:-

Governors	12
Staff Governors	2
Student Governors	2
Principal	1
Total	17

The Governing Body may at any time vary the number of its membership, either temporarily or permanently.

3.2 Period of Office

3.2.1 Other than the student member and the Principal all Governors shall normally be appointed for a period of four years starting from the date on which each is appointed. The Search & Governance Committee or the Governing Body may determine that any new appointment be initially for two years, allowing the option to extend to four years (as a full first term), if both sides agree.

3.2.2 The period of appointment as a Governor shall normally be limited to a period of eight years unless the member holds or is about to hold an 'office' of the Governing Body or a Standing Committee.

3.2.3 A Governor's period of office may be extended by a further (third) four year term under very exceptional circumstances, for instance if the Governor is considered to have unique skills which are essential to the Board of Governors at that time.

3.2.4 The maximum period of time that a Governor may serve on the Board is limited to twelve years.

3.3 Appointment to Vacancies

Appointments to casual vacancies or vacancies arising at the end of a term of office of Governors shall be made by the Governing Body following advice received from the Search and Governance Committee and in accordance with the Procedure for Appointment of Governors. Student Governors (appointed) and Staff Governors (elected) are exempt from this requirement.

3.4 Eligibility

Members shall be required to confirm their eligibility to serve as Governors on an annual basis.

3.5 Office of Chair and Vice Chair

3.5.1 The Governing Body shall appoint a Chair and Vice Chair and the period of office shall normally be a period of four years or until such time as the Chair or Vice Chair ceases to be a Governor if this is sooner. The Governing Body has approved Role Descriptions for the Chair and Vice Chair of Governors.

3.5.2 A Governor nominated by the Governing Body and who is not a candidate for either post shall normally take the chair when the appointment of the Chair and Vice Chair is considered.

3.5.3 Neither the Principal nor any staff or student member shall be eligible to be appointed Chair or Vice Chair but they may take part in the appointment process.

3.5.4 In the case that one candidate for the position of vice chair is nominated, that candidate shall be elected unopposed. In the case of a competition, election shall be through secret ballot using a form prepared by the Director of Governance.

3.5.5 If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair/s shall act as Chair until a replacement Chair is appointed in accordance with the procedures set out in clauses 3.5.6 to 3.5.8. 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.

3.5.6 Where there is a vacancy in the office of Chair following the resignation or removal of the current Chair, the Governing Body shall go out to external advert for the new Chair. For the avoidance of doubt where the current Chair is to be reappointed for a second term of office external advert is not required.

3.5.7 Where a decision is made for go out to external advert for the position of Chair, this does not preclude current members of the Governing Body from also applying for the position of Chair in accordance with that external advert. All applications for the role of Chair shall be assessed by the Search and Governance Committee and recommended to the Corporation for appointment in accordance with Instrument 5(1).

3.5.8 In respect of the external advert for the position of Chair, the Director of Governance shall determine where the position shall be advertised and shall draw up a timetable for such advertisement and appointment so as to ensure that the procedure is completed in a reasonable time.

3.6 Allowances to Members of the Governing Body

Governors may be reimbursed for expenses properly incurred in attendance at meetings and in performance of other duties. These expenses are claimed under procedures approved by the Governing Body. Claim forms are available from the Director of Governance.

4. STANDING COMMITTEES OF THE CORPORATION

4.1 Number

The Corporation has appointed six Standing Committees, namely the:-
Croydon College Learning & Quality Committee;
Coulsdon Campus Learning and Quality Committee;

Finance and Resources Committee;
Audit Committee;
Remuneration Committee;
Search and Governance Committee

4.2 Membership of the Standing Committees

4.2.1 Membership of the Standing Committees shall be determined by the Governing Body.

4.2.2 Committee membership shall be reviewed annually at the end of the academic year.

4.3 Appointment to Vacancies

Casual vacancies that arise in membership of the Standing Committees shall be filled by resolution of the Governing Body

4.4 Appointment of Chairs of the Standing Committees

4.4.1 The appointment of Chair of the Standing Committees shall be made by the Governing Body, normally for a period of four years or until such time as the Chair ceases to be a Governor if this is sooner. The Governing Body has approved a Role Description for the Chairs of Standing Committees.

4.4.2 The appointment of Vice Chair of the Standing Committees shall be made by members of the Committee, normally for a period of four years or until such time as the Vice Chair ceases to be a Governor if this is sooner.

4.5 Appointment of Co-opted Members to the Standing Committees

4.5.1 The Corporation may invite co-opted members to serve on a Standing Committee where this is permitted within its terms of reference.

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

4.5.3 Co-opted members may not be appointed as the Chair of a Standing Committee.

4.5.4 The maximum term of office for a co-opted member is four years.

4.6 Terms of Reference of the Standing Committees

The Terms of Reference of the Standing Committees as agreed by the Governing Body are detailed in the appendices and are reviewed annually.

4.7 Attendance as Observers at Meetings

If a non-member wishes to attend a Corporation or Standing Committee meeting as an observer, for a specific item listed on the Agenda, they shall first seek, through the Director of Governance, the agreement of the Chair of that meeting. This request should be received no fewer than five working days prior to the meeting.

Attendance is at the discretion of the relevant Chair in consultation with the Director of Governance. A policy for the attendance of non-members has been approved and published on the College website.

4.8 Special Committees

4.8.1 From time to time the Governing Body may establish Special Committees, Panels or working groups to advise it or the Principal on specialist matters which are outside the agreed Terms of Reference of the Standing Committees listed in 4.1 above. Membership of such Special Committees shall be determined by the Governing Body.

4.8.2 In addition it may be necessary to convene Special Committees or Panels of the Governing Body to consider disciplinary matters. In such instances the Director of Governance shall agree with the Chair of Governors the membership of such Special Committees or Panels.

5. MEETINGS OF THE GOVERNING BODY AND COMMITTEES

5.1 Schedule of Meeting Dates

The Governing Body and the Standing Committees shall agree in the Spring Term their schedule of meeting dates for the following Academic Year. The schedule of meeting dates shall normally provide for two meetings each term of the Governing Body (with a minimum of one meeting per term), a minimum of three meetings each year of the Audit Committee, one meeting each term of the Finance & Resources Committee and Learning & Quality Committees.

5.2 Additional Meetings

Meetings which are additional to the published schedule of meetings are referred to as Special Meetings. Special meetings of the Governing Body and the Standing Committees may be called at any time by the Director of Governance with the agreement of the Chair of the Governing Body or the Chair of the Standing Committees or at the request in writing of any five members of the Corporation or the Committee. Following the 2011 Education Act, the Governing Body has determined a "meeting" as one in which the members attending are present in more than one location by means such as (but not limited to) teleconferencing or video conferencing provided that it is possible for every person present at the meeting to communicate with each other. Such meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting is.

5.3 Notice of Meetings

Scheduled meetings of the Board shall be called by the Director of Governance giving at least seven calendar days notice of the date of the meeting, together with a copy of the proposed agenda. Notice shall also state the time, date and place of the meeting.

The Chair of the Board (or Vice Chair in their absence) may summon a Special Meeting by giving less than seven days prior notice if, in the reasonable opinion of the Chair, there are matters which demand urgent attention

5.4 Chair's Action

5.4.1 Where a matter arises that requires urgent attention between scheduled meetings of the Governing Body and the Chair does not have the delegated authority of the Governing Body to deal with that matter, the Chair may take a decision in respect of that matter for report to, and ratification by, the next meeting of the Governing Body, but only if in the reasonable opinion of the Chair and the Director of Governance:

5.4.1.1 it is not possible to arrange a special meeting of the Governing Body; and

5.4.1.2 it is not possible to arrange for the Governing Body to make a decision by way of written resolution in accordance with Instrument 11(7).

5.5 Agenda

Only in exceptional circumstances and with the agreement of the Chair shall papers tabled at a meeting of either the Governing Body or a Committee be considered.

Agendas for Governing Body Meetings will be split into two sections as follows:

- Part One Agenda
- Part Two Confidential Agenda

The criteria for confidentiality are set out under 5.7 below.

5.6 Minutes

5.6.1 Minutes of each meeting of the Governing Body and its Standing Committees shall be taken by the Director of Governance or in their absence by an Acting Clerk nominated by the members.

5.6.2 The Minutes of the meeting taken by the Director of Governance shall constitute the formal record of proceedings, once confirmed by the subsequent meeting.

5.6.3 Within ten working days of the meeting the Director of Governance shall clear the first draft of the Minutes with the Chair of the meeting and with any other Governor that the Chair so directs.

5.6.4 Minutes of all Standing Committees shall be submitted to the following ordinary meeting of the Governing Body

5.6.5 The Director of Governance shall arrange for the draft Minutes to be included on the next Agenda of the Governing Body or Standing Committee for formal approval as a true record of the business undertaken at the previous meeting.

5.6.6 The approved minutes of the Governing Body should be signed as a correct record by the Chair in accordance with Instrument 14(3)

5.6.7 The approved minutes of a Standing Committee do not need to be signed as a correct record by the Chair of the meeting and can be confirmed as a true record by the Director of Governance following approval by members at a meeting.

5.7 Publication of Minutes

5.7.1 Subject to the exclusions outlined in 5.7.2, the Director of Governance shall make arrangements for the publication on the College Website of:

- the minutes of each Board and Committee meeting, unless confidential
- Information about the board of governors, its membership, meetings schedule, policies, rules and byelaws

5.7.2 There shall be excluded from any item to be made available in pursuance of paragraph 5.6.1 any material concerning:-

- Personal information relating to an individual.
- Information provided in confidence by a third party who has not authorised its disclosure.
- Financial or other information relating to procurement decisions, including that relating to the College negotiating position.
- Information relating to the negotiating position of the College in industrial relations matters

- Sensitive, commercial or business information which, if released, could be disadvantageous to the College
- Legal advice received from or instructions given to the College's Legal Advisors.
- Information planned for publication in advance of that publication.

5.7.3 Confidential items will be reviewed after one year. Personal information relating to an individual will remain confidential in perpetuity. Other confidential items will be available on request by the public once they have been released into the public domain.

6. PROCEEDINGS OF MEETINGS OF THE GOVERNING BODY AND THE STANDING COMMITTEES

6.1 Quorum

6.1.1 Meetings of the Governing Body shall be quorate if seven (i.e. 40 per cent quorum) or more of the determined number of members are present. The Governing Body has approved an Attendance of Members Policy.

6.1.2 Meetings of the Standing Committees of the Governing Body shall be quorate as described in their terms of reference.

6.1.3 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 members arriving late, leaving early or declaring an interest. The Director of Governance shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Director of Governance shall immediately inform the Chair.

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

6.1.5 If at a meeting of the Board any governor in the opinion of the Chair misconducts himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by willfully obstructing the business of the Board, a governor to move "That (governor's name) leaves the meeting". Such motion, if seconded, shall be put and determined without discussion. If passed, the named governor will be asked to comply with the Board's decision.

6.1.6 The Chair may at any time adjourn a meeting of the Board. The decision of the Chair in this matter shall be final and shall not be open to discussion.

6.2 Voting

6.2.1 It shall not be a requirement for all decisions taken at a meeting to be decided by a formal vote. The Chair of the meeting shall normally ask the meeting for their agreement to the proposal in question at the conclusion of a discussion.

6.2.2 Where there is a clear expression of different views or where a matter is of particular significance, (for example, approval of the Annual Report and Accounts), the Chair shall call for a vote.

6.2.3 Should an individual member of the Governing Body request a vote on a particular issue, this must be agreed by the Chair.

6.2.4 Unless determined otherwise by the Chair, voting shall be by a show of hands.

6.2.5 Any member dissenting from the majority view of the meeting shall have the right to their disagreement to that decision being recorded in the Minutes.

6.3 Declaration of Interest

6.3.1 At meetings of the Governing Body and the Standing Committees an item shall be included on the Agenda to enable members to declare an interest, either financial or personal, on any matter to be considered at the meeting.

6.3.2 No resolution of the Governing Body may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the Agenda for that meeting. Any proposal from a member of the Corporation to rescind a previous decision of the Corporation or a Standing Committee must be notified to the Director of Governance at least fifteen days before the date of the meeting at which it is proposed that the decision should be reconsidered.

6.4 Chair's Conduct of Business

6.4.1 A meeting of the Governing Body or a Standing Committee may bring a motion of censure on the Chair in respect of the conduct of business, but no such motion shall have the effect of negating or cancelling a particular decision or ruling of the meeting or the Chair.

6.4.2 A motion of censure on the Chair may not be made during debate on an agenda item but shall be taken as the next matter of business.

6.4.3 In such circumstances the Vice-Chair of the Governing Body or Committee shall assume the Chair whilst the motion of censure is debated.

7. PROVISION OF INDEPENDENT ADVICE

The Director of Governance is authorised to seek independent professional and legal advice on behalf of the Governing Body to ensure that Members are able to carry out their duties properly.

8. COMPLAINTS AGAINST THE GOVERNING BODY

8.1 A complaint against the Governing Body, a member of the Governing Body or the Director of Governance may be made by an individual, a business or an organisation

8.2 Complaints against the Governing Body or a member of the Governing Body must be made in writing and addressed to the Director of Governance. The complainant shall be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.

8.3 The Director of Governance shall:

- acknowledge receipt of the complaint without delay
- investigate the complaint
- endeavour to provide a response within ten working days and if this is not possible, provide the complainant with an interim statement
- keep the Chair informed

8.4 When carrying out an investigation into a complaint against the Governing Body or an individual Governor, the Director of Governance shall have the authority to refer issues to the Governing Body's auditors and/or other appropriate advisors.

8.5 A complaint against the Director of Governance shall be forwarded to the Chair of the Governing Body for investigation and response. The approach shall be as outlined above with regard to complaints against the Governing Body and individual Governors.

9. DIRECTOR OF GOVERNANCE'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS

There may be occasions when the Director of Governance feels their advice is being disregarded or overruled, and the Board is acting inappropriately or beyond its powers. The Director of Governance should, in the first instance, make every effort to resolve the matter through the avenues available to them within the College. The Director of Governance may take some or all of the following steps:

- a. Ensure that the reasons for concern have been put in writing and sent by the Director of Governance to the Chair and the Principal
- b. Ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- c. Report the matter to the next meeting of the Board and ensure the matter is placed in the publicly available minutes
- d. Consult the College's external auditors.

The Director of Governance is authorised to obtain initial legal advice on such issues without the agreement of the College management or the Board. In such a case the Board may decide to obtain further legal advice.

If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in their judgement, the Director of Governance is authorised to refer the matter to the Funding Agency, and inform the Chairman and the Principal that this has been done.

The Board accepts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Director of Governance.

10. AUTHENTICATION OF DOCUMENTS – COMMON SEAL

10.1 The Common Seal of the Corporation must be kept in a safe place at the College and must be secured by a lock, the key to which will be kept in accordance with arrangements approved by the Director of Governance. The Director of Governance will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Corporation. The application of the Seal shall be authenticated by the signature of the Chair (or in their absence a Vice-Chair), together with that of any other Member.

10.2 Any entry of the Sealing of every Order, Deed, or other document to which the Common Seal of the Corporation has been affixed, must be recorded in a Seal Register maintained by the Director of Governance for that purpose.

10.3 Signing of Documents

The Principal is authorised to sign on behalf of the Corporation, where appropriate, any letter, agreement or contract within the Principal's authority as defined

11. VARIATION OF STANDING ORDERS

These Standing Orders may be waived for exceptional reasons, only by a Resolution of the Corporation, which shall require that decision to be recorded in the Minutes.

12. AMENDMENTS TO STANDING ORDERS

12.1 The Director of Governance shall review this document at least bi-annually and recommend to the Governing Body, through the Search and Governance Committee amendments necessary to meet changed circumstances.

12.2 Individual Governors may suggest changes to the Director of Governance. Any points raised shall be incorporated in the next review.

12.3 Any amendments to the text of this document shall only be made with the approval of the Governing Body unless they are covered directly or indirectly by statute, in which case such changes shall take effect immediately.

Approved by the Governing Body at its meeting on 12 July 2023.

Last revision: 12 July 2023

13. APPENDICES

Appendix A	Nolan Principles
Appendix B	Policy for the Removal of a Member of the Board of Governors
Appendix C	Procedure for a meeting to Remove a Member of the Board of Governors

COMMITTEE TERMS OF REFERENCE

Appendix 1	Audit Committee
Appendix 2	Finance & Resources Committee
Appendix 3	Croydon College Learning & Quality Committee
Appendix 4	Coulsdon Campus Learning & Quality Committee
Appendix 5	Remuneration Committee
Appendix 6	Search & Governance Committee

The Nolan Principles

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

POLICY FOR REMOVAL OF MEMBERS OF THE CORPORATION
Final Approval Authority Governing Body – 18 March 2020
Previous consideration Search & Governance 5 February 2020
Did the previous meeting approve/recommend for approval? Yes
Policy Responsibility: Director of Governance
Review date: Every two years – by Search and Governance in the first instance Last reviewed February 2020

1 Overview

The Governing Body decided at its meeting of 4 July 2012 to work towards adopting a removal policy for Members of the Corporation in recognition of the implications of the 2011 Education Act. This includes provision for suspending a member as set out in 9(3) below. The Instrument of Government, updated in December 2019, makes the following provisions:

“Termination of membership

1.—(1) A member may resign from office at any time by giving notice in writing to the Clerk.

(2) If at any time the Corporation is satisfied that any member –

- (a) is unfit or unable to discharge the functions of a member or that it is not in the best interests of the Corporation for the member to continue to hold office; or
 - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
 - (c) is disqualified from continuing to act as a member in accordance with clause 7
- the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

(3) If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that member suspend the member from office until further notice and, during that period of suspension, the member shall not be entitled to attend any meeting of the Corporation or its committees.

(4) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

(5) A student member shall cease to hold office—

- (a) at the end of the student’s final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution, and the office shall then be vacant.

2 Causes For Removal

2.1 Attendance

Expectations of attendance and processes for dealing with low attendance by individual members are articulated in the Standing Orders.

2.2 Fitness Of Governor

Instrument 9 allows removal of a Governor judged to have become unfit or unable to carry out their duties and responsibilities or where it is not in the best interests of the Corporation for a member to continue to hold office. Instrument 9 also allows suspension of a Governor in such circumstances. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.3 Breach of the Code of Conduct

All members, by acceptance of the role of Governor, are automatically bound by the terms of the Code of Conduct. Any question, regardless of its source, as to whether or not a governor may be in breach of the Code of Conduct must be referred to the Clerk. The Clerk may raise this with the Chair of the Governing Body. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.4 Other Causes

The above list is for guidance only. Other lawful causes for removal may apply. In such cases, this Policy will be followed in any case unless the Governor elects to resign.

2.5 Automatic Removal

Instrument 9 highlights several situations in which removal (or termination of membership) is automatic and does not need a formal removal process.

3 The Role of The Chair of Governors

The Governing Body recognises that all members are volunteers with other responsibilities and that there will be times where individuals' attendance may vary. The Governing Body also recognises that some individual members make significant contributions outside formal meetings which may mitigate against variances in formal committee and board attendance. However, the role of Governor is a serious responsibility with significant impact on the wellbeing of the College and its stakeholders, who will expect Governors to perform their duties effectively and rigorously.

Any Governor can raise with the Chair of Governors concerns over the performance of another Governor. The Clerk may also raise divergences from articulated standards of attendance or behaviour. However, it is for the Chair of Governors to judge whether to make any approach to an individual Governor about an issue or issues of attendance, fitness or other area of behaviour or performance.

In the first instance, such an approach will be to explore any concerns and if appropriate, to identify routes which might lead to improvements in performance. In some circumstances, it may be appropriate for the Chair of Governors to discuss other options including whether the Governor in question is able to function effectively in the role.

At any time, the Chair of the Governing Body may wish to make a report to the Search & Governance Committee, and ask the Clerk to call a meeting of the Committee, to discuss progress and outcomes.

A formal procedure exists in the Procedure For A Meeting To Remove A Member Of the Corporation. However, where possible, the Chair of Governors will seek to avoid this outcome. Governors should be aware that there may be repercussions for any person who has been formally removed from a governor or trustee role; the Clerk can advise.

PROCEDURE FOR A MEETING TO REMOVE A MEMBER OF THE CORPORATION
Final Approval Authority Governing Body – 18 March 2020
Previous consideration Search & Governance 5 February 2020
Did the previous meeting approve/recommend for approval? Yes
Policy Responsibility: Director of Governance
Review date: Every two years - by Search & Governance in first instance
Last reviewed February 2020

To be read in conjunction with any or all of the Removal Policy, the Standing Orders, the Code of Conduct, and the Instrument & Articles.

In the first instance, the Removal Policy shall apply. At any time, the Chair of the Governing Body may wish to make a report to the Search & Governance Committee, and ask the Clerk to call a meeting of the Committee, to discuss progress and outcomes. If the Search and Governance Committee consider that there may be grounds for the removal of the governor from office, they shall instruct the Clerk to convene a special meeting of the Governing Body to consider whether the governor should be removed from office. For the avoidance of doubt, a meeting is defined in the Instrument & Articles approved in December 2019. However, where possible, the Chair of Governors will seek to avoid this outcome. Governors should be aware that there may be repercussions for any person who has been formally removed from a governor or trustee role; the Clerk can advise. At any time, the Governor can resign from their post by giving notice in writing to the Clerk.

Should a meeting be deemed necessary either by the Search and Governance Committee or the Governor in question, such meetings will be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The member whose removal is being considered should be provided with written notification setting out why the Board is considering taking such action. The meeting shall be attended by members of the Board, the Clerk, and the governor. A chair shall be appointed. The Member in question has the right to be accompanied and/or represented by a person of his/her choice but this person should not be contracted to represent them in a professional capacity.

The Member shall be entitled to attend all parts of the meeting relating to whether they should be removed from office, except as follows. At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the member and the Board shall have the right to examine witnesses if appropriate. The member, any representative and any witnesses will withdraw from the meeting during the final consideration whether or not the governor should be removed from office. The Clerk and the Members considering the case for removal will remain; only the Members considering the case shall vote. In either case the Clerk shall notify the member of the Board's decision in writing within fourteen days.

A member removed from office shall have no right of appeal against the Board's decision. Their membership of the Corporation will terminate immediately from the date of communication by the Clerk and as such, the member would have no right to attend any further meetings of the Governing Body or its committees. If the decision is not to remove the governor, their membership and all attendant rights and responsibilities will continue.

Terms of Reference

NAME OF COMMITTEE	AUDIT COMMITTEE
Last revision to this document	Board approved – 18 October 2023
Membership	5+ Other non-governor experts may be co-opted to assist the Committee as required. Other Governors (including member of the Finance and Resources Committee but excluding the Chair of the Governing Body) may be appointed as temporary members of the Committee for a particular meeting to ensure quoracy, with the permission of the Chair of the Board and the Chair of the Audit Committee
Quoracy	3 (all of whom shall be Governors)
Special conditions	The Audit Committee has the authority to investigate any activity within its terms of reference, which may involve engaging a third party to assist. The Committee has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit Collectively, members of the Committee should have recent, relevant experience in risk management, finance and audit and assurance. The Committee must not adopt an executive role Committee members cannot serve on Finance and Resources Committee Chair of Governors cannot serve Principal cannot serve, but can attend (without voting) Internal and financial statement auditors and managers can attend but not vote In line with Department of Education guidance, staff governors should not be members of the Audit Committee Vice Principal, Finance and Resources will attend. Other College staff may attend if required for specific items Private sessions with auditors and/or managers are standing items
Calendar of meetings	Minimum once per term. At least three meetings per year is a requirement of the Post 16 Audit Code of Practice
Reporting arrangements	The Committee reported to the Board through its minutes
The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes are in the public domain online with the exception of Part 2 confidential minutes. Processes are as per the Instrument & Articles, College Standing Orders, ESFA Post-16 Audit Code of Practice, College Accounts Direction and other regulatory and policy documents.	

Terms of Reference

1. Assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the Governing Body's assurance arrangements, framework of governance, which may include the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency, and

the safeguarding of assets. The Committee will take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the Governing Body.

2. Advise the Governing Body on the appointment, reappointment, scope and objectives, dismissal and remuneration of the financial statements & regularity auditor and other assurance providers including the Internal Audit Service (IAS), and ensure that all such assurance providers adhere to relevant professional standards.
3. Ensure there is a policy in place for regular re-tendering of the external audit service, at least every five years.
4. Ensure there is a policy in place for regular re-tendering of the internal audit service, at least every five years.
5. Notify the ESFA immediately of the resignation of auditors, or if the Governing Body removes the auditors, before the expiry of their term of office.
6. Ensure effective co-ordination between the IAS, the funding auditor (where appointed by the ESFA or Office for Students) and the financial statements & regularity auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
7. Advise the Governing Body on the audit strategy and annual internal audit plans for the IAS or other assurance providers.
8. Advise the Governing Body on internal audit and other assurance providers assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity and the Teachers' Pension Audit) and the funding auditor (where appointed), and the management responses.
9. Monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports and annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter.
10. Receive reports on the audit of learner data by the funding auditor (where appointed) or IAS.
11. Review the financial statements auditors' management letter in the context of the annual financial statements and to consider the Corporate Governance statements in the financial statements.
12. Establish, in conjunction with College management, relevant annual performance measures and indicators, to monitor the effectiveness of the IAS and financial statements auditors through these and to decide whether a competition for price and quality of the audit service is appropriate.
13. Consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
14. Produce an annual report for the Governing Body which conforms with the requirements of the ESFA Post-16 Audit Code of Practice and accounting officer, which should include:
 - a summary of the work undertaken by the Committee during the year
 - the number of the meetings held in the year, and attendance records for each Committee member

- any significant issues arising up to the date of preparation of the report
- any significant matters of internal control included in the reports of auditors and assurance providers
- an annual statement on data quality
- the independent assurance reports on subcontracting arrangements considered by the Committee
- details of the date of appointment of the external auditors and the remaining term of the contract
- the committee's view on its own effectiveness and how it has fulfilled its terms of reference
- the committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets

The annual report must be submitted to the Governing Body before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts.

15. Consider and advise the Governing Body on relevant reports by the National Audit Office, the ESFA and other funding bodies and, where appropriate, management's response to these.
16. Oversee the College's policies on fraud and irregularity, cybercrime and whistleblowing, and ensure that all allegations of fraud irregularity and cybercrime are properly investigated, and reported to the Committee and the auditors, and that all significant cases of fraud or suspected fraud or irregularity or cybercrime are reported to the chief executive of the appropriate funding body. The Committee is responsible for ensuring the risks around fraud have been identified and controls put in place to mitigate them.
17. Monitor IT and cyber controls through an annual report to the Committee
18. Inform the Governing Body of any additional services undertaken by any auditor or assurance provider and explain how independence and objectivity were safeguarded.
19. Oversee the whole College risk management process and policies and establish, monitor and review an allocation of risks to this and other committees.
20. Oversee the College's policy on data protection, and ensure that all breaches of data are properly investigated, and reported to the Committee and the auditors, and the Information Commissioner Office (ICO) and any significant cases of theft are reported to the chief executive of the appropriate funding body.

Terms of Reference

NAME OF COMMITTEE	FINANCE & RESOURCES COMMITTEE
Last revision to this document	No changes in 2023
Membership	A minimum of 4, including the Principal
Quorum	3
Special conditions	Membership should include those with significant financial, property or HR background. No members of Audit Committee
Calendar of meetings	At least once per term unless determined otherwise by the Chair
Reporting arrangements	The Committee reports to the Board through its minutes
The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, ESFA Post 16 Audit Code of Practice, College Accounts Direction and other regulatory and policy documents.	

Terms of Reference

1. To contribute to those aspects of the College Strategic Plan which affect the deployment of financial, human, property or other capital resources and to subsequently ensure they are used effectively and efficiently.
2. To review, on behalf of the Board, those statutory policies and procedures which fall within the remit of the Committee and to recommend their approval to the Board, namely:
 - The Financial Regulations and associated financial policies
 - Policies and procedures relating to staff discipline and dismissal, and the staff grievance procedure
 - The Health and Safety Policy
3. To approve, on behalf of the Board of Governors, all relevant policies and procedures referred for Governor approval by the Executive which relate to physical resources, IT and finance which fall within the scope.

Financial Resources

4. On behalf of the Board of Governors, to review the appropriateness of financial regulations and controls, including Accounting Policies, to safeguard the College's assets.
5. To review in detail the assumptions which support the draft annual income and expenditure budget, the budgeted capital expenditure programme and cash flow forecast for the next financial year. At a high level, to consider the reasonableness of the projections for the following year and to recommend them for approval to the Governing Body.
6. To consider and approve the Treasury Management arrangements on an annual basis. Recommend the to the Board any changes to the College's Bankers, short term borrowing of amounts in excess of £500,000 and any longer term borrowing, whatever the amount.
7. To approve the annual tuition fee policy and level of fees.
8. To monitor at each meeting actual income and expenditure actual and forecast, capital expenditure, cash flow and balance sheet against budgets previously approved by the Board of Governors.

9. To monitor the effectiveness of procurement to assist in delivering value for money.
10. Advise the Board of Governors on the approval of sub-contractor and partnership arrangements, and other contracts in excess of £500,000, and monitor on behalf of the Board of Governors actual performance against such approvals.
11. To recommend the Draft Audited Annual Financial Statements to the Board of Governors for approval.

Property and IT Matters

12. To advise the Board of Governors on the strategy for accommodation, learning-resources infrastructure and capital development
13. To keep under review the safeguarding and the development of the Property, equipment and IT facilities of the College.
14. To follow up any issues relating to the relationship with the Local Authority as it pertains to capital-project and other estate development.

Health and Safety

15. On behalf of the Board of Governors, consider the completeness of the annual report on Health and Safety and the processes which demonstrate effective implementation.
16. Recommend any changes to the Health and Safety Policy to the Board.

Human Resource and Equality and Diversity Matters

17. Advise the Board of Governors on the overall conditions of service (including pay policy and awards) for staff employed by the College.
18. To consider the overall workforce strategy for the College and review the mechanisms in place for staff engagement.
19. To oversee the College's HR legal reporting requirements, including annual gender pay gap reporting.
20. To consider an annual report on the staffing profile of the College to include all aspects of Equality and Diversity. Monitor the effectiveness of any new Equality and Diversity initiatives.
21. To consider the implications for staff of any major restructuring plans, and the associated costs.
22. To review the appropriateness and also the implementation of Human Resource practices which reflect equal opportunities and other legal requirements.

Sustainability

23. To receive reports and consider proposals from the College's Sustainability Group and to consider how improvements in sustainability can be incorporated into the College's activities.

Risk Management

24. On behalf of the Board of Governors to consider the strategic risks allocated to the Committee and approve them for consideration by the Audit Committee. For each risk, to consider the accuracy of the definition, the evidence demonstrating the effectiveness of the mitigating

actions and the extent to which management should allocate further resources to reduce the likelihood or impact.

Terms of Reference

NAME OF COMMITTEE	CROYDON COLLEGE LEARNING & QUALITY COMMITTEE
Last revision to this document	Board approved – 18 October 2023
Membership	6+
Quoracy	3
Special conditions	Membership should include those with significant educational and education-management background. Staff and Students can join the Committee by agreement as Co-optees Non-governors from outside the College may be appointed as co-opted members to assist the Committee as required
Calendar of meetings	Minimum once per term unless determined otherwise by the Chair.
Reporting arrangements	The Committee reports to the Board through its minutes
The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes are in the public domain online. Processes are as per the Instrument & Articles, Board Standing Orders and other regulatory and policy documents.	

Remit of the Committee

The Committee has a Croydon College wide remit, with a focus on the education and training provided at the Croydon Campus and the Pathway Centre.

Curriculum and quality and the learner voice and experience for sixth form students at the Coulsdon Campus is monitored via the Coulsdon Campus Learning and Quality Committee.

Curriculum and Quality

1. Monitor progress against the relevant action in the the Single Improvement Plan and associated QIP.
2. Monitor curriculum planning activities across the College, with a particular focus on the Croydon Campus, and gain assurance that the curriculum is consistent with the educational character of the College and both national and local factors and initiatives.
3. Monitor implementation of the College Strategic Plan specifically in relation to curriculum and quality aspects.
4. Receive learner data to monitor enrolment, attendance, pass rates, retention, achievement and progress and any other relevant measure of performance against targets recommended by the Committee and approved by the Governing Body.
5. Receive reports on teaching and learning and on teaching observation systems and their impact on learning.
6. Satisfy itself that robust quality assurance procedures are in place and approve, on behalf of the Board, the Learning and Quality Framework.
7. Recommend for approval to the Board the College Self-Assessment Report (SAR) and the Operational and Quality Improvement Plan (OQIP).

8. Review the outcome of Ofsted inspection, OfS HE reviews and other relevant evaluation of the learner experience, and monitor the implementation of resulting action plans.
9. Receive regular reports on any projects and programmes delivered in partnership (subcontracts) with regard to both quality and project-management issues (received at both LQC and F&R).
10. Receive regular reports on Higher Education including the College HE Self Review Report (SER) and HE Action Plan and progress against OfS conditions.
11. Receive regular quality performance reports on apprenticeship provision, including timely achievements, overall achievements, minimum standards, as well as on employer and apprentices' engagement and satisfaction.
12. Monitor the progress and planning for the College's university partnership(s).
13. Monitor the development of the physical environment and its relationship to the learning environment and branding of the College.
14. Monitor the implementation of the Sustainability Strategy through the College curriculum
15. Monitor and review the strategic risks relevant to this Committee and approve the relevant strategic risks for consideration by the Audit Committee.

Learner Voice & Student Experience

16. Monitor student satisfaction with the overall college experience, including reports on student surveys, including the NSS for HE students, and student feedback
17. Monitor student progression upon completing their programme of education, in particular for HE students, progression to professional and managerial roles and further or postgraduate study
18. Approve, on behalf of the Board, policies and procedures pertaining to the student experience including:
 - a. Admissions and Progression Policy
 - b. Positive Behaviour Policy
 - c. Safeguarding Policy

Amendments to policies will be provided to the Coulsdon Campus LQC for information. Governors on that Committee will have the opportunity to submit comments to the Croydon College LQC in advance of the policy being formally considered.

19. Receive an annual report by management on the learner experience including reviews of complaints and behavioural/disciplinary issues, feedback from external bodies or partners on the student experience, student welfare, equality & diversity, etc.
20. Establish, via the Director of Governance and relevant staff, opportunities for direct learner contact, e.g. special events, reports about student representation, reports by Student Governors.

Safeguarding and Equality and Diversity

21. Monitor, on behalf of the Board, College activity to comply with its statutory duties on safeguarding and prevent, and recommend any revisions to the safeguarding policies to the Board for approval.
22. Consider reports on equality and diversity in relation to students and teaching and learning and monitor any action plans.

Terms of Reference

NAME OF COMMITTEE	COULSDON CAMPUS LEARNING & QUALITY COMMITTEE
Last revision to this document	Board approved – October 2023
Membership	6+
Quoracy	3
Special conditions	Membership should include those with significant educational and education-management background. Non-governors from outside the College may be appointed as co-opted members to assist the Committee as required
Calendar of meetings	Minimum once per term unless determined otherwise by the Chair.
Reporting arrangements	The Committee reports to the Board through its minutes
The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes are in the public domain online. Processes are as per the Instrument & Articles, Board Standing Orders and other regulatory and policy documents.	

Remit of the Committee

Curriculum and quality and the learner voice and experience for sixth form students at the Coulsdon Campus is monitored by this Committee.

All other education and training provided by Croydon College, including the Pathway Centre, falls within the remit of the Croydon College Learning and Quality Committee.

Terms of Reference

Curriculum and Quality

1. Monitor progress against the relevant action in the the Single Improvement Plan and associated QIP
2. Monitor curriculum planning activities and gain assurance that the curriculum is consistent with the educational character of a sixth form college and both national and local factors and initiatives.
3. Scrutinise KPI and other learner data relevant to the Coulsdon Campus, including enrolment, attendance, retention, student outcomes, EDI, value added and student progression to Higher Education and Apprenticeships and monitor the effectiveness of action taken to address concerns.
4. Receive reports on teaching and learning and on teaching observation systems and their impact on learning.
5. Satisfy itself that robust quality assurance procedures are in place.
6. Review the annual Self-Assessment Report for the Coulsdon Campus and progress against the relevant sections of the Quality Improvement Plan (QIP).
7. Monitor the effectiveness of senior leadership engagement with local stakeholders; including schools, work experience providers, local employers and the Coulsdon community.

8. Monitor the development of the physical environment and its relationship to the learning environment.
9. Monitor and review the strategic risks relevant to the Coulsdon Campus and approve the relevant strategic risks for consideration by the Audit Committee.

Learner Voice & Student Experience

10. Monitor student satisfaction with the overall sixth form college experience, including reports on student surveys and student feedback.
11. Receive an annual report by management on the learner experience including reviews of complaints and behavioural/disciplinary issues, feedback from external bodies or partners on the student experience, student welfare, equality & diversity, etc.
12. Establish, via the Director of Governance and relevant staff, opportunities for direct learner contact, e.g. special events, reports about student representation, reports from the Student Governor.

Safeguarding and Equality and Diversity

13. Monitor, on behalf of the Board, compliance with statutory duties on safeguarding and prevent at the Coulsdon Campus and receive an annual report on safeguarding.
14. Consider reports on equality and diversity in relation to students and teaching and learning at the Coulsdon Campus and monitor any action plans.

Terms of Reference

NAME OF COMMITTEE	REMUNERATION COMMITTEE
Last revision to this document	Board approved – 18 October 2023
Membership	4+ (Search & Governance minus Principal)
Quoracy	3
Special conditions *	<p>The Principal can attend but cannot be a member and shall withdraw for discussion of their remuneration or employment.</p> <p>The Clerk shall withdraw for discussions of their employment. A member to act as temporary clerk.</p> <p>The Chair of the Governing Body may be a member of the Remuneration Committee but should not be its Chair.</p> <p>The Committee must abide by the minimum requirements of the Colleges' Senior Post Holder Remuneration Code as adopted by the Board.</p>
Calendar of meetings	Minimum once per year as determined by the Chair and Clerk.
<p>The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance. Processes are as per the Instrument & Articles, Board Standing Orders and other regulatory and policy documents.</p>	

1. To recommend to the Governing Body annually the key performance targets for the Principal for the following year (1 August to 31 July). This should be at the first Board meeting following the start of the period in question.
2. To recommend to the Governing Body annually the key performance targets of the other Senior Post Holders for the following year (1 August to 31 July). This should be at the first Board meeting following the start of the period in question.
3. To monitor the performance of the Principal and other Senior Post Holders against their key performance targets after the end of the period.
4. To recommend to the Governing Body annually the individual pay awards for the designated Senior Post Holders. The pay year for Senior Post Holders is 1 August to 31 July.
5. To keep under review the terms and conditions of the Senior Post Holders.
6. To recommend to the Governing Body those posts to be designated as Senior Post Holders as defined in the Articles of Government.
7. To consider equality and diversity impact measures relating to action plans and monitoring reports.
8. The Clerk shall withdraw from that part of any meeting at which any matter relating to him or her within the remit of the Committee is to be discussed and the Committee shall appoint from its number a person to act as temporary Clerk to the Committee.
9. The Committee will report annually to the Board, including the information set out in the AoC Colleges' Senior Post Holder Remuneration Code.

* Administrative Note: Search & Governance and Remuneration Committees will usually take place on the same day (if there is sufficient business for both). Memberships of the committees will be the same, except for the Principal, who will be a member of Search & Governance only.

Terms of Reference

NAME OF COMMITTEE	SEARCH & GOVERNANCE COMMITTEE
Last revision to this document	Board approved – 18 October 2023
Membership	5+ to include the Chair of Board and the Principal The Committee may co-opt an external member with relevant skills.
Quoracy	3
Special conditions	The Committee is authorised to obtain outside legal or other independent professional advice.
Calendar of meetings	Minimum once per year as determined by the Chair and Director of Governance.
Reporting arrangements	The Committee reports to the Board through its minutes
The Director of Governance is responsible for managing the business of this committee and all enquiries and requests will be referred thereto. See also www.croydon.ac.uk/governance . Minutes are in the public domain online. Processes are as per the Instrument & Articles, College Standing Orders, ESFA Post-16 Audit Code of Practice, College Accounts Direction and other regulatory and policy documents.	

Terms of Reference

1. To advise the Governing Body on the appointment and re-appointment of members other than staff members, on the appointment and succession of chairs and vice-chairs of the Governing Body and its committees. Student members are appointed rather than elected from 2023/24
2. From time to time, to consider and make recommendations to the Governing Body on its composition and balance and that of its committees, taking account of the gender, age, ethnicity, expertise and experience of current members, and any preferred profile
3. To undertake a regular skills audit of the Governing Body
4. To develop and recommend to the Governing Body arrangements for the induction and development of members, including training needs
5. To ensure compliance with the requirements of the Instrument and Articles of Governance and with funding-body requirements, and with good governance practices
6. To regularly review the standing orders that regulate the operation and business of the Governing Body and its Committees
7. To consider and advise the Governing Body on governance self-assessment procedures and report to the Board on any action plans arising from governance self-assessment
8. To consider and advise the Governing Body on the triennial external governance assessment and report to the Board on progress on any action plans arising from the external governance assessment
9. To advise the Governing Body on the appointment of a new Clerk/Director of governance (as required) ensuring that the DfE requirement for a qualification relevant to the role or equivalent experience is met
10. To advise the Governing Body on Governor development and training.
11. To advise the Governing Body on the role description for the Chair and Vice-Chair
12. To establish and ensure the effective operation of an annual review process for the Chair and individual Governors
13. To advise on such other matters relating to Governance as the Governing body may remit to the Committee
14. To provide an annual report to the Governing Body describing the work of the Committee, including the Board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives it has set together with progress in their implementation

15. The Committee shall have regard at all times to the provisions of the Instrument and Articles of Government, the policy of the Governing Body, any gaps in skills or experience amongst current members, and evaluation of the contribution of members seeking re-appointment.