



SERC Governing Body Standing Orders

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STANDING ORDERS OF THE GOVERNING BODY

These Standing Orders act as a supplement to the Instrument and Articles for South Eastern Regional College and should be read in conjunction with them. The Standing Orders provide an outline of procedures to be followed at all meetings of the Governing Body and its Committees and are a formal document agreed by the Governing Body of the South Eastern Regional College.

In some instances, they repeat the information as laid down in the Instrument and Articles for South Eastern Regional College and in others they provide more detail on procedures to be followed. *The Instrument and Articles for South Eastern Regional College is the definitive document on all legal and procedural matters.*

These Standing Orders should be read in conjunction with the overarching constitutional documents set out in Appendix 1 of this document.

SO 1.0 Composition of the Governing Body

1.1 The Department for the Economy shall appoint all members of the Governing Body of the College after consultation with such bodies or persons as appear to the Department to be appropriate and in accordance with the code of practice issued by the Commissioner for Public Appointments for Northern Ireland.

1.2 The Governing Body shall comprise not less than 12 nor more than 18 members who shall be selected in accordance with the following categories:

- not less than one half who are, or have been, engaged or employed in business, industry or any profession;
- the Principal and Chief Executive of the College;
- One or two members, being permanent members of staff of the College and elected by the staff of the College. One shall be elected by teachers employed at the institution from among such teachers and one shall be elected by other persons employed at the institution from among such other persons;
- one member, being a student at the College and elected by the student body;
- Up to two members co-opted by the other members of the Governing Body, not being members of staff or full-time students of the College, to bring added expertise and experience in differing aspects of activity relevant to the work of the College and which are considered not to be adequately covered by other members of the Governing Body. An Annual Skills Audit shall be requested by the Chair with replies from all members of the Governing Body forwarded to the Secretary, consolidated, anonymised and circulated to all members. If a Skills set deficit for

co-opted members is identified by a majority of Governing Body members, the Department for the Economy shall be informed by the Chair and a request will be made to begin a recruitment process. Membership of the Selection Panel is open to all voting members of the Board of Governors (excluding staff and student members) who wish to put their names forward. The Selection Panel should, as far as is reasonably possible, be in line with best practice for recruitment and comply with all current employment law.

SO 2.0 Committees of the Governing Body

2.1 The Governing body shall establish 4 Standing Committees:

- Audit
- Education
- Finance and General Purposes
- Staffing

2.2 Should there be reasonable grounds to amalgamate the number of Standing Committees an agreed rationale should be submitted by the Governing Body, and approval should be sought from the Department.

2.3 A temporary Committee can be established by the Governing Body for a short and defined period of time or with a defined task subject to the approval of the Governing Body and the Department.

2.4 The Governing Body shall approve membership of each Committee in accordance with the arrangements set out in the College Articles of Governance.

2.5 Each Committee will elect its own Chair and Vice Chair other than the Chair of the Governing Body, a Director, Staff Member or a Student Governor. All Chairs and Vice Chairs must be full voting members of the Governing Body.

2.6 The Terms of Reference (Appendix 2), Membership and Reporting arrangements of any Committee shall be subject to the approval of the Governing Body.

2.7 The Governing Body may from time to time refer a matter to a Committee which, after consideration of the matter, will report back to the Governing Body

SO 3.0 The Composition of the Committees of the Governing Body

3.1 The Audit Committee shall comprise at least four members of the Governing Body (other than the Principal and Chief Executive). The composition of this Committee is subject to the Audit Code. No members of the Audit Committee shall also sit on the Finance and General Purposes Committee. The Chair should be a Business, Industry or Professional member. The Chair of the Governing Body cannot be a member of the Audit Committee or Chair the Committee but may be invited to attend on a 'meeting by meeting' basis. In the event that the Vice Chair of the Governing Body is acting as Chair of the Governing Body they may not be a member of this Committee for the period that they hold the position of Acting Chair of the Governing Body. The CEO and Principal and

Chief Finance Officer are not eligible to become members of the Audit Committee but will normally be invited by the Committee to attend. A Co-optee member cannot be Chair or Vice Chair of this Committee. This Committee must meet at least four times a year.

3.2 The Finance and General Purposes Committee shall comprise at least four members of the Governing Body, at least two of whom must be Business, Industry or Professional members and the Principal and CEO.

3.3 The Education Committee shall comprise at least four members of the Governing Body other than Staff and Student members and the Chief Executive.

3.4 The Staffing Committee shall comprise at least four members of the Governing Body other than Staff and Student members and the Chief Executive.

3.5 Each member of the Governing Body is expected to serve on at least one Committee. In a situation where a Governor's circumstances do not allow this, approval should be sought from the Chairperson and exemption for a period of time is recorded in the appropriate Governing Body Minutes.

3.6 The Chairperson of the Governing Body shall be an ex-officio member of the Finance and General Purposes Committee and the Education Committee.

3.7 Co-opted members may attend appropriate Committee meetings with the approval of the Governing Body and shall usually be subject to the same restrictions placed on Staff and Student Governors.

3.8 Roles and Responsibilities of Committees are set out in Committee's Terms of Reference at Appendix 2 (all Terms of Reference are reviewed annually)

3.9 A temporary Working Group may be established by the Governing Body for a short and defined period of time and/or with a defined task. Membership of any Working Group should be open to all voting members of the Governing Body and others may by invitation sit on a Working Group with the approval of the Governing Body. The subject matter of the Working Groups task should be taken into consideration when appointing members to any Working Group. A clear, fair and transparent methodology in the selection of members should be agreed by the Governing Body as and when a Working Group is deemed appropriate. The remit of any Working Group must be agreed by the Governing Body.

SO 4.0 Appointment of Chairperson and Vice-Chairperson

4.1 The Chairperson of the Governing Body shall be selected and appointed by the Department for the Economy.

4.2 At the first meeting of the fully constituted Governing Body, the members shall appoint a Vice-Chairperson from among their number. The election of the Vice-Chair will be held annually and if more than one member has expressed their interest in the role a ballot vote will be taken. The Vice Chair can put themselves forward for reselection.

4.3 The Vice Chair will act on behalf of the Chairperson when they are absent or unavailable.

4.4 The Vice Chair is the secondary volunteer leader of the Governing Body and as such, discharges the duties of the Chair as required in the Chair's absence. The Vice Chair supports the activities of the Chair including sharing responsibilities as appropriate.

4.5 Specific Responsibilities of the Vice-Chair of the Governing Body:

1. In Chairperson's absence: Presides at meetings of Governing Body where the Chair is absent
2. Acting as an intermediary for the Chair and Governors
3. Supports and challenges the Chairperson in all his/her responsibilities to ensure organizational priorities and Governance concerns are addressed in the most effective and efficient manner.
4. To provide an alternative route for other members of the Governing Body to raise issues or concerns if they are unable to do so with the Chair. This is an important part of the checks and balances within the College's Governance and accountability, so that if for any reason a member or members have concerns that they have been unable to resolve through the normal channels of Chair, Chief Executive or Governing Body Secretary, or if using such channels would be inappropriate in the circumstances, then they can raise those concerns with the Vice-Chair.

4.6 The Principal, Chair of the Audit committee (as per the Articles of Government Part 4 paragraph 4)¹ staff members and student member shall not be eligible for appointment as Vice-Chairperson

4.7 Committees of the Governing Body shall be chaired by a member of the Governing Body, elected from their number, other than a member appointed under sub-paragraphs 5b, 5c and 5d on the Instrument of Government.

4.8 Committees shall also elect a Vice-Chairperson from among their number, other than a member appointed under sub-paragraphs 5b, 5c and 5d of the Instrument of Government.

4.9 The Chairperson of the Audit Committee or the co-opted member shall not also be the Chairperson or Vice Chairperson of the Governing Body.

¹ Articles part 4 40. The chairperson of the audit committee shall be a member of the Governing Body appointed under the provisions of sub paragraph 5a of the Instrument of Government but shall not also be the Chairperson of the Governing Body.

The Chair of Audit Committee is ineligible to become Vice Chairperson as they are unable to perform the dual function of Governing Body Chair

4.10 If both the Chairperson and Vice-Chairperson are absent from any meeting of the Governing Body or its Committees, the members present shall choose one of their number to act as Chairperson for that meeting.

4.11 Where there is a vacancy in the position of Chairperson and prior to a new Departmental appointment, the Department will invite expressions of interest from eligible members to act as temporary Chairperson.

4.12 The Secretary shall inform and advise the Board, including the Chair and Committee Chairs on all points of order and procedure including those not expressly provided for in these Standing Orders.

SO 5.0 Meetings

5.1 The Governing Body shall meet not less than 6 times in one year, a year being the academic year, and shall hold any other meetings deemed to be necessary. All meetings of the Governing Body must comply with the requirements of the Department's FE Remuneration Circular ([Circular FE 07/17](#))

5.2 Each Committee of the Governing Body shall meet not less than 4 times in one year, a year being the academic year, and shall hold any other meetings deemed to be necessary.

5.3 A timetable of meetings of the Governing Body and its Committees is to be maintained by the Secretary. The Secretary will ensure that the timetable:

- Complies with the Governing Body's obligations under constitutional documents
- Convenes Committee meetings at an appropriate interval prior to each meeting of the Governing Body
- Takes account of key events in the annual calendar and planning cycle
- Is produced before the end of the year for the next year
- Is re-issued to members when any amendments are made.

5.4 The date, time and venue of each meeting

- shall as far as possible be agreed in advance of the first meeting of the year of the Governing Body but in any case;

Shall be confirmed at the preceding meeting.

5.5 A special meeting² of the Governing Body may be called at any time by the Chairperson, or at the request in writing of any five members. In addition, a special meeting may be called by the internal or external auditors where they wish to discuss the circumstances related to their removal or resignation. Where the Chairperson, or, in the Chairperson's absence, the Vice-chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines

SO 6.0 Notice for meetings

6.1 Meetings of the Governing Body and its Committees shall be summoned by the Secretary who shall send members written notice of the meeting, including an agenda, at least seven calendar days in advance of the meeting.

6.2 An extraordinary meeting³ of the Governing Body may be called at any time by the Chairperson or at the request in writing of one third of voting members. If such a request for a meeting, is presented to the Chair or the Secretary to the Governing Body, then the Chair must call a meeting within seven clear working days of receiving the request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within ten working days of receiving the request those Members who requested may call a meeting themselves and the Vice Chair of the Governing Body will preside over the meeting provided no business shall be transacted at the meeting other than the specified business.

6.3 Notification of extraordinary or special Governing Body meetings must be issued within 3 working days of receiving the request and is subject to the normal processes for drawing up an agenda and the publication of papers.

6.4 A special meeting may also be called by the internal or external auditors where they wish to discuss the circumstances related to their removal or resignation.

6.5 Where the Chairperson, or, in the Chairperson's absence, the Vice-Chairperson, decides that there are matters requiring urgent consideration, it shall be sufficient if the written notice convening the meeting, together with the agenda for the meeting, are delivered within such period being less than seven days as the Chairperson determines.

6.6 If attendance at an Extraordinary Governing Body meeting is below 50% of the current eligible membership then any decisions made must be ratified by the Governing Body at the next full meeting.

In extenuating circumstances where circumstances are urgent or emergency matters need to be addressed the Governing Body may propose adjustments consummate with fulfilling the business needs of the College; with standard voting practices agreed by the Department for the Economy. ⁴

² A Special meeting of the Governing Body is defined as set out in the Articles of Government Part 3 Paragraph 12

³ An Extraordinary meeting of the Governing Body is defined as a meeting that has been called by the full Governing Body to discuss a matter that is not on the programme of work for the year

⁴ 6.6 Rationale-To ensure a fair, proportionate opportunity for all Governors to contribute to decisions

6.7 Any Governor shall be able to participate in meetings of the Governing Body in exceptional circumstances by telephone or video conference, provided that they have given sufficient notice of their intention to do so to the Secretary and subject to permission from the Chair (that permission not being unreasonably withheld), and that the Governors have access to the appropriate equipment.

6.8 Where any member is dialling into a meeting through the telephone or video conferencing the Chair shall require a named vote if a decision is required.

SO 7.0 Agenda

7.1 The agenda for each meeting of the Governing Body and its Committees shall be drawn up by the GB Chairperson or Chair of the Committee and the Secretary to the Governing Body Meetings and the Committee meetings. The Secretary will contact the relevant Chairperson two weeks prior to the meeting to agree items for inclusion on the agenda.

7.2 Agendas will, over the course of the academic year, reflect the Terms of Reference and Programmes of Work for the Governing Body and for each Committee.

7.3 Governors wishing to request items on the agenda should do so at least 15 days in advance of the meeting in writing to the Secretary. The inclusion of requested items will be decided by the Chair, after consultation with the Secretary and where appropriate the CEO and senior staff.

7.4 Agendas are finalised, through agreement with the GB/Committee Chairperson, ten days before the meeting. The Chairs/Secretary may liaise with senior members of staff in order to develop agenda items.

7.5 Action points from the previous meeting will be listed under matters arising.

7.6 Draft minutes from the previous meetings of the Governing Body and its Committees will be included on the agenda for noting. Agreed minutes will go forward for adoption by the Governing Body.

7.7 Standing items, as agreed by the Governing Body on an annual basis, will be included.

7.8 An opportunity to update entries in the Register of Conflict of Interest should form part of the agenda of every meeting of the Governing Body.

7.9 Agenda items indicate whether the items are for decision, discussion, noting, or information and who will present the item.

7.10 Emergency and any substantive business reported to the Chairperson in advance of the meeting can be added to the agenda at the discretion of the Chairperson in consultation with the Secretary and taken under Chairperson's business or notified AOB.

7.11 The Chairperson should receive written notification, through the Secretary, of any item's members wish to raise under Any Other Business three days before the meeting. The inclusion of requested items under Any Other Business will be decided by the Chair, after consultation with the Secretary and where appropriate the CEO and Senior Staff. The member requesting an item on the agenda will receive written feedback on the inclusion or otherwise of the item requested.

SO 8.0 Papers for meetings

8.1 All papers (including the agenda and minutes) shall be published on the Governing Body TeamSite seven calendar days in advance of the meeting. Papers may also be e-mailed to members (at the members' option) at the same time.

8.2 All papers should be titled, dated, and include the name of the author.

8.3 Late postings are allowed solely at the discretion of the Chairperson.

8.4 Papers relevant to particular agenda items may be tabled at the meeting in exceptional circumstances only, with the prior agreement of the Chairperson.

8.5 Papers being prepared by senior staff should be submitted to the Secretary at least 10 days before the meeting.

8.6 Where the agenda item is one requiring Governing Body action, approval or decision, the paper should clearly state the intention and outline the issues involved. The final paragraph should make it clear what is needed. For example:

- The approval of the Governing Body is sought to...
- The Governing Body is asked to approve expenditure of...
- The Governing Body is asked to approve the policy set out...

8.7 Where an agenda item relates to an external document a short covering paper should accompany it and it should indicate what action, if any, is required.

SO 9.0 Attendance of persons not being members of the Governing Body

9.1 A person who is not a member of the Governing Body or the Secretary may attend a meeting of the Governing Body at the discretion of the Chairperson, subject to ratification at the meetings by the Governing Body before such person joins the meeting.

9.2 Named, senior staff members will be in attendance at all Governing Body Committee meetings. Attendance will be determined by the Chairperson of the Committee in consultation with the Principal.

9.3 Where senior staff members are in attendance, they will be expected to lead on a particular agenda item.

9.4 For major or complex reports to the Governing Body, the Principal, following discussion with the Chair, may ask other senior staff members to attend.

9.5 Members of the Public

Meetings of the Governing Body are not generally open to the public or the press.

Members of the public and press may only be admitted by specific invitation from the Chair of the Governing Body and is subject to the ratification at the meeting by the Governing Body before such person joins the meeting. Members of the public and press will be in attendance as an observer only.

Any request to attend a meeting of Governing Body must be made to the Secretary to the Governing Body, no later than 7 days prior to the date of the meeting.

9.6 College Employees

The Principal and Chief Executive, as a member of the Governing Body, is eligible to attend all Governing Body meetings including Committee meetings, with exception of Audit Committee. In the absence of the Principal and Chief Executive, a Director or member of CMT may deputise, at the request of the of the Principal and Chief Executive.

For other College employees, the following arrangements shall apply;

<i>Meeting</i>	<i>Officers Normally In attendance</i>
<i>Governing Body</i>	<i>Chief Finance Officer</i>
<i>Audit Committee</i>	<i>Chief Finance Officer</i>
<i>Finance and General Purposes</i>	<i>Chief Finance Officer Chief Human Resources Officer</i>
<i>Education Committee</i>	<i>Director of Curriculum and Information Services, Director of Strategic Planning Quality and Support</i>
<i>Staffing Committee</i>	<i>Chief Human Resources Officer</i>

9.7 Other college employees may be required to attend the Governing Body or its committees for specific agenda items. Attendance will be determined by the Chairperson of the Governing Body or Committee in consultation with and agreement of, the Principal and Chief Executive. In such circumstances, the employee will only be required to attend the meeting for the specific agenda item(s) only,

9.8 The College currently supports the Boardroom Apprentice Scheme; participation in the scheme is reviewed annually by the Governing Body. Boardroom apprentices will be permitted to attend and participate at meetings of the Governing Body and its committees, subject to approval of the Governing Body. Apprentices are not Governors and do not have voting rights at meetings. Apprentices will not be permitted to attend confidential sessions of Governing Body or Committee meetings. Further information on the role of the Boardroom apprentice is detailed at appendix 5.

SO 10.0 Record of Attendance

10.1 A separate list of members' attendances at the Governing Body and all its Committees shall be maintained by the Secretary.

10.2 Attendance and apologies for each meeting will be recorded in the minutes. The minutes shall also record a member's withdrawal and return to a meeting, or an early departure from the meeting.

SO 11.0 Quorum

11.1 The quorum for a meeting of the Governing Body shall be six persons of whom at least three should be those persons appointed under the provisions of sub-paragraph 5a of the Instrument of Government.

11.2 The quorum for the Audit Committee shall be three members, one of whom shall be a member appointed under the provisions of sub-paragraph 5a of the Instrument of Government.

11.3 The quorum for all other Committees shall be three members.

11.4 If the number and/or composition of members assembled for a meeting do not constitute a quorum, the meeting shall not be held. If, in the course of a meeting, the number or composition of members ceases to represent a quorum, the meeting may continue with any business transacted being ratified by the next meeting.

11.5 If a meeting cannot be held because of a lack of a quorum or is terminated before all the business is dealt with, the Chairperson may call for an extraordinary meeting to be convened as soon as is convenient.

SO12.0 Conflicts of Interest

12.1 Each member is required to register all business interests held, their membership of any public bodies, any positions held that might give rise to a perceived conflict of interest, the names of any relatives who work at the College and a declaration of any significant political activity undertaken in the five years prior to appointment. This must be completed annually on the approved declaration of interest form.

12.2 The register of interests will be renewed by the Secretary on an annual basis. However, it is the responsibility of each governor to ensure that the information is kept up to date. An opportunity to update entries in the register should form part of the agenda of every meeting of the Governing Body and will be recorded in the Minutes.

12.3 To further openness and transparency, information from the register of interests will be made widely available and public, for example on the College website. There may be exceptions to this, where there is a good reason not to make this information public, for example for confidentiality or security reasons.

12.4 If any issue coming before the Governing Body or one of its Committees has, or could be perceived to have, the potential to conflict with the member's stated interests, held in the register, that member should declare the interest and withdraw from discussion of the issue. This should be recorded in the Minutes.

12.5 Where the potential conflict of interest is not obvious, the member should discuss the issue with the Chairperson in advance of the meeting. If the Chairperson rules that the potential conflict is not felt to be prejudicial to the issue, the member need not withdraw. This should be recorded in the Minutes. In addition to individual members' responsibility to declare potential conflicts of interest, there is a duty on the Chair, other Governing Body members and senior staff (as set out in the 'Nolan principles') to raise potential conflicts of interest of members.

12.6 All members must submit a written statement of any Conflict of Interest, this must be signed and dated and returned to the Governing Body Secretary. Conflict of Interest are clearly set out in Appendix 3.

12.7 This Standing Order should be read in conjunction with the Code of Conduct (Appendix 3) and its appendixes that include further detail on conflicts of interest. A good practice guide has been issued by the Northern Ireland Audit Office which can be read here: [Conflicts of Interest: A Good Practice Guide](#)

SO 13.0 Code of Conduct

13.1 All members of the Governing Body shall formally adopt the code of conduct as determined by the Committee on Standards in Public Life (the Nolan Committee) which sets out the seven principles of public life which underpin the governance and management of the College. All members of the Governing Body are required to uphold and abide by the code as a condition of appointment.

- **Selflessness** - holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends;
- **Integrity** - holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;
- **Objectivity** - in carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
- **Accountability** - holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;
- **Openness** - holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their

decisions and restrict information only when the wider public interest demands;

- **Honesty** - holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest; and
- **Leadership** - holders of public office should promote and support these principles by leadership and example.

13.2 Members of the Governing Body shall agree to undertake a self-evaluation exercise issued by the Department on an annual basis.

13.3 A detailed Code of Conduct is included at appendix 3. All members of the Governing Body should note that it is their responsibility to make sure that they are familiar with, and that their actions comply with, the provisions of this Code of Conduct.

SO 14.0 Withdrawals from meetings of the Governing Body and its Committees

14.1 The Principal, the staff members (Governors) and the student member (Governor) shall, unless invited to remain by a resolution of the other members present, withdraw from any meeting of the Governing Body, including Extraordinary meetings, confidential meetings and any meeting of any committee established by the Governing Body, where any of the following circumstances apply.

14.2 In the case of business of a confidential meeting held as part of, or before or after, a Governing Body meeting, Extraordinary or otherwise, all staff members, students, invited representatives, including the Principal, shall leave the meeting unless requested to remain by a resolution of other members present.

In the case of the Principal, in relation to consideration of: -

- a. salary or terms and conditions of employment of the Principal;
- b. appraisal of the Principal;
- c. retirement of the Principal;
- d. conduct, suspension, dismissal or any other disciplinary matter relating to the Principal; or
- e. The appointment of the Principal's successor.

In the case of the Secretary to the Governing Body, in relation to consideration of: -

- f. salary or terms and conditions of employment of the Principal;
- g. appraisal of the Principal;
- h. conduct, suspension, dismissal or any other disciplinary matter relating to the Principal; or

In the case of the staff members, in relation to consideration of: -

- i. their salary or terms and conditions of their employment;
- j. the salary, terms and conditions of employment of any group of employees with which they are associated;

- k. the appointment, promotion, salary, terms and conditions of employment, appraisal, retirement, conduct, suspension, dismissal or any other disciplinary matter of any member of staff holding a post senior to them;
- l. their promotion, conduct, suspension, dismissal or any other disciplinary measure relating to them; or
- m. The appointment of their successor(s).

In the case of the student member, in relation to consideration of: -

- n. the member's academic performance;
- o. any disciplinary measure relating to the member; or
- p. the salary, terms and conditions of employment, appraisal, appointment, retirement, promotion, conduct, suspension, dismissal or any other disciplinary measure relating to any employee or prospective employee of the college.

14.3 When the agenda for the Governing Body or any of its Committees is being drawn up, if the Chairperson and or Secretary identify any item of business which might require a member or members to withdraw from the meeting for any of the above reasons, the Chair shall contact any such members in advance of the meeting and discuss how the situation should be handled. Where possible, agreement should be reached on withdrawal, however, the Chair's ruling is final. If there is agreement that the member should remain in the meeting, the Chairperson shall ask for a resolution of members present to this effect before the item is discussed.

SO 15.0 Conduct of Discussion

15.1 The conduct of meetings of the Governing Body or of its Committees shall be regulated by these Standing Orders.

15.2 Members shall speak to the meeting only through and with the consent of the Chairperson. Whenever two or more members signify to the Chair their wish to speak the Chair shall decide who shall have precedence.

15.3 A member and/ or the Secretary may at any time in the course of discussion:

- raise a point of order that the Standing Orders are not being followed. A point of order shall relate only to an alleged breach of Standing Orders and the Member shall specify the Standing Order and the way in which he/she considers it to have been broken. A member who wishes to raise a point of order shall be entitled to be heard forthwith. A member shall not be interrupted on a point of order. All members are encouraged to raise any point(s) of order with the Chairperson and or Governing Body Secretary in advance of or before the commencement of the meeting wherever possible.
- The Chairperson shall immediately consult with the Governing Body Secretary to examine the relevant Standing Order(s) and thereafter consider and rule upon the point of order;
- The point of order shall be disposed of before the subject be resumed or any

other subject entered upon.

- If a member raises a point of information or clarification. The Chair shall at his/her discretion deal with the matter immediately, or at the earliest opportunity;
- If there is a proposal that the "question be now put", and if the proposal is seconded, and then agreed by a majority of those present, the Chairperson shall put the question to the meeting for discussion and decision;
- If there is a proposal that the Governing Body should move on to the next item of business then if agreed by the majority of those present the Chairperson will move to the next agenda item.

15.4 The Chairperson shall discourage any irrelevance, tedious repetition, failure to address the Chair, plainly offensive language, and may invite the Meeting, without debate, to censure and/or refuse to hear further from any member considered to have persisted in so speaking.

15.5 Members of the Governing Body shall not be bound in their speaking or voting by mandates given to them by other bodies or persons

SO 16.0 Meeting Etiquette

16.1 A member (or any meeting participant) shall respect the Board Meeting Etiquette Code set out in Appendix 4. This shall be read in conjunction with the Code of Conduct (Appendix 3) and any breaches of either Code shall be subject to the misconduct procedures set out in the Code of Conduct.

SO 17.0 Proposals

17.1 No member of the Governing Body shall normally be entitled to propose a motion other than one directly arising out of discussion from an agenda item unless notice is given to the Secretary.

17.2 A formal proposal put to the meeting shall require a proposer and a seconder.

17.3 A proposer shall be entitled to present their proposal, and to reply at the end of any discussion on the proposal.

17.4 Amendments to a proposal (which may not be direct negatives of the proposal) shall each require a proposer and a seconder. Amendments shall be considered in order before continuing debate or discussion on the main proposal.

17.5 The proposer of the main proposal may accept an amendment or may choose to speak against the amendment.

17.6 When an amendment is accepted by the meeting, it becomes part of the main proposal, and is then subject to amendments as above.

17.7 When all amendments have been disposed of, discussion on the standing proposal shall continue until a decision is reached.

17.8 Where previous Minutes are presented for approval, the proposer of an amendment to said Minutes may not formally propose or second the amendment.

17.9 Where a Committee has met since the last meeting of the Governing Body and time has not allowed the circulation of minutes any urgent business discussed in the Committee meeting requiring Governing Body's decision may be raised.

17.10 Every motion shall be relevant to some matter in relation to which the Governing Body has powers or duties or which directly affects the provision of services for which the Governing Body is responsible.

SO 18.0 Voting

18.1 Decisions of the Governing Body and its Committees shall generally be taken by consensus. Where a consensus cannot be reached and the Chairperson or Chairperson of the committee (and subject to agreement of two thirds of eligible voters) can call for a vote. there is no unanimity on a particular issue and the various arguments have been sufficiently rehearsed without a consensus emerging;

- a matter is procedural, where voting is prescribed.

18.2 Voting, when appropriate, shall normally be by a show of hands or, if there is no dissent, by the affirmation of the meeting.

18.3 When voting occurs, a simple majority shall be needed for a decision.

18.4 The Chairperson or Committee Chairperson shall have a personal vote, and in the event of an equal division of votes, shall have a second or casting vote.

18.5 A ballot vote may be used in exceptional circumstances with the agreement of the majority of eligible voters.

18.6 At the request of two thirds of eligible voters, before a vote is taken, the voting decision on a particular issue will be recorded into the minutes as a simple ratio so as to show how many members present gave their vote for or against that question or abstained from voting.

18.7 At the request of two thirds of eligible voters, before a vote is taken, the voting on a particular issue will be recorded into the Minutes so as to show whether each member present gave his/her vote for or against that question or abstained from voting. A demand for a recorded named vote will override a demand for a recorded vote and this will override a demand for a ballot.

18.8 A member may not vote by proxy.

18.9 A student member, who is under the age of 18, shall not vote at a meeting of the Governing Body, or any of its Committees, on any question concerning any proposal for:⁵

- For the expenditure of money by the Governing Body
- Under which the Governing Body, or any members of the Governing Body, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

18.10 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

SO 19.0 Minutes

19.1 The Minutes of a meeting constitute a formal record of proceedings and should demonstrate to others that the governance of the College is being conducted appropriately. Minutes are a public record and a means of informing the College community, the general public, auditors and Department for the Economy. Minutes shall be a record of business conducted, recording decisions reached and shall contain sufficient detail to stand alone as a summary of business without the need to refer to supporting documents and papers.

19.2 Minutes of the Governing Body and all its Committees will be taken by the Secretary to the Governing Body. The Secretary will maintain the original note of any meeting (handwritten or typed) in accordance with the FE College Sector (NI) Retention and Disposal Schedule.

19.3 The Secretary to the Governing Body shall in the first instance forward the draft Minutes to the Principal and other senior members of the College staff who were present at the meeting for review of the accuracy of the Minutes, the Chair or Committee Chair will be copied into this correspondence

19.4 Draft Minutes shall be sent to the Chairperson within ten working days of the meeting. Draft Minutes will be agreed between the Chairperson and the Secretary.

19.5 The Draft Minutes shall be accompanied by a list detailing all actions arising from the minutes. Actions must have an agreed purpose between the Governing Body and senior management; and also have a realistic time for completion.

19.6 Where actions fall to the Chairperson, the Chairperson and Secretary should work together to progress the item as soon as the Draft Minutes are available.

19.7 Where actions fall to others, the Secretary should copy the member or other attendee with the item from the action list, following agreement with the Chairperson.

19.8 Although Minutes can be amended, decisions taken at previous meetings cannot be changed without the decision being an agenda item at a subsequent meeting. In exceptional circumstances where a long period of time between meetings develops, requests to amend Minutes will not be considered unless a majority of Governors propose the amendment

19.9 Where the Secretary is asked to withdraw from a meeting the minutes of that part of the meeting should be taken by the Vice Chair or a nominated member of the Governing Body

19.10 Governing Body and Committee Minutes are official documents and are available to members of the public on the College website. The Secretary should establish a professional, standardised format for all agendas and Minutes. Minutes must be published on the College website within a reasonable time after they have been approved by the Governing Body.

19.11 The business of meetings is to be reported in accurate notes and the content should be reflective of the detail that was discussed in the meeting and should summarise only what was presented/reported and agreed, rather than verbatim discussion. Actions and decisions should be supported with a short statement and a brief explanation of the rationale for the decision. Key points that have presented before a decision should be summarized in the Minutes in order to provide evidence that the entire Governing Body is exercising its fiduciary duties.

19.12 Where a member has asked for his/her comments to be specifically minuted, or not minuted, this request should be respected.

19.13 The identity of proposers and seconders should be recorded in all cases.

19.14 The Minutes shall include a record of all withdrawals and re-entries to the meeting. A separate minute shall be taken of those parts of meetings from which any person has withdrawn. Such persons shall only be entitled to see the minutes of that part of the meeting if the other members of the Governing Body or Committee present agree.

19.15 All Governing Body and Committee Minutes shall be identified as draft minutes by the use of a background watermark 'Draft' until approved by the Governing Body or relevant Committee. Draft Minutes will not be published.

19.16 The Minutes of meetings of any committees established by the Governing Body shall be circulated to all members of the Governing Body. The Governing Body must adopt the minutes of all Committee meetings.

19.17 As above the Minutes of each meeting will be agreed between the Secretary and the Chairperson. In the event of any failure to reach agreement on the accuracy of any minutes both sets of Minutes will be presented to the Governing Body for review and an agreed set adopted.

19.18 All Governors have the right to view the Secretary's note of any meetings; subject to any confidentiality restrictions.

19.19 The Secretary will circulate minutes of all Governing Body and subcommittee Minutes to members for review no later than 10 working days after each meeting. It is the responsible of each individual member to review the Minutes at this time and provide the Secretary with any amendments or feedback they wish to be considered in respect of approving the final minutes.

19.20 The approval of the Minutes of the previous meeting shall normally be the first item of business at ordinary meetings. Proposed amendments to Minutes of the Governing Body and its Committees should be submitted in writing to the relevant Chairperson or Secretary within seven days of the unconfirmed minutes being circulated to members. No discussion shall take place upon the minutes except upon the accuracy or where the Chairperson considers discussion appropriate. Any amendments to the Minutes shall be agreed and recorded at the meeting.

19.21 The Chairperson of the Governing Body shall sign the Minutes, when approved. A signed set of Minutes will be maintained by the Secretary.

SO 20.0 Record of Dissent

20.1 In accordance with the College's Financial Memorandum and in pursuance of his/her duty as Accounting Officer, the Principal has particular responsibility to see that appropriate advice is given to the Governing Body on all matters of financial propriety and regularity. Where a decision is contrary to the Principal's advice he or she shall be entitled to have his or her name recorded as dissenting from the decision.

20.2 Any member shall be entitled to have his or her name recorded as dissenting from a decision of the Governing Body. Members can provide the Secretary with written confirmation of their dissent in advance of a meeting if they so wish.

SO 21.0 Evidence of Documents

21.1 In any legal proceedings, a document purporting:

- a) to be a document made or issued by the Governing Body; and
- b) to be signed by the Chairperson of the Governing Body or the Principal,

21.2 Shall be received in evidence and shall be treated, without further proof, as being so made or issued unless the contrary is shown.

21.3 In any legal proceedings, an extract from the Minutes of the proceedings of any meeting of the Governing Body signed by the Chairperson or the Principal shall be evidence of the matters stated therein.

21.4 The Governing Body shall ensure compliance with all record keeping in accordance with legal requirements and obligations

SO 22.0 Interpretation of Standing Orders

22.1 On all matters of interpretation of these Standing Orders, save as permitted by law, at any meeting the Chair of the Governing Body shall pronounce upon the interpretation of Standing Orders on which he/she shall be advised by the Secretary, and or the Chief Executive

22.2 The Chairperson's ruling on the interpretation of the Standing Orders will prevail unless she/he is overruled at an ordinary or special Board meeting by at least two-thirds of the members attending the meeting.

22.3 Any member may immediately raise an objection to this interpretation and the procedure under SO20.2 shall ensue forthwith.

22.4 In the event of any situation arising not being covered by the Standing Orders, then the Chairperson shall rule on the procedure to be adopted. Such ruling shall be subject to the approval of at least half of the members attending the meeting.

SO 23 Raising a Concern

23.1 This Standing Order should be cross referenced with the following Standing Orders, policies and appendices:

- SO4 Appointment of Chairperson and Vice-Chairperson
- SO 12 Conflicts of Interest
- SO 13 Code of Conduct
- S0 15 Conduct of Discussion
- S0 16 Etiquette
- Whistleblowing Policy
- Fraud Policy
- Harassment Policy
- Code of Conduct (Appendix 3)
- Board Meeting Etiquette Code (Appendix 4)

23.2 Notwithstanding the central role of the Chairperson and Vice-Chair in providing the leadership and support to the Governing Body, it is recommended that any Governor or group of Governors who have a concern or a complaint, in the first instance, consult the Procedure For Dealing With Complaints Against The Governing Body And Board Members (Appendix 7 of the Code of Conduct at appendix 3)

SO 24.0 Appraisal Process for Governing Body members

24.1 Every person who serves on a body regulated by the Commissioner for Public Appointments in Northern Ireland is required to undergo an annual assessment of performance. It also forms a key part of the Department's wider scrutiny of the functionality and performance of its arm's length bodies. An effective assessment system enables the Governing Body and the Department to monitor how well members are performing and, if necessary, to take corrective action.

24.2 The Chairperson of the Governor Body will conduct one to one appraisals with members following the process outlined in the following documents:

- [FE06/12](#) which outlines the procedures for assessment
- [FE05/12](#) which outlines the competence framework for Governing Bodies

24.3 Further information on the appraisal process can be obtained from the Secretary to the Governing Body.

SO 25.0 Board Evaluation

25.1 The Governing Body and the individual committees will undertake an annual evaluation exercise of its performance. The process will be objective and rigorous and aim to evaluate if the Governing Body has made an impact on the agreed strategic objectives. The reviews will also provide an opportunity to consider the composition of the Governing Body and its committee's as well as inform and influence succession planning. The Chair of each committee will oversee the process of the committee's evaluation which will inform the Governing Body process led by the Chair of the Governing Body, the outcomes of which will be discussed at a full Board meeting. The Governing Body Secretary will assist the Chair in carrying out the evaluation.

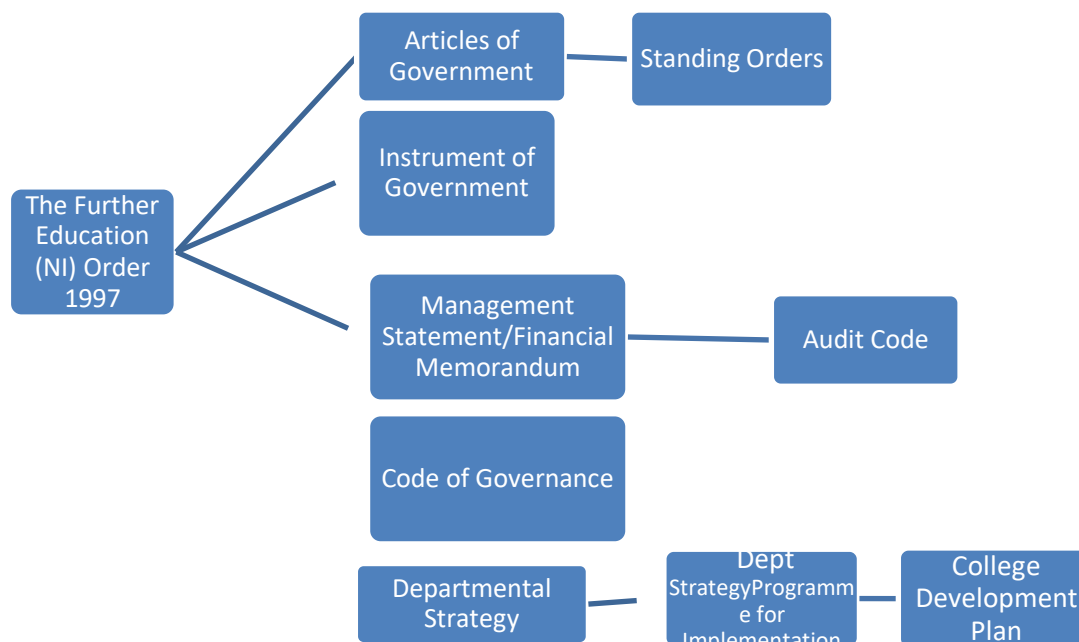
SO 26.0 Alteration of Standing Orders

26.1 Once made, Standing Orders shall be altered only by resolution of the Governing Body. The Standing Orders will be reviewed Bi-annually which will be reflected in the Governing Body's programme of work.

Appendix 1

This appendix provides details of documents that should be read in conjunction with these Standing Orders, links to the Documents are set out in the table 2.

The following diagram (Table 1) illustrates the relationship between the documents, with the 1997 Order the most important. The documents can be accessed through the links in table 2.



Document Title	Live link
The Further Education (NI) Order 1997	FE Order 1997
Articles of Government	FE College Model Articles of Government
Instrument of Government	FE College Model Instrument of Government
Management Statement/Financial Memorandum	MSFM
Code of Governance	FE04/12
Audit Code	Audit Code 2018
FE Means Success Strategy	FE Means Success
FE Means Success Implementation Document	FE Means Success implementation
College Development Plan	CDP's 2016-17 2018-19

Appendix 2 Committee Terms of Reference

Governing Body Audit Committee – Terms of Reference Constitution and Membership

1. The Governing Body will establish an audit committee to be drawn from the Governing Body. Details on the Committee are set out in the Articles of Government of the college.
2. The Audit Committee provides a medium of communication from the college's auditors that is not controlled by college management. In particular the Committee should ensure that the internal control systems, including audit activities, of the College are monitored actively, independently and objectively in order to:
 - promote and ensure high standards of propriety, accountability and financial management within the college;
 - improve the quality of financial reporting by reviewing internal and external financial statements on behalf of the Governing Body;
 - promote a financial climate of financial discipline and control which will help to reduce the opportunity for financial mismanagement or fraud;
 - improve, where necessary, the effectiveness of the college's internal controls and mechanisms for achieving value for money, policy and legislative requirements and the extent to which these comply with requirements set down by the Department;
 - reinforce the independence and effectiveness of the internal audit function and to underpin the objectivity and independence of the external auditors;
 - advise on the reliability of the College's information systems;
 - ensure that risk management processes are embedded within the college;
 - provide a sounding board for College management on issues of concern in relation to the College's internal control systems; and
 - contribute to the maintenance or increasing of public confidence in the quality of the College's corporate governance and management.
3. The Committee and its Chair will be appointed by the Governing Body, from among its own members, and in line with the Articles of Government. The Chair of the Governing Body or the Principal should not be a member of, or chair of, the Audit Committee. The Chair of the Committee will be elected from the committee's members.

Quorum

4. There shall be no fewer than four members; a quorum shall be at least three members.

Frequency of meetings

5. The Audit Committee must meet at least 4 times per annum. Proceedings will be carried out in line with College articles. The Chair of the Audit Committee may convene additional meetings, as they deem necessary.

6. The Accounting Officer or Governing Body may ask the Chair of the Audit Committee to consider particular issues on which they want the Committee's advice and the Chair of the Audit Committee may convene further meetings to discuss.

Attendance at Meetings

7. The Principal, Head of Finance (or equivalent), the Head of Internal Audit, and a representative from the NIAO shall normally attend meetings where business relevant to them is to be discussed. However, at least once a year the Committee should meet with the External and Internal Auditors without any officers present. A representative from the Department will normally attend all of the College's Audit Committee meetings, circumstances permitting.
8. The Audit Committee may ask other officials of the college to attend to assist it with its discussions on any particular matter.

Authority

9. The Audit Committee is authorised by the Governing Body to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.
10. The Audit Committee will review the audit aspects of the draft annual financial statements. These aspects will include the Comptroller and Auditor General's opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the NIAO's 'Report to Those Charged with Governance'. The Committee should, where appropriate, confirm with the Internal Auditors and the NIAO that the effectiveness of the internal control system has been reviewed, and comment on this in its Annual Report to the Governing Body.

Rights

11. The Audit Committee may:
 - draft in an advisor for a period not exceeding one year to provide specialist skills, knowledge and experience subject to the approval of the Chair/Governing Body. Any individual recruited for this purpose would not have the status of a member appointed to the Governing Body (no voting rights);
 - procure specialist ad-hoc advice at the expense of the college organisation, subject to budgets agreed by the Accounting Officer/ Governing Body.
12. However, it may not incur direct expenditure in this respect without the prior approval of the Governing Body which must be within the guidelines for procurement.

Access

13. The Head of Internal Audit and the representative of NIAO will have free and confidential access to the Chair of the Audit Committee.

Duties

14. The duties of the Committee should include advising the Accounting Officer and Governing Body on:
 - the strategic processes for risk, control and governance and the Governance Statement;
 - the accounting policies, the accounts, and the annual report of the college organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the NIAO;
 - the planned activity and results of both Internal Audit and NIAO;
 - adequacy of management response to issues identified by audit activity, including NIAO's Report to Those Charged with Governance;
 - assurances relating to the management of risk and corporate governance requirements for the college organisation;
 - (where appropriate) proposals for tendering for Internal Audit services;
 - advising the Governing Body on the criteria for the selection and appointment of the internal audit service;
 - anti-fraud policies and whistle-blowing processes
 - the Audit Committee will also periodically review its own effectiveness and report the results of that review to the Governing Body;
 - keeping the processes for ensuring the effectiveness of the financial and other internal control systems under review;
 - discussing if necessary with the NIAO, before the audit begins, the nature and scope of the audit;
 - discussing with the NIAO problems and reservations arising from the interim and final audits, and any other matters the NIAO may wish to discuss (in the absence of management where necessary);
 - review the issues arising in the NIAO's 'Report to Those Charged with Governance' and management's response;
 - reviewing the scope and effectiveness of internal audit's work including planning and operation of the work and the internal audit annual report;
 - ensuring that the College has efficient and effective procedures in place so as to ensure that information systems work to be accurate, timely and in accordance with agreed procedures;
 - ensuring that the College has systems and procedures to promote economy, efficiency and financial effectiveness - this may require identifying specific value for money studies;
 - considering the College's annual financial statements [after review by the Finance Committee] and prior to submission to the Governing Body, focusing in particular on any changes in accounting policy, major

- judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Accounts Direction;
- reviewing relevant reports from the Department, NIAO and other organisations;
 - monitoring and reporting annually on the performance and effectiveness of the NIAO and internal audit; and
15. monitoring and reporting on the implementation of agreed audit-based recommendations, from whatever source.
16. With particular regard to its Risk function, the Audit Committee shall advise the Governing Body on the strategic direction for managing risk and oversee the College framework for ensuring risk issues are managed effectively (i.e. both mitigated and new risks identified on a timely basis) throughout the organisation. The Audit Committee will:
- a. seek assurance that the College system for managing risk is fit for purpose, adequately resourced and effectively deployed;
 - b. review the Risk Management Strategy is in place;
 - c. review Corporate Risk Registers on a regular basis;
 - d. seek assurances that actions to address areas of non-compliance have been addressed;
 - e. advising the Governing Body on any significant issues regarding risk or compliance issues.
17. The Audit Committee should ensure that all significant losses and instances of fraud or theft have been properly investigated and that the internal auditors, NIAO and the Department have been fully informed of the matter in line with relevant procedures.
18. With particular regard to its oversight function of Cyber Security the Audit committee will:
- a) Review the organisational regime with regard to Cyber Security in a formal structured way
 - b) Review the level of risk with regard to Cyber Security that the organisation requires
 - c) Ensure the organisation has sufficient capability and resource not meet the needs of Cyber Security

Reporting Procedures

19. The Audit Committee should circulate the minutes of its meetings to the Governing Body and to the Department.
20. The Department must be advised in advance, the time, date and location of all meetings and provided with an agenda of all items for discussion.

21. The Committee will produce an annual report by the deadline set out in the annual timetable of returns, which it will submit to the Governing Body, the college Accounting Officer and following Governing Body approval to the Department. The Audit Committee's report will provide an opinion on the adequacy and effectiveness of the College's arrangements for the following:
- risk management, control and governance (the risk management element includes the accuracy of the Governance Statement included with the Annual Statement of Accounts)
 - the NIAO's 'Report to Those Charged with Governance';
 - the Internal Auditor's Annual Report;
 - any value for money exercises and any other relevant reports; and
 - assessment of Internal and External Audit's performance in year against appropriate performance measures that had been previously approved by the Audit Committee.
22. The Report should include and refer to the findings of Internal Auditors and the NIAO External Auditors relating to the relevant reporting period, or an update on issues raised where this is not possible, due to timing.

Information Requirements

23. For each meeting the Audit Committee will be provided as required/ requested with:
- a report summarising any significant changes to the college's strategic risks and a copy of the strategic/corporate Risk Register;
 - a progress report from the Head of Internal Audit summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from the work of internal audit;
 - management response to audit recommendations;
 - changes to the agreed Internal Audit plan;
 - any resourcing issues affecting the delivery of the objectives of Internal Audit;
 - a progress report (written/verbal) from the NIAO representative summarising work done and emerging findings (this may include, where relevant to the college organisation, aspects of the wider work carried out by the NIAO, for example, Value for Money reports and good practice findings);
 - any management assurance reports; and
 - reports on the management of major incidents, "near misses" and lessons learned.
24. As and when appropriate the Committee will also be provided with:
- proposals for the terms of reference of Internal Audit/the Internal Audit charter; the Internal Audit strategy;
 - NIAO's audit strategy;
 - the Head of Internal Audit's Annual Opinion and Report;

- quality assessment reports on the Internal Audit function;
- the draft accounts of the college;
- the draft Governance Statement;
- a report on any changes to accounting policies;
- NIAO's Report To Those Charged With Governance
- a report on any proposals to tender for audit functions;
- a copy of the report of every Internal Audit assignment;
- a report on co-operation between Internal and NIAO; and
- the college's Risk Management strategy.

Governing Body Education Committee – Terms of Reference

The Governing Body may, in accordance with arrangements which it shall determine, establish an Education Committee for the purpose of overseeing college curricular provision, especially the nature, quality and performance of the provision and the extent to which it meets the needs of the community the college seeks to serve.

1. MEMBERSHIP

1.1 The membership of the Education Committee shall comprise at least four members of the Governing Body (other than members appointed under sub-paragraphs 5b, 5c and 5d of the Instrument of Government) and the principal. The committee may have in attendance such staff of the college as are considered appropriate. The Chair of the Governing Body and Principal/Chief Executive are ex-officio members of the Education committee.

2. QUORUM

2.1 The quorum for the Committee shall be three and must include at least one member other than the Chief Executive, staff and student member.

3. ATTENDANCE AT MEETINGS

3.1 A member of the senior management team designated by the Chief Executive will normally attend meetings of the Committee.

3.2 The Committee may invite other college personnel or third parties to attend any meeting of the Committee where their knowledge or experience could contribute to the business of a particular meeting, subject to receipt of approval from the Chief Executive, such approval not to be unreasonably withheld.

3.3 The Secretary to the Governing Body will act as Secretary to the Committee.

3.4 Any person in attendance at a meeting shall not be entitled to vote on any matter under consideration by the Committee.

4. FREQUENCY OF MEETINGS

4.1 The Committee shall meet at least four times per year during the academic year with additional meetings held as required. Special meetings can be called at any time by the committee with agreement of the Chair of the Governing Body. The committee will report to the Governing Body after each meeting on matters within its terms of reference.

5. VOTING PROCEDURE

5.1 The voting procedure shall be in line with the Articles of Government and Standing Orders for South Eastern Regional College with the Committee Chair having a second or casting vote where there is an equal division of votes.

6. REPORTING PROCEDURE

6.1 Minutes of meetings of the Education Committee shall be circulated to all members of the Governing Body subject to any confidentiality restrictions.

6.2 The Chair of the Committee shall give a verbal report to the Governing Body in support of the minutes. If the Chair of the Committee is absent from a Governing Body meeting, he / she shall nominate a member of the Committee to deliver the verbal report of the committee meeting to the Governing Body.

7. FUNCTION

The Education Committee is authorised by the Governing Body to carry out the functions contained in its terms of reference which are as follows:

7.1 College Development Plan

7.1.1 To ensure the delivery of the College's strategy through input to the preparation and implementation of the College Development Plan.

7.2 Quality

7.2.1 To drive the improvement of quality and raising of standards in all College activities by ensuring that agreed evaluation of the quality and standards of provision is taking place systematically within the College (WCQIP & WCSER);

7.2.2 To ensure the implementation of procedures required by examining and validating bodies to uphold the standards of qualifications awarded;

7.2.3 To receive ETI, QAA and other inspection reports to monitor any areas for improvement which have been identified.

7.3 Curriculum Plan/Prospectus

7.3.1 To ensure that overall course provision is responsive to the needs of the wider community which the College seeks to serve, taking into account the curriculum offer of other providers, and developing partnerships where possible;

7.3.2 To receive analytical reports which allow it to monitor course provision within the College, including the extent of HE, FE, Training Organisation, and Essential Skills and the rationale for changes;

7.3.3 To support the marketing and promotion of the College through the input to the production of the annual Prospectus.

7.4 Support Services

7.4.1 To receive regular reports on enrolment, retention, achievement and success, and student destinations;

7.4.2 To receive reports and presentations on areas which contribute to positive learning experience for students, e.g. student surveys, pastoral care and safeguarding, causes for concern, cultural diversity, and Students' Union activities, etc..

7.5 Business Services

7.5.1 To ensure the College is developing relationships with businesses with a focus on securing industry projects, international projects and maximizing the potential of SERC Student Companies;

7.5.2 To ensure the College develops an entrepreneurial approach to generate additional income through the provision of full cost recovery programmes for businesses.

7.6 Strategy

7.6.1 To assist in the development of the College Strategy which will aim to establish the purpose, strategy and values of the College, the Committee should satisfy themselves that these are aligned to the College's culture and that it is aimed at achieving long-term success for the College;

7.6.2 To recommend the proposed Strategy to the full Governing Body for adoption

7.6.3 To ensure the agreed Strategy is delivered through the implementation of the College Development Plan and ensure the Strategy is continually developed in response to changing environments

The Governing Body shall, in accordance with arrangements which it shall determine, establish a finance and general purposes committee, comprising at least four members of the Governing Body, of whom at least two shall be members appointed under sub-paragraph 5a of the Instrument of Government, plus the principal. The committee may have in attendance such other officers of the college as considered appropriate by the Governing Body.

The Finance and General Purposes Committee is the key mechanism by which the Governing Body ensures the proper use of public money, ensures that the College remains solvent and secures the effective financial management of the College. The Finance and General Purposes Committee should also ensure that the Governing Body is provided with information in a timely manner and in a format that can be readily understood by all members to enable it to discharge its duties effectively.

1. Membership

1.1 The membership of the Finance and General Purposes Committee shall comprise at least four members of the Governing Body (other than members appointed under sub-paragraphs 5b, 5c and 5d of the Instrument of Government) and the principal. The committee may have in attendance such staff of the college as are considered appropriate.

2. Quorum

2.1 The quorum for the Committee shall be three and must include at least one member other than the Chief Executive, staff and student member.

3. Attendance at Meetings

3.1 The Chief Finance Officer and Chief Human Resources Officer will normally attend the meetings and the Chief Executive may designate other members of the senior management team to attend as appropriate

3.2 The Committee may invite other college personnel or third parties to attend any meeting of the Committee where their knowledge or experience could contribute to the business of a particular meeting, subject to receipt of approval from the Chief Executive, such approval not to be unreasonably withheld.

3.3 The Secretary to the Governing Body will act as Secretary to the Committee.

3.4 Any person in attendance at a meeting shall not be entitled to vote on any matter under consideration by the Committee.

4. Frequency Of Meetings

4.1 The Committee shall meet at least four times per year during the academic year with additional meetings. Special meetings can be called at any time by the committee with agreement of the Chair of the Governing Body. The committee will report to the Governing Body after each meeting on matters within its terms of reference

5. Voting Procedure

5.1 The voting procedure shall be in line with the Articles of Government and Standing Orders for South Eastern Regional College with the Committee Chair having a second or casting vote where there is an equal division of votes.

6. Reporting Procedure

6.1 Minutes of meetings of the Finance and General Purposes Committee shall be circulated to all members of the Governing Body subject to any confidentiality restrictions.

6.2 The Chair of the Committee shall give a verbal report to the Governing Body in support of the minutes. If the Chair of the Committee is absent from a Governing Body meeting, he / she shall nominate a member of the Committee to deliver the verbal report of the committee meeting to the Governing Body.

7. Function

The Finance and General Purposes Committee shall advise the Governing Body on all areas of Finance and Staffing; and is authorised by the Governing Body to carry out the functions contained in its terms of reference which are as follows:

Finance

Ensure compliance with the Financial Memorandum and any other guidance/directives in line with best practice;

Review draft annual financial statements in advance of their submission to the Governing Body and Department;

Recommend the acceptance of the budget to the Governing Body in line with requirements;

Agree an appropriate reporting structure;

Receive reports at each meeting which include:

- Resource Budget Report
- Resource Income Analysis
- Resource Expenditure Analysis
- Grant-in-Aid Analysis

Exercise the challenge function with regard to budgetary and planning assumptions;

Monitor the system of delegated authority;

Consider and approve matters in relation to purchases and acquisitions outside the authority levels delegated to the Principal and Chief Executive;

Review financial policies and procedures on a regular basis;

Authorise the writing off of bad debts in line with the Financial Memorandum;

Seek assurance that the College adheres to all public sector purchasing and procurement requirements and to approve the awarding of tenders;

Approve the levying of tuition fees and charges on an annual basis;

Commission ad hoc analyses and reports as may be required.

Banking

Advise the Governing Body on investment and borrowing policy and strategy;

Advise the Governing Body on matters relating to the estimates, budget and presentation of the accounts of the college and other such matters as the Governing Body may from time to time remit to it

Ensure that appropriate cheque signatories are in place;

Estates

Monitor estates strategy in light of present and projected student numbers;

Receive reports on PPP/PFI Projects and other capital projects;

Receive reports on environmental/energy saving issues;

Recommend to the Governing Body land/buildings disposal and purchases

Review all Capital Expenditure at least once per annum

Health and Safety

Ensure appropriate policies and standard operating procedures are in place;

Ensure regular health and safety checks are carried out;

Receive an annual report and presentation on Health and Safety.

Staffing

Ensure that there is an approved framework in place for the recruitment, appointment, promotion, conduct and dismissal of staff and that this is reviewed regularly;

Receive reports which confirm that the College is statutorily compliant and proper regard given to all relevant employment and other legislation;

Ensure that the planning process for developing college strategy and matching staff resources to ensure its delivery are closely integrated and can be supported within budget;

Consider and advise the Governing Body on the outcomes of all staffing efficiency reviews within the collective bargaining framework;

Consider all relevant issues where a redundancy situation exists and to ensure that financial and staffing considerations are aligned , before making a recommendation to the Governing Body;

Receive regular reports on employee relations across all campuses in the College;

Review agreed HR Key Performance Indicators at each meeting;

Monitor the composition of the workforce and applications to the College, comparing this against the profile of the local community and to receive a report annually which monitors the composition of the workforce;

Seek assurance that staff development and appraisal arrangements are appropriate to the enhancement of staff capabilities;

Consider the outcome of any staff surveys and identify trends;

General

Review insurance arrangements on an annual basis;

Recommend approval of policies relating to finance and staffing to the Governing Body;

Liaise with other Committees as appropriate;

Carry out any other responsibilities delegated by the Governing Body.

Appendix 3 College Code of Conduct for Governing Body Members

1. INTRODUCTION

1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Governing Body Members Governing Body Members to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Governing Body and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

1.2 In addition to this Code, Governing Body members are recommended to familiarise themselves with the source documents listed in the Schedule.

1.3 If a Governing Body Member is in doubt about the provisions of this Code or any of the source documents, the Secretary should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governing Body Member of the College and for any act or omission in that capacity rests with the individual Governing Body Member.

1.4 This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the College to which Governing Body Members may be appointed.

1.5 By accepting appointment to the Governing Body each Governing Body Member agrees to accept the provisions of this Code.

1.6 Each Governing Body Member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to action being taken in accordance with Appendix 6 up to and including the termination of their appointment as a Member in accordance with part iv of the Instrument of Government.

2. INTERPRETATION

2.1 For purposes of this Code words importing one gender import any gender and all other definitions have the same meanings as given in the College's Instrument and Articles of Government.

- “Further Education Code of Governance ”** Further Education Code of Governance 2016 issued by DfE
- “College”** this College
- “College Mission Statement”** the statement set out/referred to at **clause 3.1** of this Code or such other mission statement as may be agreed by the Governing Body from

	time to time
“College Core Values”	those Core Values set out at clause 3.2 of this Code or such other core values as may be agreed by the Governing Body* from time to
“Governing Body*”	the further education Governing Body which was established for the purpose of conducting the College
“Governing Body Member*”	“Chair”, “Principal” and “Secretary” mean respectively the Member of the Governing Body of the College, the Chair of the Governing Body*, the Principal/Chief Executive of the College and the Secretary of the Governing Body
DfE	The Department for the Economy
“Further Education Code of Governance”	The NI Code of Governance issued by DfE IN 2016

3. AIMS AND VALUES

3.1 Our mission is to shape our community, by promoting an inclusive learning environment, which will empower and enable individuals and businesses to fulfil their ambitions. We will contribute to the Programme for Government and associated strategies aimed at promoting social and economic wellbeing and the future prosperity of Northern Ireland.

3.2 Our values are at the core of what we do; Solution Focused; Excellence Driven; Responsive and Collaborative.

3.3 The College Mission Statement, together with the corporate objectives set out in the College Development Plan, seek to encapsulate the core purposes and aims of the College. Governing Body Members must have due regard to these purposes and aims and to the Core Values when conducting the business of the College and considering the activities and proposed activities of the College.

3.4 The Governing Body recognises its obligations to all those with whom it has dealings, including students, employees, suppliers, other educational institutions, the wider community and Government Departments. In particular, the College is committed to:

3.4.1 having close regard to the voice of the learner;

3.4.2 combating any discrimination within the College on the grounds of the characteristics protected by relevant equality legislation including the provisions of Section 75 of the NI Act 1998;

3.4.3 engaging with the community which the College serves in order to understand and meet its needs;

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

4. **DUTIES**

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

4.2 Decisions taken by Governing Body members at meetings of the Governing Body and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governing Body members must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).

4.3 Governing Body members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Secretary should they become disqualified from continuing to hold office and also the responsibilities given to the Board of Governing Body members by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 3.

4.4 Governing Body members should comply with the Standing Orders and terms of reference of the Board of Governing Body members and its committees to ensure that the Board conducts itself in an orderly, fair, open and transparent manner. Governing Body members must keep those Standing Orders and terms of reference under periodic review.

4.5 Governing Body members should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Articles of Government are set out in Appendix 4. Whereas it is the Board of Governing Body members function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board of Governing Body members. Governing Body members should work together so that the Board and the Principal as Chief Executive perform

their respective roles effectively.

4.6 Governing Body members should refer to the Secretary for advice relating to the governance functions which are set out in Appendix 4 and have regard to the Secretary's independent advisory role.

5. STATUTORY ACCOUNTABILITY

5.1 Governing Body Members are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with the DfE and the Funding Agreement which the College has entered into with DfE as a condition of receiving public funds. A summary of some of the more important requirements of the MSFM is set out in **Appendix 5**.

5.2 Although the DfE is the main provider of funds to the College, Governing Body Members should note that they are also responsible for the proper use of income derived from other sources, such as Student Fees, education contracts, business engagement and project funding and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from DfE the College will have a memorandum of assurance and accountability with DfE which sets out the basis on which such funding is provided. Where DfE funding is received indirectly via a collaboration with a DfE funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

5.3 As accounting officer for the DfE, its Permanent Secretary is directly responsible and accountable to the Northern Ireland Assembly for ensuring that the uses to which the DfE puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to the Northern Ireland Assembly, through the Public Accounts Committee, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Northern Ireland Assembly Public Accounts Committee, alongside the Permanent Secretary to give an account of the use made by the College of such funds. The Governing Body is accountable to DfE for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with The Further Education (Northern Ireland) Order 1997 and general law.

6. PUBLIC SERVICE VALUES

The college is classified as an executive non-departmental public body and therefore, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in **Appendix 1** of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Governing Body Member, and should underpin all decisions taken by the Governing Body.

7. SKILL, CARE AND DILIGENCE

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

8. POWERS

Governing Body Members are responsible for taking decisions which are within the powers given to the Governing Body by the Further Education (Northern Ireland) Order 1997. A summary of those powers is set out in **Appendix 3**. If a Governing Body Member thinks that the Governing Body is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Secretary for advice.

9. CONFLICTS OF INTEREST

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

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

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

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

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

9.3.3 if the Governing Body Member concerned is present at a meeting of the Governing Body, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:-

9.3.3.1 not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and

9.3.3.2 withdraw from that Governing Body or committee meeting where required to do so by a majority of the Members of the Governing Body or committee present at the meeting.

9.4 For the purposes of **clause 9.3** "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and stepfather/mother/brother/sister/child.

9.5 Governing Body Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy and the College's policy on receiving gifts or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Secretary.

9.6 The Secretary will maintain a Register of Governing Body Members' Interests which will be open for public inspection. Governing Body Members must disclose routinely to the Governing Body all business interests, financial or otherwise, which they or persons associated with them may have, and the Secretary will enter such interests on the Register. Governing Body Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Governing Body Members should inform the Secretary whenever their circumstances change, and interests are acquired or lost. In deciding whether an interest should be disclosed, Governing Body Members should have regard to the meaning given to "interest" in **clauses 9.3** and **9.5** of this Code.

10. **COLLECTIVE RESPONSIBILITY**

10.1 The Governing Body operates by Governing Body members taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or videoconference and by alternative methods such as written resolutions, in all cases only if so provided for in the Instrument and Articles. Therefore, a decision of the Board of Governing Body members even when it is not unanimous, is a decision taken by the Governing Body members collectively and each individual Governor has a duty to stand by it, whether or not he or she was present at the meeting of the Board when the decision was taken.

10.2 If a Governor disagrees with a decision taken by the Board, his or her first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees,

he or she should consult the Chair and, if necessary, then raise the matter with the Board when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or of any five Board members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Secretary to circulate the Governor's views in advance to the other Board Members. Alternatively, as a final resort, the Governor may decide to offer his or her resignation from office, after consulting the Chair.

11. OPENNESS AND CONFIDENTIALITY

11.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governing Body Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Governing Body's. Accordingly, agendas, minutes and other papers relating to meetings of the Governing Body are normally available for public inspection when they have been approved for publication by the Chair.

11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Governing Body considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Secretary, and will be circulated in confidence to Governing Body Members save for those Members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). Items will be treated as confidential until the Governing Body decides otherwise. The Governing Body may wish to take external professional advice in arriving at its decision. When considering such issues, the Governing Body Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000. Refer to any College policy on Access to Information, if appropriate.

11.3 However, staff and student Governing Body Members have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.

11.4 It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governing Body Members with a shared corporate responsibility for decisions. Governing Body Members should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Governing Body are satisfied should be dealt with on a confidential basis.

11.5 Governing Body Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in his or her

absence, the Vice Chair. It is unethical for Governing Body Members publicly to criticize, canvass or reveal the views of other Governing Body Members which have been expressed at meetings of the Governing Body or its committees.

12. COMPLAINT

12.1 In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, there are appropriate complaints procedures in place and these are publicised on the College website . The customer complaints process and associated policy can be found here: [SERC Customer Complaints and Compliments Policy](#)

12.2 Complaints against GB Members

Members who wish to submit a complaint against the Governing Body or its members should refer to the process set out at Appendix 7.

13. ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Governing Body is expected or refer to the Instrument of Government if a more stringent or detailed attendance requirement has been set out so that Governing Body Members can perform their functions properly.

14. GOVERNANCE DEVELOPMENT

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

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

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

In accepting the post of a Governor of South Eastern Regional College I agree to sign up to the following:

List of source documents

1. the College's Instrument of Government;
2. the College's Articles of Government;
3. the Standing Orders and terms of reference of the Governing Body and its committees;
4. the Financial Memorandum entered into by the College with DfE
5. the College's Mission Statement and corporate objectives;
6. the College Development Plan
7. the College's policies that extend to Governing Body members, including the College's policies on equal opportunities, and the anti-bribery policy, the College's policy on receiving gifts and the College's policy on conflicts of interest and the College's policy on safeguarding learners;
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely⁷:
 - 8.1 selflessness;
 - 8.2 integrity;
 - 8.3 objectivity;
 - 8.4 accountability;
 - 8.5 openness;
 - 8.6 honesty; and
 - 8.7 leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at **Appendix 1**;

9. the Audit

10. the Code of Good Governance⁸ the Foundation Code⁹ the UK Corporate Governance Code (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council¹⁰;

11. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

An extract from the Good Governance Standard setting out the six core principles of good governance is set out at **Appendix 2**;

Appendices 1 (the Seven Principles of Public Life), **2** (Six Core Principles of Good Governance), **3** (Responsibilities of Governing Body Members), **4** (Responsibilities of the Principal and Secretary), **5** (Financial Memorandum of the SFA) and **6** (Powers of the Governing Body) are attached to this Code for reference.

+ AS A GOVERNING BODY MEMBER I AGREE TO OBSERVE THIS CODE OF CONDUCT TO THE BEST OF MY ABILITIES.

Dated:

Name of Governing Body Member

1. A CODE OF CONDUCT FOR THE GOVERNING BODY OF South Eastern Regional College

1. Ministers expect that the conduct of those they appoint to serve on the boards of public bodies will be above reproach.
 2. Like others who serve the public, public appointees are expected to uphold the seven principles of public life set by the Committee on Standards in Public Life. The seven principles are:
 - **Selflessness** - holders of public office should act solely in terms of the public interest;
 - **Integrity** - holders of public office must avoid placing themselves under any obligation to people or organisations that might try to inappropriately influence 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;
 - **Objectivity** – holders of public office must act and take decision impartially, fairly and on merit, using the best evidence and without discrimination or bias;
 - **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;
 - **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;
 - **Honesty** - holders of public office should be truthful; and
 - **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 whenever it occurs.
2. The Governing Body acknowledges and accepts these principles in the conducting of its business and that of the College.

3. Six Core Principles of Good Governance

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

- 1. Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 1.2 Making sure that users receive a high-quality service;
 - 1.3 Making sure that taxpayers receive value for money.
- 2. Good governance means performing effectively in clearly defined functions and roles**
 - 2.1 Being clear about the functions of the governing body;
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 2.3 Being clear about relationships between the governors and the public.
- 3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 3.1 Putting organisational values into practice;
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
- 4. Good Governance means taking informed, transparent decisions and managing risk**
 - 4.1 Being rigorous and transparent about how decisions are taken;
 - 4.2 Having and using good quality information, advice and support;
 - 4.3 Making sure that an effective risk management system is in operation.
- 5. Good governance means developing the capacity and capability of the governing body to be effective**

- 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
 - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
 - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
- 6. Good governance means engaging stakeholders and making accountability real**
- 6.1 Understanding formal and informal accountability relationships;
 - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
 - 6.3 Taking an active and planned approach to responsibility to staff;
 - 6.4 Engaging effectively with institutional stakeholders.

4. Summary of Main Responsibilities of Governing Body Members under the Articles of Government

Responsibilities that cannot be delegated are indicated with a double asterisk.

Under the College's Articles of Government¹¹ the *Governing Body* shall be responsible:

- (a) for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities**
- (b) for publishing arrangements for obtaining the views of staff and students on the determination and periodic review of staff and students of the educational character and mission of the institution and the oversight of its activities;
- (c) for approving the quality strategy of the institution;
- (d) for the effective and efficient use of resources, the solvency of the institution and the *Governing Body* and for safeguarding their assets**
- (e) for approving annual estimates of income and expenditure;

(f) for setting a framework for the pay and conditions of service of all other staff;
and

(g) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the DfE).

Responsibilities which must not be delegated

The Articles of Government prohibit the *Governing Body* from delegating the following:-

(a) the determination and periodic review of the educational character and mission of the institution**;

(b) the approval of the annual estimates of income and expenditure;

(c) the responsibility for ensuring the solvency of the institution and the *Governing Body* and the safeguarding of their assets**

(d) the appointment of the Principal or holder of a senior post;

(e) the appointment of the Secretary (including, where the Secretary is, or is to be, appointed as a member of staff the Secretary 's appointment in the capacity as member of staff);

(f) the modifying or revoking of the Articles of Government;

(g) the consideration of the case for dismissal, of the Principal, the Secretary or the holder of a senior post unless such function is delegated to a committee of *Members of the Governing Body*; and

(h) the power to determine an appeal in connection with the dismissal of the Principal, the Secretary or the holder of a senior post unless such power is delegated to a committee of *Members of the Governing Body*.

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

5. Summary of main responsibilities of the Governing Body and the Principal under the Articles of Government

Under the College's Articles of Government, the Governing Body shall be responsible for:

Subject to the requirements of the Order, the Governing Body shall be responsible for

securing the efficient and effective management of College activities and property in accordance with the charitable purpose of the College as set in paragraph 3. It may, however, subject to paragraph 7, delegate to an appropriate committee of the Governing Body or the Principal and Chief Executive such responsibilities as it considers would be expedient for the efficient organisation of the work and functions of the College.

The Governing Body shall ensure that individual members are given the required information and adequate opportunities to acquire and update the necessary knowledge and skills required to enable them to perform effectively as members of the Governing Body.

Notwithstanding paragraph 5, the Governing Body shall not delegate responsibility for the following:

- a. determining the mission of the College and the strategic oversight of its activities and for maintaining its general character;
- b. the effective use of resources, the solvency of the College and any steps required for the purposes of safeguarding assets;
- c. approving annual estimates of income and expenditure;
- d. approving a framework for the pay and conditions of service of staff and arranging for the negotiation of such terms with the recognised representatives of such staff;
- e. approving a framework for managing the appointment, promotion, appraisal, discipline, conduct and grievances of staff; and
- f. the appointment, appraisal, discipline, conduct and grievance of the Principal and Chief Executive.

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

- a. making proposals to the Governing Body about the educational nature and mission of the College and for ensuring that the decisions of the Governing Body in this and all other regards are implemented;
- b. providing the Governing Body with adequate information on all of the College's affairs to enable it to comply fully and effectively with the requirements of its role;
- c. the day-to-day organisation, direction and management of the College and leadership of the staff;

- d. as accounting officer, the preparation of proposed annual estimates of income and expenditure, for consideration and approval by the Governing Body, and for the overall management of the budget and other resources within the estimates approved by the Governing Body;
- e. the maintenance of proper accounts and records in line with the requirements of statutory authorities and the Order, and the provision of such data as may be required to the Governing Body, the Department or other appropriate statutory body;
- f. the quality of teaching and performance of the functions of the College especially with regard to academic provision;
- g. the arrangements for the admission, assessment and examination of students;
- h. the development of the curriculum and programmes of staff development;
- i. the implementation of the policies for the appointment, development, promotion, appraisal, discipline, conduct and grievances of staff;
- j. the maintenance of student discipline and the suspension and/or expulsion of students within the framework set by the Governing Body; and
- k. such other duties as may be delegated by the Governing Body, subject to the exclusions listed in paragraph 7.

6. Summary of main responsibilities of the Secretary under the Articles of Government.

Under the College's Instrument of Government the Secretary shall be responsible for advising the *Governing Body* with regard to:

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

7. Summary of Main Provisions of the Management Statement/Financial Memorandum

****Any subsequent changes to the MSFM will be published on the Governing Body TeamSite and members will be advised of the changes to associated documents such as this Code and the Scheme of Delegation****

Purpose

The purpose of the MS/FM is to provide the Department with a clear framework of strategic control for each of the six colleges in their capacity as Departmental NDPBs. In particular, the framework covers the operations, financing, governance, accountability and control of the NDPB and the conditions under which any government funds are provided.

Format

The document is based on a model prepared by the Department of Finance (DoF).

The terms and conditions set out in the combined MS/FM may be supplemented by guidelines or directions issued by the Department in respect of the exercise of any individual functions, powers and duties of the college.

The responsibility for ensuring that the college complies with this MS/FM, and related guidance, rests with the Governing Body (GB) of the college. The Department is responsible for ensuring that the college has robust governance arrangements in place to ensure compliance with the requirements of the MS/FM.

A copy of the MS/FM should be given to all newly appointed GB members, senior college executive staff and departmental sponsor staff on appointment. Additionally, the MS/FM should be tabled for the information of GB members, annually, at a full meeting of the GB. Amendments made to the MS/FM should also be brought to the attention of the full GB on a timely basis.

Subject to the legislation noted below, this Management Statement (MS) sets out the broad framework within which the college will operate, in particular:

- the college's overall aims, objectives and outcomes in support of the Department's wider strategic aims and the outcomes contained in its Programme for Government (PfG) outcomes;
- the rules and guidelines relevant to the exercise of the college's functions, duties and powers;
- the conditions under which any public funds are paid to the college; and
- how the college is to be held to account for its performance.

The associated Financial Memorandum (FM) sets out in greater detail certain aspects of the financial provisions which the college shall observe. However, the MS and FM do not convey any legal powers or responsibilities.

The document shall be periodically reviewed by the Department as necessary in accordance with paragraph X (ten) of the FM.

The college, Department, or the Minister, may propose amendments to this document at any time. Any such proposals by the college shall be considered in the light of evolving departmental policy aims, operational factors and the track record of the college itself. The guiding principle shall be that the extent of flexibility and freedom given to a college shall reflect both the quality of its internal controls to achieve performance and its operational needs. The Department shall determine what changes, if any, are to be incorporated into the document. Legislative provisions shall take precedence over any part of the document. Significant variations to the document shall be cleared with DoF Supply after consultation with colleges, as appropriate. (The definition of “significant” will be determined by the Department in consultation with DoF).

The MS/FM is approved by DoF Supply, and signed and dated by the Department and the college’s Principal/Chief Executive.

Any question regarding the interpretation of the document shall be resolved by the Department after consultation with the college and, as necessary, with DoF Supply.

Copies of this document and any subsequent substantive amendments shall be placed in the Library of the Assembly. (Copies shall also be made available to members of the public on the college’s website).

RESPONSIBILITIES AND ACCOUNTABILITY

The Minister

Under the 1997 Order, the GB of the college is accountable to the Minister.

The Minister is accountable to the Assembly for the activities and performance of the college. His/her responsibilities include:

- approving the college's strategic objectives and the policy and performance framework within which the college will operate (as set out in this Management Statement and Financial Memorandum and associated documents);
- keeping the Assembly informed about the college's performance;
- approving the amount of grant-in-aid/grant/other funds to be paid to the college, and securing Assembly approval; and
- carrying out responsibilities specified in the 1997 Order, including appointments to the GB.

3.2 The Accounting Officer of the Department

The Permanent Secretary, as the Department's Principal Accounting Officer (the 'Departmental Accounting Officer'), is responsible for the overall organisation, management and staffing of the Department and for ensuring that there is a high standard of financial management in the Department as a whole. The Departmental Accounting Officer is accountable to the Assembly for the issue of any grant-in-aid to the college. The Departmental Accounting Officer designates the Principal/Chief Executive of the college as the college's Accounting Officer, and may withdraw the Accounting Officer designation if he/she believes that the incumbent is no longer suitable for the role.

In particular, the Departmental Accounting Officer shall ensure that:

- the college's strategic aims and objectives support the Department's wider strategic aims and current PfG outcomes;
- the financial and other management controls applied by the Department to the college are appropriate and sufficient to safeguard public funds; and for ensuring that the college's compliance with those controls is effectively monitored ("public funds" include not only any funds granted to the college by the Assembly but also any other funds falling within the stewardship of the college);

- the internal controls applied by the college conform to the requirements of regularity, propriety and good financial management;
- payments to the college by the Department are only in support of activities specified in the 1997 Order;
- payments will be subject to the provisions of the 1997 Order, the conditions set out in this FM, and such terms and conditions as the Department may, from time to time, prescribe in accordance with the 1997 Order;
- the college co-operates fully in the conduct of any reviews initiated;
- any grant-in-aid to the college is within the ambit and the amount of the Request for Resources and that Assembly authority has been sought and given; and
- the college's GB and/or its Audit and Risk Committee are informed if there are any serious concerns about the college's financial affairs or system of internal controls.

The responsibilities of a Departmental Accounting Officer are set out in more detail in Chapter 3 of MPMNI.

3.3 The Sponsoring Team/Senior Sponsor in the Department – FE Division

Within the Department, FE Division is the sponsoring team for the college. The Team, in consultation as necessary with the relevant Departmental Accounting Officer, is the primary source of advice to the Minister on the discharge of his/her responsibilities in respect of the college, and the primary point of contact for the college in dealing with the Department. FE Division shall carry out its duties under the management of the Director of FE Division (the Senior Sponsor), who shall have primary responsibility within the team for overseeing the activities of the college.

FE Division shall advise the Permanent Secretary and/or Minister on:

- an appropriate framework of objectives and outcomes for the college in the light of the Department's wider strategic aims and current PfG outcomes;
- an appropriate budget for the college in the light of the Department's overall public expenditure priorities; and
- how well the college is achieving its strategic objectives and whether it is delivering value for money.

In support of the Departmental Accounting Officer, FE Division shall:

on performance and risk management -

- monitor the college's activities on a continuing basis through an adequate and timely flow of information from the college on performance, budgeting, control, and risk management, including early sight of the college's Governance Statement;
- address in a timely manner any significant problems arising in the college, whether financial or otherwise, making such interventions in the affairs of the college as the Department judges necessary to address such problems; and
- periodically carry out a risk assessment of the college's activities to inform the Department's oversight of the college; strengthen these arrangements if necessary; and amend the MS and FM accordingly.

The risk assessment shall take into account the nature of the college's activities; the public monies at stake; the college's corporate governance arrangements; its financial performance; internal and external auditors' reports; the openness of communications between the body and the Department; and any other relevant matters;

on communication with the college -

- inform the college of relevant Executive/government policy in a timely manner; if necessary, advise on the interpretation of that policy; and issue specific guidance to the college as necessary; and
- bring concerns about the activities of the college to the attention of the full GB, and require explanations and assurances from the GB that appropriate action has been taken.

3.4 The College's Governing Body

The GB members are appointed in accordance with the 1997 Order and the Instrument for Government. Governors may serve a maximum of two four-year terms, in accordance with the Instrument of Government and the Code of Practice issued by the Commissioner for Public Appointments for Northern Ireland.

The GB has corporate responsibility for ensuring that the college secures the effective and efficient management of the college and ensures the college provides suitable and efficient further education. It must also fulfil the aims and objectives set by the Department, and approved by the Minister, and promote the efficient, economic and effective use of staff and other resources by the college. To this end,

and in pursuit of its wider corporate responsibilities, the college GB should, along with the responsibilities listed below, fulfil the requirements detailed in the Code of Governance, Instrument of Government and the Articles of Government:

- establish the overall strategic direction of the college within the policy and resources framework determined by the Department and the Minister;
- constructively challenge the college's executive team in their planning, target setting and delivery of performance;
- ensure that the Department is kept informed of any changes which are likely to impact on the strategic direction of the college or on the attainability of its outcomes, and determine the steps needed to deal with such changes;
- ensure that any statutory or administrative requirements for the use of public funds are complied with; that the GB operates within the limits of its statutory authority and any delegated authority agreed with the Department, and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the GB takes into account all relevant guidance issued by DoF and the Department;
- ensure that it receives and reviews regular financial information concerning the management of the college; is informed in a timely manner about any concerns relating to the activities of the college; and provides positive assurance to the Department that appropriate action has been taken on such concerns;
- demonstrate high standards of corporate governance at all times, including using the independent audit and risk committee (see section 4.7) to help the GB to address the key financial and other risks facing the college; and
- appoint a Chief Executive/Principal of college subject to the provisions of the 1997 Order.
- Individual GB members shall act in accordance with their wider responsibilities as members of the GB, namely to:-
 - to comply at all times with the Code of Governance, Instrument of Government and the Articles of Government that are adopted by the college and with the rules and guidance relating to the use of public funds and to conflicts of interest;
 - not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations; and to declare

publicly and to the GB any private interests that may be perceived to conflict with their public duties;

- comply with the GB's rules on the acceptance of gifts and hospitality, and of business appointments; and
- act in good faith and in the best interests of the college.

The college must submit all minutes of GB meetings to the Department in a timely manner.

3.5 The Chairperson of the Governing Body

The Chairperson is selected and appointed in accordance with the 1997 Order and the Instrument of Government.

The Chairperson is responsible to the Minister of the Department. The Chairperson shall ensure that the college's policies and actions support the wider strategic policies of the Minister; and that the college's affairs are conducted with probity. The Chairperson shares with other GB members the corporate responsibilities for ensuring that the college fulfils the aims as approved by the Minister. To this end, and in pursuit of its wider corporate responsibilities, the college's GB should accord with the responsibilities detailed in the Code of Governance, Instrument of Government and the Articles of Government.

The Chairperson has particular leadership responsibilities, as set out in the Code of Governance and the Articles of Government, on the following matters:-

- formulating the GB's strategy;
- ensuring that the GB, in reaching decisions, takes proper account of guidance provided by the Minister or the Department;
- promoting the efficient, economic and effective use of staff and other resources;
- encouraging and delivering high standards of regularity and propriety;
- representing the views of the GB to the general public.
- ensuring that the GB meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and where appropriate, the views of individual GB members.

The Chairperson shall also:

- ensure that all members of the GB, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities, and receive appropriate induction training, including on the financial management and reporting requirements of public sector bodies and on any differences which may exist between private and public sector practice;
- advise the Department of the needs of the college when GB vacancies arise, with a view to ensuring a proper balance of professional and financial expertise;
- assess the performance of individual members. Members will be subject to ongoing performance appraisal, with a formal assessment being completed by the Chair of the GB at the end of each year, and prior to any re-appointment of individual members taking place. Members will be made aware that they are being appraised, the standards against which they will be appraised, and will have an opportunity to contribute to and view their report. The Chair of the GB will also be appraised on an annual basis by the Director of Further Education Division (acting on behalf of the Departmental Accounting Officer);
- sign a Statement of the responsibilities of the GB, for inclusion in the annual report and accounts.

The Chairperson shall also ensure that a Code of Conduct for GB members is in place, based on the Cabinet Office's Code of Practice for Board Members of Public Bodies. The Code shall commit the Chairperson and other GB members to the Nolan "seven principles of public life", and shall include a requirement for a comprehensive and publicly available register of GB members' interests.

Communications between the GB, the Minister and the Department shall normally be through the Chairperson. The Chairperson shall ensure that the other GB members are kept informed of such communications on a timely basis.

3.6 The Principal/Chief Executive's Role as Accounting Officer

The Principal/Chief Executive of the college is designated as the college's Accounting Officer by the Departmental Accounting Officer.

The Accounting Officer of the college is personally responsible for safeguarding the public funds for which he/she has charge; for ensuring propriety and regularity in the handling of those public funds; and for the day-to-day operations and management of the college.

As Accounting Officer, the Principal/Chief Executive shall exercise the following responsibilities in particular:

on planning and monitoring -

- establish, in agreement with the Department, the college's corporate and business plans in support of the Department's wider strategic aims and current PfG outcomes;
- inform the Department of the college's progress in helping to achieve the Department's policy objectives and in demonstrating how resources are being used to achieve those objectives; and
- ensure that timely forecasts and monitoring information on performance and finance are provided to the Department; that the Department is notified promptly if overspends or underspends are likely and that corrective action is taken; and that any significant problems, whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the Department in a timely fashion.

on advising the Governing Body -

- advise the GB on the discharge of its responsibilities as set out in this document, in the 1997 Order and in any other relevant instructions and guidance that may be issued from time to time by DoF or the Department;
- advise the GB on the college's performance compared with its aim(s) and objectives;
- ensure that financial considerations are taken fully into account by the GB at all stages in reaching and executing its decisions, and that standard financial appraisal techniques are followed appropriately; and
- take action in line with Section 3.8 of MPMNI if the GB, or its Chairperson, is contemplating a course of action involving a transaction which the Chief Executive considers would infringe the requirements of propriety or regularity, or does not represent prudent or economical administration, efficiency or effectiveness.

on managing risk and resources -

- ensure that a system of risk management is maintained to inform decisions on financial and operational planning and to assist in achieving objectives and outcomes;
- ensure that an effective system of programme and project management and

contract management is maintained;

- ensure compliance with the Northern Ireland Public Procurement Policy;
- ensure that all public funds made available to the college (including any income or other receipts) are used for the purpose intended by the Assembly, and that such monies, together with the college's assets, equipment and staff, are used economically, efficiently and effectively;
- ensure that adequate internal management and financial controls are maintained by the college, including effective measures against fraud and theft;
- maintain a comprehensive system of internal delegated authorities that are notified to all staff, together with a system for regularly reviewing compliance with these delegations; and
- ensure that effective personnel management policies are maintained.

on accounting for the College's activities –

- sign the accounts and be responsible for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with any directions issued by the Minister/the Department, or DoF;
- sign a Governance Statement regarding the college's system of internal control, for inclusion in the annual report and accounts;
- ensure that effective procedures for handling complaints about the college are established and made widely known within the college;
- act in accordance with the terms of this document and with the instructions and relevant guidance in MPMNI and other instructions and guidance issued from time to time by the Department and DoF - in particular, Chapter 3 of MPMNI and the Treasury document Regularity and Propriety and Value for Money (a copy of which the Principal/Chief Executive shall receive on appointment). Section IX of the Financial Memorandum refers to other key guidance;
- ensure all relevant staff subscribe to the Accountability and Financial Management Division (AFMD) of DoF website and implement guidance as necessary;
- give evidence, normally with the Accounting Officer of the Department, if summoned before the Public Accounts Committee on the use and stewardship of

public funds by the college;

- ensure that an Equality Scheme is in place, reviewed and equality impact assessed as required by the Equality Commission and TEO;
- ensure that Lifetime Opportunities (the NI Executive's anti-poverty and social inclusion scheme) is taken into account; and
- ensure that the requirements of the Data Protection Act 1998, the Freedom of Information Act 2000, the Data Protection Act 2018 and the General Data Protection Regulations (GDPR) are complied with.

3.7 The Chief Executive's role as Consolidation Officer

For the purpose of Whole of Government Accounts, the Principal /Chief Executive/ of the college is normally appointed by DoF as the college's Consolidation Officer.

As the college's Consolidation Officer the Principal /Chief Executive shall be personally responsible for preparing the consolidation information that sets out the financial results and position of the college, for arranging for its audit and for sending the information and the audit report to the Principal Consolidation Officer nominated by DoF.

As Consolidation Officer, the Principal /Chief Executive shall comply with the requirements of the Consolidation Officer Letter of Appointment as issued by DoF and shall, in particular:

- ensure that the college has in place and maintains sets of accounting records that will provide the necessary information for the consolidation process; and
- prepare the consolidation information (including the relevant accounting and disclosure requirements and all relevant consolidation adjustments) in accordance with the consolidation instructions and directions ["Dear Consolidation Officer" (DCO) and "Dear Consolidation Manager" (DCM) letters] issued by DoF on the form, manner and timetable for the delivery of such information.

Sanctions for breaching the Code of Conduct-please see amendments in Code of Conduct document

PROCEDURE FOR DEALING WITH COMPLAINTS AGAINST THE GOVERNING BODY AND BOARD MEMBERS

1.1 This procedure is solely for dealing with complaints against the Governing Body (GB) or an individual Member of the GB in their capacity as a Governor. This procedure may be used by Students, Staff, Governors and any other third party. This procedure only applies where no other policy or procedure can be used to make a complaint. On the application of another existing policy this procedure cannot be used. Complaints considered under this procedure must relate to the Complainant's own treatment by the GB or a Member of the GB acting in his/her capacity as Governor. Complaints considered under this procedure must relate to:

- the performance by the GB, or a Member of the GB, of the functions respectively allocated to them under the Articles of Government of the College; and/or
- the exercise by the GB of its powers; and/or
- any other alleged breach or non-observance of the duties of the GB or individual GB Members under the Instrument or Articles of Government of the College, its Code of Conduct for GB Members or the Financial Memorandum.

1.2 All complaints should be made in writing and addressed to the Secretary to the GB. Ordinarily, a complaint will not be considered if it is presented more than 3 months after the event(s) giving rise to the complaint. However, the Chair of the GB (or determining Chair (see below) if the complaint is against the Chair of the GB) may, exceptionally, exercise the discretion to permit a complaint presented outside the time limit to proceed, taking account of all the circumstances including (but not limited to): the length of and reasons for the delay in presenting the complaint; the seriousness of the complaint.

1.3 The Complainant is required to state clearly the nature of and grounds for the complaint (see paragraph 1.1 above) and, if appropriate, provide copies of any related documentation. The Complainant should also state the remedy he/she (or its) is seeking. It is not possible for a Complainant to require the disciplining or the removal of a GB Member as these are decisions for the Department for the Economy (DfE) in accordance with the Instrument and Articles of Government of the College.

1.4 On receipt of a complaint, the Secretary to the GB shall acknowledge receipt of the complaint in writing within seven working days (subject to the Secretary's presence at work). If the complaint is made directly against the Chair of the GB, the Secretary to the GB should consult with the Vice Chair and follow the process in 1.5

below. If the complaint is directly against both the Chair and the Vice Chair, the Secretary to the GB should consult with a Committee Chair and this individual will become the determining Chair for the purposes of para 1.5 below. If the complaint is against the GB as a whole, the Chair of the GB is the determining Chair.

1.5 On receiving the complaint from the Secretary of the GB, the Chair of the GB (or determining Chair) shall determine:

- If the complaint can be considered and dealt with by the GB (or a part thereof) as part of normal business or;
- If, due to the nature of the complaint, it should be referred to an External Agency such as the police and the DfE in the first instance or;
- If the complaint should be referred to an independent investigator, external to the College who has substantial experience of college governance or is otherwise qualified to conduct the investigation.

In all cases the independent investigator appointed must not have been involved in the matters subject to the complaint.

1.6 Save in exceptional circumstances, copies of the complaint will be provided to members of the GB about whom the complaint is made.

1.7.1 If it is determined that the complaint can be considered by the GB, it will be brought before the GB at the next meeting. The Complainant may be given the opportunity to present their complaint and answer questions from Governors. The GB will determine whether or not any further investigative steps are required (including obtaining further evidence and/or interviewing other witnesses). The GB will then make a determination and inform the Complainant of that determination in writing. This will be the final stage in the process and no appeal lies from the determination by the GB.

1.7.2 The Governors reserve the right to refer the complaint to an External Agency or an independent investigator if information is provided at the meeting with the Complainant which results in the GB deciding that it should not make a determination.

1.8 If it is determined that the complaint should be referred to an External Agency, the Chair will carry this out, informing DfE and the GB. The External Agency will then deal with the matter under its own procedures and this procedure will no longer apply.

1.9 If it is determined that the complaint should be referred to an independent investigator, the Chair (or, determining Chair) will consult with the Chief HR Officer to procure the services of an independent investigator. The independent investigator will then:

- a. consider the complaint and, if necessary, in order to determine disputed issues of

fact, interview the Complainant, those who are the subject of the complaint and any other witnesses identified as appropriate by the independent investigator;

b. produce a written report setting out their findings and recommendations in relation to the complaint. The GB will ordinarily strive to obtain the report within twenty-eight days of the complaint being presented. However, in some instances, for good reason, the investigation may take longer. In such cases, both the Complainant and any individual Governor who has had a complaint made against them will be kept informed of progress and likely timescale.

2.0 The GB shall meet, as soon as possible after receipt of the report, normally within 20 working days. The GB will then consider the report and make a determination on accepting the report's findings and recommendations in whole or part and, if so, what, if any, remedy should be granted to the Complainant. Where the GB does not accept the report either in whole or in part they must record their rationale for doing so in writing. No individual member of the GB who is the specific subject of the complaint shall participate in the decision-making process

2.1 The Chair of the GB (or, determining Chair) shall, ordinarily within seven working days of the GB meeting, issue a written response to the Complainant confirming the decision of the GB in relation to the complaint, with reasons for its decision where appropriate and enclose a copy of the report. Where the complaint has been made against an individual member of the GB, that individual member should also receive a letter confirming the decision of the GB, the reasons for the decision and a copy of the report. This is the final stage in the process and there is no further right of appeal within the College.

2.2 If there is any reason why the GB considers redactions should be made to the report before it is provided to either Complainant or the subject of the complaint, specific advice should be taken before a final decision on redactions is made. The reason for redactions should be explained to the affected party in writing.

Appendix 4

SERC Governing Body: Board Meeting Etiquette

The following code should be adhered to by members of the Governing Body and any other attendees at a meeting of the Governing Body of South Eastern Regional College of one of its subcommittees.

- Be clear as to the purpose of the meeting and the role you play at that meeting
- Read the agenda, and any supporting papers ahead of the meeting and prepare questions to be raised at the appropriate time, or think of suggestions to resolve problems;
- Request further information ahead of the meeting or seek clarification from the Secretary to the Governing Body or report author, where appropriate;
- Arrive for the meeting on time, and ensure regular attendance at all meetings;
- If you are responsible for a topic to be addressed at the meeting provide supporting papers in advance of the meeting to the GB Secretary for circulation
- Seek the Chairperson's consent to any third-party attendees explaining the reasons and with supportive details of the issue and individual

At the Start of the Meeting

- The Chairperson should introduce any third-party attendees
- Any member who finds it necessary to commit less time than the meeting is likely to take or has to leave at a particular time should consult the Chairperson to see if the agenda can be varied to reflect that requirement
- Any other business not shown on the agenda and which any person wishes to be addressed by the meeting should be identified to the Chairperson who can then decide if that business can be added to the agenda

During the Meeting

- Turn off your mobile phone/electronic communications device (or where an electronic device must be kept on, turn to silent and excuse yourself from the

meeting should you need to answer an urgent call; forewarn attendees if you know that you are expecting an urgent call and gain the permission of the Chairperson to keep the electronic device on);

- If using an electronic device (laptop or tablet computer) to make notes or access the agenda and papers during the meeting, it is advisable to inform fellow members of your intention and gain the permission of the Chairperson. These devices should not be used during the meeting for any other matter not on the agenda such as accessing emails, calendar/diary or the internet;
- If people are joining the meeting via video conferencing be aware of time delays when listening/responding. Care should be taken when Board members join the meeting remotely that they are fully included in the discussion as though they were present in the room. The Chair should also ensure that those not physically present can hear and be heard clearly and that any visual information is communicated to them.
- Unless there are specific reasons for doing so, no part of the meeting should be visually, or audio recorded. If such recording is agreed the Chairperson must inform the meeting beforehand.
- If appropriate, attract the Chairperson's attention when wishing to contribute to the discussion, and wait until the Chairperson indicates that you may speak so as to avoid interrupting a fellow Board member;
- When invited to speak by the Chairperson, do so clearly, concisely and at a volume that all attendees can hear, without shouting;
- Be constructive and professional in the way you impart an opinion or information;
- Ensure the time is well used by making points that are relevant, short and to the point.
- Listen attentively and respectfully to others, making note of any points you would like to raise when an opportunity to respond has been accorded;
- Ensure you maintain body language that demonstrates your participation and engagement in the meeting;
- Do not use inappropriate behaviour or language and challenge inappropriate behaviour/language of other members or the Executive team

- Treat attendees fairly and consistently, even when you disagree with their point of view; Tolerate diverse points of view – avoid giving offence (ready to apologise) and avoid taking offence (stay open to discussion);
- Challenge/criticise constructively and ensure that challenges are well-founded in facts.
- Be sensitive to colleagues need for support when challenging or being challenged and ensure no one becomes isolated in expressing their view – all ideas should be treated with respect and considered without preconception.
- Treat confidential matters arising in connection with or at the meeting confidential;
- Know and understand the role you play at the meeting, and the need for the board to act corporately (i.e. not to pursue self-interest or that of another body);
- Stay focussed on agenda items;
- Refrain from private conversations with the person sat next to you (whether spoken or written or through Skype/email/text messaging);
- Refrain from any electronic communication between members in the meeting;
- Seek professional guidance/clarification from the Governing Body Secretary wherever there may be any concern about a particular course of action;
- Where relevant and appropriate, action points and deadlines, identifying those responsible, should be agreed throughout the meeting in connection with Agenda items

After the Meeting

- Participate and contribute to any post-meeting review with a view to making future meetings more effective;
- Ensure you complete the tasks accorded to you and report back appropriately on their completion in a timely manner;
- Observe the sanctity of any confidential matters discussed at the meeting;
- Respond to email and telephone calls and other communications in a timely

and appropriate manner;

- Review the minutes of the meeting and satisfy yourself as to the accuracy of them;
- Attend to action points which indicate your responsibilities within the timescales set and report to the Chairperson the fact of completion

Breaches of the board etiquette

Where the Chair or Chair of Committee considers that the Board etiquette code has been breached, the chair, with guidance from the Secretary to the Governing Body, will take the action necessary in accordance with Appendix 6 of the Code of Conduct.

Board behaviour and performance, collectively and individually, will be reviewed as part of an Annual Board and Committee Evaluation process.

Appendix 5

Guidance for the year ahead with your Boardroom Apprentice

- During their training sessions they will get to develop their knowledge and understanding. Whilst with your Board, they will further develop and get to experience it in real life – that is key.
- The Boardroom Apprentice role is not as an observer. They are there to learn in a practical hands-on way. It is important that they are encouraged to contribute and supported to do so (at Board and Committee meetings).
- Board papers should be shared with the Boardroom Apprentice at the same time as the rest of the Board. It is not feasible to provide them with papers on the day and expect them to engage and contribute.
- The role of the Board Buddy is an important one. They are the constant level of support, guidance and knowledge. What worked well for many, was the Board Buddy meeting with the Apprentice in advance of Board Meetings, talking through the papers and then supporting them through the meetings.
- If you are having Board away/strategy days, invite the Boardroom Apprentice to attend also. This helps build relationships.
- Depending on the size and complexity of your organisation, seek to find opportunities for the Boardroom Apprentice to find out more about the work you do; ie visits, events.
- Make sure the Apprentice has the full year of board meeting dates confirmed in their diaries from the start.
- When it comes to attending committees, you can offer them the opportunity to attend each committee once or discuss with them which one committee they would like to attend and contribute for the year. Either works well depending on the Apprentice. Make sure they have the dates in their diaries.
- It is best to have a consistent board buddy and not a range throughout the year. Some Apprentices had the experience of having an Executive and Non-Executive Board Buddy which worked well. But where the board buddy changed or was rotated this did not provide the same level of support.
- Where your Board has a private meeting please discuss with the Apprentice whether attending or not is possible. The memorandum of understanding gives you comfort in relation to information sharing. It's important to talk this through with them rather than leave them to wonder why.