

COPRPORATION STANDING ORDERS

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NEW CITY COLLEGE CORPORATION STANDING ORDERS

1. INTRODUCTION & GENERAL DUTIES

- 1.1 The New City College Further Education Corporation (The Corporation) was established under the Further and Higher Education Act 1992, (F&HE Act).
- 1.2 Those sections of the F&HE Act detailing the powers and duties of Further Education Corporations were amended by the Learning and Skills Act 2000, the Education Act 2002, the Education and Inspections Act 2006, the Further Education and Training Act 2007 and the Education Act 2011.
- 1.3 The Corporation has the status of an Exempt Charity, under Schedule 3 of Charities Act 2011. Exempt Charities, although subject to general Charity Law, are not directly regulated by the Charity Commission, but by a Principal Regulator appointed by the Commission. The Secretary of State for Education has been appointed Principal Regulator for Further Education Corporations.
- 1.4 The Corporation is governed by the provisions of specific legislation and is expected to act in accordance with funding body requirements and good governance principles and practice:
 - The Education Acts as defined in Section 578 of the Education Act 1996.
 - The Further and Higher Education Act 1992, as amended
 - The Learning and Skills Act 2000
 - S.161 of the Education and Inspections Act 2006
 - The Further Education and Training Act 2007
 - The Apprenticeships, Skills Children and Learning Act 2009
 - The Education Act 2011
 - The Charities Act (2006)
 - The Charities Act (2011)
 - The Instrument and Articles of Government
 - The Code of Good Governance for English Colleges
 - The Financial Memorandum between the Skills Funding Agency (ESFA) and the Corporation (the Financial Memorandum); and the College Financial Regulations (Separately approved by the Corporation)
 - The Post 16 Audit Code of Practice (March 2017)
 - Technical and Further Education Act (April 2017)

A synopsis of these documents and of other general legislation that has application to the Corporation as employer etc. is available from the Director of Governance on request.

- 1.5 Nothing in this document is meant to override the provisions of the Statutory Instrument and Articles of Government, which at all times are to be regarded as the primary sources of guidance. In the event of any conflict, the Instrument and Articles shall prevail.

- 1.6 The Corporation is accountable to ESFA for the use of public funds and has ultimate responsibility for the College's management and administration.
- 1.7 The Corporation is usually referred to or described as the – Corporation or Board.
- 1.8 The Financial Memorandum between the ESFA and the College sets out the terms and conditions on which grant is made. The Corporation is responsible for ensuring the conditions of grant are met. As part of this process, the College must adhere to the (ESFA) Post 16 Code of Audit Practice (ACOP) which requires it to have sound systems for ensuring adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and financial and management control. These Standing Orders form part of this overall system of control.
- 1.9 The Corporation shall be responsible for:
 - The determination and periodic review of the educational character and mission of the institution and for the oversight of its activities;
 - Approving the quality strategy of the institution
 - The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
 - Approving annual estimates of income and expenditure.
 - The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk (including, where the Clerk is, or is to be appointed as, a member of staff, her/his appointment, grading suspension, dismissal and determination of pay in her/his capacity as member of staff); setting a framework for the pay and conditions of service of all other staff.

2 MEMBERSHIP OF THE CORPORATION

2.1 Membership of the Corporation

- a) The membership of the Corporation of New City College will be determined from time to time by the Corporation, as appropriate, having regard to the provisions of the Instrument of Government, the recommendations of the Search Committee and custom and practice. The Corporation resolved that the Board will comprise 20 members in the following categories:
 - 15 members who are, or have been, engaged or employed in business, industry or any profession or in any other field of employment/community service relevant to the activities of the institution or such skills identified as necessary by the Search Committee.
 - 2 members who are members of the staff of the institution (to be known as staff members). One shall be a member of the teaching staff and one shall be a member of the support staff.
 - 2 members who are students enrolled at the College (to be known as the student member)
 - (1) The Principal of the institution; and
 - Not more than 2 members appointed by the College funding body (where deemed necessary);

2.2 Appointment to the Corporation

- a) The Corporation has established a Search Committee to keep membership of the Corporation under review.
- b) Appointment to the Corporation for all categories of membership with the exception of the Principal and any funding body appointments (if any) will be made by the Corporation in accordance with the current Instrument and Articles of Government and agreed Appointment Policies and Procedures of the Search Committee.
- c) The Search Committee works within a 'Protocol for Appointing Members of the Corporation', which is based upon the principle of 'openness' in recruiting members and recruitment through a combination of
 - Public advertisement; and
 - Seeking expressions of interest from members of organisations/individuals, who have a legitimate interest in the College's activities.
 - Nominations (where applicable)

2.3 Length of Term of Office

- a) With the exception of the Principal, who shall be a member of the Corporation for the period of her/his appointment as Principal, and that of the Student Governor, who shall be appointed usually on an annual basis, members of the Corporation shall normally serve for a period of four years.
- b) The maximum period of continuous office holding ordinarily should be two terms of four years. However, in exceptional circumstances members may be considered for re-appointment for a further, defined period and only take place after consideration has been given to college need and performance.

2.4 Termination of/ Resignation from Office

- a) A Member may resign his/her office at any time by giving notice in writing to the Clerk.
- b) If at any time the Corporation is satisfied that:
 - Any member has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation or,
 - Any member is unfit or unable to discharge the functions of a member; and/or
 - it is no longer in the best interests of the Corporation for the member to continue to carry out the functions of office; and/ or
 - Any member has committed a breach of any code of conduct which the Corporation may have adopted from time to time;

the Corporation may by notice in writing to that Member remove him from office

- c) Staff Members (including the Principal) shall be deemed to have retired from the Corporation upon termination of their service at the College.

- d) Student Governors shall cease to hold office if they are expelled or excluded from the College following recognised College procedures and/or at the end of the academic year in which s/he ceased to be a student (usually 31 July of the year when all programmes of study were completed) and/or the actual date s/he withdraws from all programmes of study at the College.

2.4 Payment of expenses to Members of the Corporation, Hospitality & Gifts

- a) The Corporation has agreed a procedure for the payment of out-of-pocket expenses to members attending meetings or training events. Governors wishing to claim are advised to complete a College Expenses Claim Form and send this to the Director of Governance for authorisation, prior to the processing of the claim.
- b) Members should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgement, objectivity or integrity. Any gifts or hospitality received in carrying out the duties of a governor must be logged in the Gifts and Hospitality Register situated in the Clerk's office.

3 THE CORPORATION & MEETINGS

3.1 Appointment of Chair and Vice Chair of the Corporation

- a) The current Instrument of Government provides for the Corporation to appoint a Chair and Vice Chair from among their number.
- b) The following members of the Corporation are not eligible to be appointed Chair or Vice Chair:
- Principal
 - Staff Members
 - Student Members
- c) Whilst the members named in 3.1(b) above are not eligible to be appointed Chair or Vice Chair they may participate in the appointment process.
- d) The period of office for the Chair and Vice Chair will be determined by the Corporation. Custom and practice provides for the following:
- The Chair and Vice Chair of the Corporation shall normally be elected at the last Corporation meeting of the relevant calendar year; and
 - The appointments to be made for a period of four years.
- e) The Chair or Vice Chair may resign her/his office at any time by giving notice in writing to the Director of Governance.
- f) Where the Chair or Vice Chair resigns, retires or otherwise ceases to be Chair/Vice Chair during their term of office, a member of the Corporation shall be elected to serve for the remainder of the term of office. A member retiring as Chair/Vice Chair at the end of a term of office shall be eligible for re-appointment.
- g) When it is necessary to appoint a Chair under (f) above the Director of Governance will invite nominations. If more than one member is proposed and seconded an election will take place. This will be on the basis of a simple show of hands. If there is a tie the Clerk will arrange for an immediate secret ballot to take place. If there continues to be a tie a second ballot shall be held. As soon as a member has been appointed as Chair the Clerk will relinquish the chair and the Chair will conduct the remainder of the meeting.

- h) If both the Chair and Vice Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal or a Staff or Student members.
- i) The Chair or Vice Chair retiring at the end of her/his term of office shall be eligible for reappointment.

3.2 Quorum for meetings of the Corporation

- a) The requirements for quoracy are set out in the Instrument of Government. The figure of 40% of appointed members includes the number of any members nominated by the College Funding Body.
- b) Any member unable to attend a meeting should notify the Director of Governance in advance of the meeting.
- c) If a Corporation meeting is not quorate members will decide whether to continue the meeting for discussion purposes only or the meeting shall be terminated and the Chair shall, if he/she thinks fit, call a special meeting to be summoned as soon as convenient. A meeting for the purposes of decision-making must be quorate throughout.
- d) If a Committee meeting is not quorate, an informal meeting of those present may take place instead, with the approval of the Chair of that Committee, but any decision taken will be void and unenforceable

3.3 Access to meetings of the Corporation and its Committees by persons other than Members of the Corporation and the Director of Governance

- a) Attendance at meetings will be in accordance with the Corporation's Attendance and Confidentiality Policies, which are periodically reviewed and may be accessed via the Clerk.
- b) The Corporation has approved a Confidentiality Policy with regard to agenda items (Appendix 2 refers), and 3.9 below sets out the circumstances in which specific types of Governors may be required to withdraw from agenda items.

3.4 Summoning of meetings of the Corporation

- a) The Corporation shall meet at least once a term and shall hold such other meetings as may be necessary.
- b) All meetings shall be summoned by the Director of Governance, who shall send to the members, written notice of the meeting and a copy of the agenda/papers/reports therefore at least seven calendar days before the date of the meeting in accordance with an agreed annual calendar of meetings.
- c) The agenda for each meeting of the Corporation will be drafted and published by the Director of Governance following consultation with both the Chair of the Corporation and the Principal.
- d) Members of the Corporation wishing to place an item on the agenda of an ordinary meeting of the Corporation must give written notice of that item to the Director of Governance at least 14 days prior to the meeting.

3.5 Annual Work Plan for meetings of the Corporation/ Committees

- a) An annual work plan for Corporation/Committee meetings sets out the core business for each of the ordinary meetings for the academic year (Appendix 6 refers).

3.6 Special meetings of the Corporation

- a) A special meeting of the Corporation may be called at any time by the Chair or at the request, in writing, by any 5 members. Where the Chair or, in his absence, the Vice Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice conveying the meeting and the agenda therefore are given within such period, being less than 7 days, as s/he specifies. Special meetings may not consider the minutes of the previous Ordinary meeting. If this is the case, the minutes of the Ordinary meeting will be taken at the next Ordinary meeting.
- b) On advice from the Director of Governance, the Corporation may review its annual work plan at any ordinary or special meeting in the light of changing external requirements or internal circumstances.

3.7 Proceedings of meetings of the Corporation

- a) Decisions of the Corporation shall be reached by general agreement of the Corporation members, as interpreted by the Chair, unless any Corporation member shall have requested a vote. In the latter case the vote shall rest upon a simple majority of those present. The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote on a particular issue so wish the vote may be determined by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.
- b) Where there is an equal division of votes the Chair shall have a second or casting vote to determine the matter in question.
- c) No members may vote by proxy or by post.
- d) No resolution (decision) of the Corporation 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 meetings.
- e) All members will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- f) Whilst scheduled meetings shall reasonably be expected to be primarily physical meetings in one location, a "meeting" may include the ability to meet, participate and vote in more than one location by means such as (but not exclusively) teleconferencing, video conferencing and written resolution, including by email, cognisant of on-going technological changes to group communications.

3.8 Rules of Debate

- a) Unless the meeting shall decide otherwise, the Order of Business shall be that shown on the agenda.
- b) Every member/person desiring to speak shall signify her/his wish to the Chair who shall determine the order in which members may speak.
- c) In respect of business:
 - A substantive motion may be altered or withdrawn by the proposer with the concurrence of the seconder and the consent of the Corporation/ Committee which shall be signified without debate. No other amendments to a substantive motion may be made.
 - The proposer of a substantive motion shall be heard first in discussion of that motion and shall have a right of reply at the close of the debate.

- The Chair shall ensure that the seconder of a substantive motion shall have an opportunity to speak during the relevant debate.
 - A Corporation/Committee member/person shall not speak more than once on any substantive motion except as provided above.
- d) Subject to the foregoing provisions, the Chair of the meeting shall be the ultimate authority on matters pertaining to the conduct of the meeting.

3.9 Members' Interests & Withdrawal from Meetings

- a) The Instrument of Government outlines the circumstances in which members of the Corporation may be asked to declare an interest in an item on the agenda and to withdraw from the meeting:

- A member of the Corporation who is *a member of staff* at the College, *including the Principal*, shall withdraw:
 - (i) From that part of any meeting at which staff matters relating solely to that staff member are to be considered
 - (ii) From that part of any meeting at which a member's re-appointment or the appointment of that member's successor is to be considered
 - (iii) From that part of any meeting at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member is acting as a representative of all members of staff or that class; and
 - (iv) If so required by a resolution of the other members present, from that part of any meeting at which staff matters relating to any member of staff holding a post senior to such members are to be considered.
- The *Student member* shall:
 - (i) Withdraw from that part of any meeting of the Corporation or its Committees at which a student's conduct, suspension or expulsion is to be considered
 - (ii) In any case where the Corporation or any of its committees is to discuss staff matters relating to a member or a prospective member of staff at the institution, take no part in the consideration or discussion of the matter and not vote on any question with respect to it and shall withdraw from the meeting *where required to do so by a majority of the members*, other than the student members, of the Corporation or committee present at the meeting.
- *Any member* holding and disclosing an interest in matters relating to the College, if present at a meeting of the Corporation or its Committees at which such matters are considered:
 - (i) Shall not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to any resolution regarding that matter;

- (ii) Shall withdraw where required to do so by a majority of the members of the Corporation or Committee present at that meeting.
- b) Separate minutes shall be taken of those parts of meetings from which the Clerk, staff or student members have withdrawn. The Clerk, staff, or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.

3.10 Minutes of meetings of the Corporation

- a) Minutes of meetings of the Corporation will be taken by the Clerk to the Corporation. In the event of a temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk. The Principal shall not be eligible to be appointed as Clerk or temporary Clerk.

3.11 Publication of agendas, minutes and papers of the Corporation

- a) The agenda for every meeting and the approved minutes will be published on the College websites. In addition, in each case, as soon as reasonably practicable, copies will be available on request from the Director of Governance.
- b) There may be excluded from any item required to be made available any material relating to a named person employed or proposed to be employed at the College; a named student at, or candidate for admission to, the College; and any matter which by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.'

3.12 Standing Committees of the Corporation

- a) The Corporation has established the following Committees each of which has detailed terms of reference, which are reviewed annually and approved by the Corporation. These are available from the Clerk's office. The Committees are:
- Audit
 - Curriculum, Quality and Students
 - Finance and General Purposes
 - Remuneration
 - Search
- b) All the non-confidential agendas/papers/minutes pertaining to all Committee meetings will be made available on the College website.
- c) The Corporation may from time to time, establish ad hoc committees or working groups to consider specific issues.

3.13 Delegation of functions by the Corporation to the Chair of the Corporation

- a) Provision is made in the Articles of Government, set out in 3.14b below, for the delegation of functions to the Committees of the Corporation, the Chair of the Corporation or the Principal with the exception of those responsibilities outlined in 1.4 above, which cannot be delegated.
- b) From time to time the Corporation will delegate specific functions to the Chair of the Corporation. Such instances are likely to include the signing of routine documents returnable to the College funding bodies on behalf of the Corporation.

3.14 Delegation of functions by the Corporation to the Principal

- a) The Articles of Government specify the roles and responsibilities of the Principal.
- b) The Articles of Government set out that the Principal shall be responsible for:
 - Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation.
 - The organization, direction and management of the institution and leadership of the staff
 - The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than the holders of senior posts or the Clerk where s/he is also a member of the staff
 - The determination of the institution's academic activities, including the Quality Strategy and the determination of its other activities
 - Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation
 - Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds, and implementing decisions to expel students for academic reasons.

3.15 Action taken by the Chair of the Corporation

- a) There are occasions when urgent issues arise which should be placed before the Corporation/Committee although the next scheduled meeting is too distant and it is not thought appropriate to call a special meeting. In such circumstances the Corporation has agreed that the Chair of the Corporation may take action on behalf of the Corporation/Committees on the condition that such a course of action is not contrary to the Articles of Government or other regulations and where, in the view of the Clerk and the Chair of the Corporation the action is urgent. In the absence of the Chair of the Corporation, the Vice Chair may make such a decision.
- b) The decision of the Chair of the Corporation (or if appropriate the Vice Chair) with respect to any actions will be reported, normally in writing, to the next scheduled meeting of the Corporation for ratification.

3.16 Statements made on behalf of the Corporation

- a) Unless otherwise agreed by the Corporation in individual circumstances statements on behalf of the Corporation will only be made by the Chair of the Corporation, the Principal or the Clerk
- b) The content of the statements will be the subject of consultation between the Chair and College Management and it is recognised that the majority of items which require a public statement concerning the strategic management and day to day operation of the College will be dealt with, on behalf of the Corporation, by the Principal.
- c) It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the Corporation. Custom and practice is for the Clerk to respond to correspondence from staff (including representatives of the staff such as union officers) so as to reduce the burden on individual members of the Corporation and to ensure that collective decisions of the Corporation are followed. This task is usually undertaken following consultation with the Chair of the Corporation.

3.17 Application of the Seal

- a) The application of the seal of the Corporation shall be authenticated by two members.

3.18 The management of the Principal, Senior Post-Holders and the Clerk

- a) The Corporation will establish procedures for the appointment/suspension/ dismissal of the Principal, other senior post holders and the Clerk within the context of the provisions of the Instrument and Articles of Government.

4. OTHER CORPORATION MATTERS

4.1 Amendments to the Standing Orders

- a) The Director of Governance, on behalf of the Corporation, will be required to keep these Standing Orders under periodic review and recommend to the Search Committee/Corporation improvements/ amendments to meet changed circumstances.
- b) Any amendments to the text of these Standing Orders of the Corporation will require the approval of the Corporation unless they are covered directly or indirectly by statute in which case such cases will be acted on without delay.
- c) Records of the Corporation's/Committees' business, including minutes, are to be retained by the Director of Governance for a minimum period of 10 years

4.2 Complaints

- a) The Corporation has an approved procedure for submitting suggestions to the Corporation and for making complaints against the Corporation.

**ATTENDANCE AT MEETINGS
OF THE CORPORATION/COMMITTEES
BY COLLEGE OFFICERS AND OTHER PERSONS**

- 1 The Corporation recognises that:
 - a) Meetings of the Corporation and its Committees are for the purpose of ensuring that the Corporation is able to carry out its responsibilities under the Instrument and Articles of Government of New City College;
 - b) The effectiveness and efficiency of meetings of the Corporation and its Committees is substantially enhanced by the presence of identified College Officers and, on occasions, other persons with appropriate experience and expertise; and
 - c) The Instrument of Government provides for the appointment of up to two Governors nominated by the Skills Funding Agency.

- 2 The Corporation reaffirms its commitment to openness, transparency, consistency and disclosure, particularly in the manner in which decisions are taken, recorded and made known publicly. It recognises therefore the need to make publicly known and maintain a procedure through which members of the public, staff, and students can attend meetings of the Corporation and its Committees where appropriate and consistent with the Corporation’s own policy on confidentiality.

- 3 The Chair of the Corporation/Committees, on advice from the Director of Governance, will determine who will be present during meetings of the Corporation and/or its Committees, and in what capacity. This discretion shall be exercised according to the following principles.
 - a) Those present at the meetings of the Corporation and Committees should be there in order to assist the Corporation/Committees in performing its duties to the best of its ability.
 - b) By convention, the following Officers of the College are expected to be in attendance at the following meetings for all the non-confidential business and for appropriate confidential business (as determined by the Director of Governance):

Corporation	Deputy CEO Borough Principals Managers – as required according to the topics to be discussed.
Audit Committee	Group Principal & CEO Deputy CEO

Finance and General Purposes Committee	Group Principal & CEO Deputy CEO Managers- others as required according to the topics to be discussed.
Curriculum, Quality & Students	Group Principal & CEO Borough Principals Group Head of Quality Managers – others as required according to the topics to be discussed.
Search Committee	None

- c) At all meetings, the Clerk should be present, with any secretarial support that may be required. The Clerk shall however withdraw from the part of any meeting of the Corporation/Committee at which her/his remuneration, conditions of service, conduct, suspension, dismissal or retirement in her/his capacity as Clerk are to be considered and if s/he is a member of the staff of the College, shall withdraw in any case where s/he would be required to withdraw if s/he were attending as a Staff Governor.
- d) Other members of the College staff or representatives of other organisations (for example, auditors) may be invited to attend at the discretion of the Chair of the Corporation/Committee in order to present information and contribute to discussions as appropriate.
- e) It is not expected that any other person would be present at a meeting of the Corporation or its Committees. Should a request to attend be made, it should be made to the Chair of the relevant meeting via the Director of Governance at least one week before the meeting in question. The Chair of the Corporation/Committee will consider the request in accordance with paragraphs 2 and 3 above.

NB Separate guidelines exist with regard to Governor attendance – especially with regard to Staff Governors (including the Principal) and Student Governors. These can be found within the Board’s Confidentiality Policy.

CONFIDENTIALITY POLICY**1 INTRODUCTION**

The Code of Good Governance for English Colleges (the Code) sets out the expectation for a presumption of openness and engagement, with all board matters open to discussion by the whole board and minutes available and in the public domain. Occasionally however, there will be matters either where specific governors should not be party to discussions or the matter should be treated on a confidential basis. The former shall be dealt with both through declarations recorded in the Corporation Register of Interests and 'conflict of interest' declarations as a standard part of business at meetings. The latter will be treated in accordance with the agreed policy on the confidentiality of business. This Policy outlines the identification of items, and issues that should be treated as confidential and therefore be placed upon the 'Part 2' agenda. The Board will continue to adopt this as continued best practice.

The sections 'Principles' and 'Guidelines' are generic and would apply to all aspects of College communications. The final section, 'Corporation', provides guidance upon the interpretation of the general policy in relation to Corporation/Committee business in particular.

2 PRINCIPLES

New City College is committed to achieving its goals:

By 2022 New City College will:

- Be regarded as the first choice for young people, adults, apprentices and businesses who wish to prepare for further study, employment or improve their skills.
- Be recognised for its key specialisms across east London and beyond.
- Have created a 21st century learning environment across the college by rebuilding the Poplar campus and investing significantly in other sites.
- Have successfully implemented a new approach to staff development that is highly valued across the college and includes our own, expanded teacher training department.
- Be financially stable and debt free.
- Be a confident, dynamic influencer of skills policy across London

In order to achieve these goals, the College needs to ensure that all of its members are kept well informed about its short, medium and long-term strategies and the ways in which it wishes to accomplish these. The College considers that its staff are entitled to expect information about all its work and activities to be readily available, and where appropriate, actively communicated and explained.

Equally, there are some matters which should be communicated on a more restricted basis in order to safeguard the interests of the College as a whole, parts of the College or individual members and to abide with the College's Instrument and Articles of Government. These commitments, to openness and confidentiality will be achieved according to the following guidelines.

3 GUIDELINES

- a) All information held in the College will be presumed to be accessible to all staff, students and members of the public unless the College, through the appropriate responsible Officer, determines otherwise.
- b) The grounds for making information confidential will include:
 - Restrictions as a result of any legal obligation.
 - The interests of the College in making the information confidential outweigh the interests in keeping the information open.
 - The interests of the individual (staff or student) in making the information confidential outweigh the interests in keeping the information open.
- c) Where the reasons for making the information confidential, due to the passage of time, or any other reason, no longer exist, the relevant information shall be made open and accessible. A review of confidential items will take place on an annual basis.
- d) Where the context so permits, the Instrument and Articles of Government shall be interpreted so as to give effect to the principles set out in paragraph 3 of this Policy and accordingly information held by the College which falls under any of the grounds in subparagraph 3.2 above may be withheld, if the appropriate responsible Officer so determines, from any staff, student or member of the public (irrespective of whether such a person is a governor or office holder of the College), but only for so long as the circumstances which justify the withholding of such information apply and subject always to any explicit provisions of the Instrument and Articles to the contrary.

4 CORPORATION/COMMITTEES

- a) All agenda items shall be presumed to be non-confidential i.e. 'Part 1' items.
- b) This presumption will be rebutted by demonstrating that the guidelines in this policy are satisfied. Examples of this are:
 - sensitive financial/commercial information e.g. matters relating to a commercial transaction which if known could disadvantage the College financially
 - sensitive personnel matters e.g. matters relating to a named person employed at or proposed to be employed at the College or a named student at, or candidate for admission to, the College
 - sensitive information concerning industrial relations e.g. matters relating to a negotiation position with a trade union or legal adviser, which, if known, could disadvantage the College
 - items related to remuneration e.g. individual salaries/remuneration packages
 - Items relating to the Director of Governance

This list is neither exhaustive nor exclusive.

- c) Each Corporation/Committee meeting, which considers items under a confidential agenda, will consider whether the minutes relating to that agenda should be made public. If this is the case the minutes shall be transferred to the non-confidential

(Part 1) part of the minutes.

- d) Usually, confidential items shall remain confidential in perpetuity. Individual cases for over-riding this will be considered on application to the Clerk.
- e) All confidential items shall be considered in accordance with the Instrument and Articles of Government in force at that time. The current determination can be found on the following sheet.
- f) There will be a clear statement upon the agenda of all Board/Committee meetings requiring the Corporation and its Committees to act in accordance with the College Policy on Confidentiality.

CONFIDENTIAL PARTS OF THE BOARD/COMMITTEE MEETINGS:

Part Number	Topics/Items for inclusion – indicative examples only	Persons able to be present
1	a) All non-confidential items	All Governors, Clerk, and staff (as set out in the Attendance at meetings policy)
2A	a) All confidential items which do not come under 2B, 2C, 2D, 2E, 2F and/or 2G below	All Governors, Clerk, and staff (as appropriate and set out in the Attendance at meetings policy)
2B	a) Staff matters relating to a member or prospective member of staff in the College - Student Governor not to take part in the discussion and not vote. The Student Governors will normally be required to withdraw from parts of any meetings when staff matters relating to a member or prospective member of staff in the College are to be discussed. The papers relating to such items will therefore not be sent to Student Governors in advance of a meeting. If however, the majority of Governors determine at the meeting that the Student Governor should be present for such an item, the Student Governor will be invited to attend and will be provided with a tabled set of papers. b) Any meeting where her/his conduct, suspension or expulsion is being considered - Student Governor to withdraw. c) As appropriate in relation to the College policy with regard to appeals and representations by students in disciplinary cases, Student Governor to withdraw.	All Governors, EXCEPT Student Governors. Clerk to be in attendance.
2C	a) Any part of meeting at which staff matters relating solely to that member of the staff (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered. b) Any part of a meeting at which her/his reappointment or the appointment of her/his successor is to be considered c) The Staff Governor(s) will normally be required to withdraw from parts of any meetings when staff matters relating to a post senior to his/her own are to be considered. The papers relating to such items will not therefore be sent to Staff Governors in advance of a meeting. If however the majority of Governors determine at the meeting that the Staff Governor should be present for such an item, the Staff Governor will be invited to attend and will be provided with a tabled set of papers. d) As required under policies in relation to appeals and representations about staff discipline and dismissal.	All Governors (including Principal) EXCEPT Student and Staff Governors. Clerk to be in attendance. Appropriate staff (as set out in the Attendance at meetings policy) can be in attendance.
2D	a) Any part of meeting where any staff matters relating solely to the Principal are being considered b) Any part of meeting at which the Principal's reappointment or the appointment of her/his successor is being considered. c) Any part of a meeting where the Principal's discipline/dismissal is being considered	All Governors EXCEPT Student and Staff Governors and Principal. Clerk only in attendance.
2E	a) Detailed discussion of staff matters relating to senior post holders and Clerk.	All Governors EXCEPT Student and Staff Governors and Principal. Clerk can be in attendance (unless her/his own staffing matters are being discussed).

2F	a) Detailed discussion of staff matters relating to senior post holders and Clerk. Report to be considered under 2E of following Corporation meeting.	Remuneration Committee members only. Clerk to be in attendance (unless her/his own staffing matters are being discussed).
2G	a) The Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement are being considered.	All Governors. Clerk and all non-Governors to withdraw.

N.B. "Staff Matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff

NB SFA nominated Governors shall be entitled to attend Corporation/Committee meetings provided no more than two such persons shall attend at one time.

INDEPENDENT LEGAL ADVICE

- 1.0 The following formal mechanism is the mechanism by which members can, collectively or individually, obtain independent legal advice at the Corporation's expense. This may, for example, be necessary if a member is not satisfied with the advice already given by the Corporation's retained advisers or if a previous request for professional advice has been ignored.
- 2.0 The procedure described below is additional to, and does not displace, the inherent power of members to decide to independent professional advice by passing a resolution to that effect.
- 3.0 Corporation members have, within the financial limits set, the right to take advice from the Corporation's advisers or if necessary at the Corporation's expense, independent advisers upon any matters concerning the exercise of their powers and responsibilities. Such matters shall include advice on their legal, accounting and regulatory duties, but exclude advice to individual Corporation members concerning their own respective personal interests in relation to the Corporation.
- 4.0 A member intending to seek advice under this procedure shall give prior written notice to the Director of Governance. Such notice must contain a summary of issues on which advice is sought and, if independent advice is sought (i.e. not from the Corporation's advisers), the name(s) of the advisers whom the member proposes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issues is considered to be inappropriate. The Director of Governance shall deliver a copy of the notice to the Chair of the Corporation and the Principal. Wherever practicable, a member shall first enquire of the Director of Governance whether the Corporation has already obtained professional advice, before giving notice under this paragraph.
- 5.0 The Chair is authorised to pay or contribute towards the costs of independent professional advice under this procedure, provided that the total of all such payments and contributions in any financial year of the College does not exceed £1,000.
- 6.0 The Chair decides whether to authorise payment or contributions as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within ten working days. The decision shall be made after consultation with the Principal.
- 7.0 The Director of Governance will notify the member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, shall state brief reasons in support of the decision.
- 8.0 Any advice, which is obtained under this procedure, shall, on request, be made available to all Corporation members.
- 9.0 References in this procedure to the Chair to the Corporation shall be taken to include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice Chair.

PROCEDURE FOR SUBMITTING SUGGESTIONS TO THE CORPORATION AND FOR MAKING COMPLAINTS AGAINST THE CORPORATION

1 CORPORATION RESPONSIBILITIES

1.1 The Corporation is responsible for:

- a) the determination of the educational character and mission of the institution and for the oversight of its activities i.e. periodically considering proposals on the mission and character of the College and to check whether these are appropriate for the environment in which the College finds itself.
- b) approving the quality strategy of the institution
- c) the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets i.e. ensuring that the College has sufficient cash to pay its staff and suppliers; securing value for money; ensuring financial matters are always taken into account when making decisions; safeguarding the College's assets; operating an Audit Committee and ensuring that there are adequate management controls in place to enable them to discharge their other responsibilities.
- d) approving annual estimates of income and expenditure i.e. the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets approving annual estimates of income and expenditure
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Director of Governance (including where the Director of Governance is, or is to be appointed as, a member of staff, her/his appointment, grading, suspension, dismissal and determination of pay in her/his capacity as member of staff);
- f) setting a framework for the pay and conditions of service of all other staff i.e. agreeing, after consultation with trade unions, staff associations or other bodies representing staff, a comprehensive set of policies and procedures on issues affecting the employment of staff.

2 SUGGESTIONS

- 2.1** The Corporation welcomes suggestions on aspects of Governance. Should you wish to make any suggestions on any aspect of the Governance of the College or the Corporation itself, please put them in writing to the Director of Governance, New City College, Poplar Centre, Poplar High Street, London E14 0AF. The Director of Governance will ensure that they are brought to the attention of the Chair and/or Vice Chair of the Corporation and, if necessary, to the following Corporation meeting.
- 2.2** The Director of Governance will normally acknowledge receipt of your letter within 10 working days, and notify you of the decision and any action to be taken, within 5 working days of the decision being taken.

3 COMPLAINTS

3.1 Stage 1: Informal Complaint

The Corporation is keen to ensure that it is aware of any complaints that may be lodged against it. Should you have cause to complain about any aspect of the Governance of the College or the Corporation itself, please contact, The Director of Governance, New City College, The Poplar Centre, Poplar High Street, London, E14 0AF. The Director of Governance will consult the Chair and/or Vice Chair of the Corporation who will try to deal with the matter to your satisfaction and respond to you, normally within 10 working days of receipt of your complaint.

1.2 Stage 2: Formal Complaint

If your informal complaint is not dealt with to your satisfaction, you may wish to register a formal complaint by writing to The Director of Governance, New City College, The Poplar Centre, Poplar High Street, London, E14 0AF.

On receipt of your letter the Director of Governance will:

- a) normally acknowledge receipt of your letter within 10 working days
- b) ensure that your letter is submitted to the following Corporation meeting for consideration. (The Chair of the Corporation has statutory powers to call a special meeting of the Corporation if deemed necessary.) If your complaint is against a particular Governor(s), then they will not be entitled to be present during the consideration of your complaint.
- c) The Director of Governance will notify you of the Corporation's decision and any action to be taken, within 5 working days of the Corporation meeting. However, if your complaint concerns any individuals you will be advised only that the Corporation has considered your complaint and has taken appropriate action; not of the decision or of any action to be taken.

3.3 Stage 3: Appeal

If, having followed Stages 1 and 2 above, you are not satisfied with the outcome of your complaint, then you may wish to contact the Skills Finding Agency. The address can be obtained from the Director of Governance.

3.4 Complaints about the Director of Governance

Should you have cause to complain about the Director of Governance, please follow the above Stages addressing any correspondence for the attention of the Chair of the Corporation, c/o New City College, The Poplar Centre, Poplar High Street, London, E14 0AF

4 MONITORING SUGGESTIONS/COMPLAINTS

The Corporation will receive a short report at each Corporation meeting identifying if any suggestions/complaints have been received under this procedure with a brief indication of the nature of the communication and the outcome.

Meetings - The Annual Cycle of Business: overview of the Core Items

All Year	Autumn Term	Spring Term	Summer Term
<p>Management Performance</p> <p>Updates on sector developments (Principal/Clerk/Management)</p> <p>Curriculum, Quality & Performance: Monitoring of performance via Quality Improvement Plan (QIP) and Curriculum Key Performance Indicators (KPIs) and quality of HE provision; and /or Report & Post Inspection Action Plan (PIAP) and/or Reports from Ofsted/HEFCE Monitoring Visits</p> <p>Financial Management & Monitoring: Budget and performance against Budget via Management Accounts, reforecast budget</p> <p>Estates Monitoring & capital projects</p> <p>Systems & Controls Risk management and review of reports from audit services</p> <p>Statutory & Trustees Responsibilities <i>Inc. safeguarding & prevent, health & safety, equality & diversity, employment, whistleblowing</i></p> <p>General Policy/strategy review/revisions.</p>	<p>1. Year-end reports</p> <ul style="list-style-type: none"> Curriculum, Quality & Performance: <ul style="list-style-type: none"> ✓ Further Education (FE) - Success rates ✓ Self-assessment (Inc. corporation) ✓ Higher Education (HE) re: continued improvement of the student academic experience and of student outcomes; and the reliability of degree standards ✓ Statutory - Safeguarding & Prevent Financial & system controls <ul style="list-style-type: none"> ✓ Financial Statements and Management Report Governance: <ul style="list-style-type: none"> ✓ Search Committee Annual Report <p>Leading to presentation & approval of:</p> <ul style="list-style-type: none"> ✓ Self-assessment report (SAR) & Quality Improvement Plan (QIP) ✓ Assurances to HEFCE about the quality of HE provision ✓ Year-end Financial Statements & Management Report ✓ Auditors' Annual Report, Risk Management Annual Report, Audit Committee Annual Report & Audit Self-assessment Questionnaire <p>2. Current Year</p> <ul style="list-style-type: none"> Performance Target Setting (Corporate Objectives & SPH objectives) Financial - enrolment update (indicative v budget and targets) Estates - update Curriculum, Quality & Performance via reports <ul style="list-style-type: none"> ✓ QIP & Curriculum KPIs ✓ Retention & attendance (year to date) ✓ Satisfaction surveys (learner/employer/staff as appropriate) ✓ Reports re: Statutory responsibilities 	<p>1. In-Year Monitoring & planning (forthcoming year):</p> <ul style="list-style-type: none"> Curriculum, Quality & Performance: <ul style="list-style-type: none"> ✓ <i>Retention, attendance, early /predictions for success rates & achievement</i> ✓ QIP & Curriculum KPIs ✓ Satisfaction surveys ✓ Reports re: Statutory responsibilities ✓ <i>Curriculum Offer Review (forthcoming year)</i> Financial performance: <ul style="list-style-type: none"> ✓ Management Accounts & Reforecast budget ✓ Sub-contracting ✓ Indicative budget allocations (forthcoming year) Estates: <ul style="list-style-type: none"> ✓ Update ✓ Capital projects expenditure – proposals Overall performance against targets (corporate objectives) Management performance – interim report against objectives Systems & controls <ul style="list-style-type: none"> ✓ Risk management update ✓ Audit reports <p>2. Strategy & Planning:</p> <ul style="list-style-type: none"> ✓ Review of Strategy & Mission (Corporation Annual Conference) 	<p>1. Monitoring, year-end Predictions & forthcoming year:</p> <ul style="list-style-type: none"> Curriculum, Quality & Performance: <ul style="list-style-type: none"> ✓ Retention & attendance ✓ Monitoring of QIP & curriculum KPIs ✓ Reports re: statutory responsibilities ✓ Predictions for success rates Financial performance: <ul style="list-style-type: none"> ✓ Year to date performance - Management Accounts ✓ Budget for forthcoming year Inc. Sub-contracting Estates – update Monitoring performance against targets (corporate objectives) Systems & controls: <ul style="list-style-type: none"> ✓ Risk management Update ✓ Audit reports ✓ Internal Audit Plan for forthcoming year ✓ Audit planning – Financial Statements <p>Leading to presentation & approval of:</p> <ul style="list-style-type: none"> ✓ Budget (Inc. capital budget) for financial year & 2-year financial forecast ✓ Internal audit strategy and plan for the year

Fifteenth Edition – Further Education Colleges Version

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Code of conduct for corporation members

1. INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Corporation 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 Corporation and Principal as the Chief Executive. This Code is therefore aimed at promoting effective, well informed and accountable college governance. It is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, Corporation Members are recommended to familiarise themselves with the source documents listed in **Schedule 1**.
- 1.3 If a Corporation Member is in doubt about the provisions of this Code or any of the source documents, the Director of Governance should be consulted and, if necessary, professional advice should be obtained. Ultimate responsibility for the appropriateness of conduct as a Corporation Member of the College and for any act or omission in that capacity however rests with the individual Corporation Member.
- 1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Corporation Members may be appointed.
- 1.5 By accepting appointment to the Corporation, each Corporation Member agrees to abide by the provisions of this Code.
- 1.6 Each Corporation Member by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause [10] of the Corporation's Instrument of Government.

2. INTERPRETATION

- 2.1 In this Code the following expressions shall have the following meanings:

"Code of Good Governance"

the Code of Good Governance for English Colleges issued by the AoC Governors' Council in March 2015;

"College"

this College;

"College Strategic Goals"

means the statement referred to at **clause 3.1** of this Code or such other mission statement as may be agreed by the Corporation from time to time;

"Corporation"

the college corporation which was established and designated by the Secretary of State for the purpose of conducting the College;

"Corporation Member", "Chair", "Principal" and "Clerk"

mean respectively the Member of the Corporation of the College, the Chair of the Corporation, the Principal/Chief Executive of the College and the Director of Governance;

"DfE"

the Department for Education;

"ESFA"

the Education and Skills Funding Agency or any successor body;

"Foundation Code"

the English Colleges' Foundation Code issued by the Association of Colleges in November 2011;

"Secretary of State"

the Secretary of State for Education.

- 2.2 All other definitions have the same meanings as given in the College's Instrument and Articles of Government and words importing one gender import any gender.

3. STRATEGIC GOALS

- 3.1 By 2022 New City College will:
- Be regarded as the first choice for young people, adults, apprentices and businesses who wish to prepare for further study, employment or improve their skills.
 - Be recognised for its key specialisms across east London and beyond.
 - Have created a 21st century learning environment across the college by rebuilding the Poplar campus and investing significantly in other sites.

- Have successfully implemented a new approach to staff development that is highly valued across the college and includes our own, expanded teacher training department.
 - Be financially stable and debt free.
 - Be a confident, dynamic influencer of skills policy across London.
- 3.2 The College Mission Statement, together with the corporate objectives of the College agreed by the Corporation from time to time, seek to encapsulate the core purposes and aims of the College. Corporation Members, should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 3.3 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to:
- 3.3.1 having close regard to the voice of the learner;
 - 3.3.2 combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 ("the 2010 Act") and promoting equality in accordance with its duty under the 2010 Act;
 - 3.3.3 upholding the principles set out in the College's Student Charter, copies of which are available from the Clerk; and
 - 3.3.4 engaging with the community which the College serves in order to understand and meet its needs in accordance with the College's community/local engagement policy; and
 - 3.3.5 observing its duty under the Education (No.2) Act 1986 to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.
- 3.4 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

4. DUTIES

- 4.1 Corporation Members are in the position of charity trustees and as such owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Corporation Member should act honestly, diligently and (subject to the provisions appearing in **clause 10** of this Code relating to collective responsibility) independently. The actions of Corporation 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 Corporation Members at meetings of the Corporation 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, Corporation 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 Corporation Members must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Clerk should they become disqualified from continuing to hold office and also the responsibilities given to the Corporation 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 **Schedule 4**.
- 4.4 Corporation Members should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Corporation Members must keep those Standing Orders and terms of reference under periodic review.

- 4.5 Corporation 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 **Schedule 4**. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior post holders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Corporation Members should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Corporation Members should refer to the Clerk for advice relating to the governance functions which are set out in **Schedule 4** and have regard to the Clerk's independent advisory role.

5. STATUTORY ACCOUNTABILITY

- 5.1 Corporation Members are collectively responsible for observing the duties set out in the Financial Memorandum and the Funding Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A summary of some of the more important requirements of the Financial Memorandum and of the Funding Agreement with the ESFA is set out in **Schedule 5**.
- 5.2 Although the ESFA is the main provider of funds to the College, Corporation Members should note that they are also responsible for the proper use of income derived from other sources, such as the Higher Education Funding Council for England (HEFCE) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from HEFCE the College will have a memorandum of assurance and accountability with HEFCE which sets out the basis on which such funding is provided. Where HEFCE funding is received indirectly via a collaboration with a HEFCE funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

- 5.3 As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Committee of Public Accounts, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

6. PUBLIC SERVICE VALUES

Although further education corporations are classified as part of the private not for profit sector for government accounting purposes, they remain public bodies in many legal contexts. In particular, public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in the **Schedule 2**, and the recognition that students and other users of the College's services come first, are a requirement of being a member and should underpin all decisions taken by the Board.

7. SKILL, CARE AND DILIGENCE

A Corporation 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 Corporation Members act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

8. POWERS

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

9. CONFLICTS OF INTEREST

- 9.1 Like other persons who owe a fiduciary duty, Corporation 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 Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 9.2 Corporation 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 Corporation 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 Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 9.3 If an interest of any kind (including an interest of a spouse, partner or business associate of a Corporation Member or of a close relative of the Corporation 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 Corporation Member's independent judgement, then:
- 9.3.1 the interest, financial or otherwise, should be reported to the Clerk;
- 9.3.2 the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
- 9.3.3 if the Corporation Member concerned is present at a meeting of the Corporation, 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 Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting.

- 9.4 For the purposes of **clause 9.3** "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.
- 9.5 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 9.6 Corporation 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 Clerk.
- 9.7 The Clerk will maintain a Register of Corporation Members' Interests which will be open for public inspection. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Corporation Members should have regard to the meaning given to "interest" in **clauses 9.3** and **9.4** of this Code.

10. COLLECTIVE RESPONSIBILITY

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

10.2 If a Corporation Member disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Corporation Member strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Corporation Member should refer to the power of the Chair or of any five Corporation Members under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Corporation Member's views in advance to the other Corporation Members. Alternatively, as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chair.

11. OPENNESS AND CONFIDENTIALITY

11.1 Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Corporation Members should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation 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 Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Corporation Members save for those Members who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection.

When considering such issues the Corporation Members must also consider the College's publication scheme issued under the Freedom of Information Act 2000.

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

11.5 Corporation Members should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation 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 Corporation Members publicly to criticise, canvass or reveal the views of other Corporation Members which have been expressed at meetings of the Corporation or its committees.

12. COMPLAINTS

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

- 12.2 Under the ESFA's Financial Memorandum with colleges (Part 2, clause 19.4), students, employers and other third parties have a right to make a complaint to the ESFA in respect of the College or of any of its decisions, and this right is referred to in the College's relevant complaints and disciplinary procedures. Copies of these procedures can be obtained from the Clerk. Corporation Members in particular are reminded that under the ESFA's Procedure for dealing with complaints about Providers of Education and Training (October 2015) the ESFA:
- 12.3 can investigate complaints about quality or management of learning provision, undue delay or non-compliance with published procedures, poor administration by the Provider, equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the court or tribunals or other organisations), health and safety concerns (unless these are matters for the Health and Safety Executive) and complaints made by learners following HE courses in FE colleges;
- 12.4 will not investigate complaints about examination results or curriculum content where a more appropriate form of redress would be the examining body or Ofqual, individual employment issues, contractual disputes, matters which are the subject of legal action or complaints about higher education courses in colleges (which should be referred to the Office of the Independent Adjudicator).

13. ATTENDANCE AT MEETINGS

- 13.1 A high level of attendance at meetings of the Corporation is expected so that Corporation Members can perform their functions properly.

14. GOVERNANCE DEVELOPMENT

- 14.1 The Corporation shall seek to ensure that all Corporation Members are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to the provisions relating to the membership of the Corporation 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 Corporation carries out its functions under the College's Articles of Government.
- 14.2 Corporation Members must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Corporation Members will carry out an annual review of the performance by the Corporation of its duties and responsibilities, including a review of their own performance as part of a continuing and critical process of self-evaluation.

1. The College’s Instrument of Government.
2. The College’s Articles of Government.
3. The Standing Orders and terms of reference of the Corporation and its committees.
4. The Financial Memorandum and the Funding Agreement entered into by the College with the ESFA.
5. The College’s Mission Statement and corporate objectives.
6. The College’s Strategic Plan.
7. The College’s policies that extend to Corporation members, including the College’s policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, the College’s policy on receiving gifts, the College’s policy on conflicts of interest, the College’s policy on safeguarding learners and the College’s policy on preventing people being drawn into terrorism.
8. The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office. An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at **Schedule 2**.
9. The Audit Code of Practice issued by the ESFA.
10. The College Code of Good Governance
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 **Schedule 3**.

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

SELFLESSNESS

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

INTEGRITY

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

OBJECTIVITY

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

ACCOUNTABILITY

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

OPENNESS

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

HONESTY

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

LEADERSHIP

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

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 systems is in operation.

5. Good governance means developing the capacity and capability of the governing body to be effective

- 5.1 Making sure that appointed and elected 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.

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| <p>1. Corporation Members</p> <p>1.1 The determination and periodic review of the educational character and mission of the institution and for oversight of its activities**.</p> <p>1.2 Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.</p> <p>1.3 Approving the quality strategy of the institution.</p> <p>1.4 The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets**.</p> <p>1.5 Approving annual estimates of income and expenditure.</p> <p>1.6 The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk’s appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff.</p> <p>1.7 Setting a framework for the pay and conditions of service of all other staff.</p> <p>1.8 Setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA).</p> <p>1.9 Responsibilities which must not be delegated by the Corporation</p> <p>1.9.1 The determination of the educational character and mission of the institution**.</p> <p>1.9.2 The approval of the annual estimates of income and expenditure.</p> <p>1.9.3 The responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets**.</p> | <p>1.9.4 The appointment of the Principal or holder of a senior post.</p> <p>1.9.5 The appointment of the Clerk (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk’s appointment in the capacity as member of staff).</p> <p>1.9.6 The modifying or revoking of the Articles of Government.</p> <p>1.9.7 The consideration of the case for dismissal, of the Principal, the Clerk or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation.</p> <p>1.9.8 The power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.</p> <p><i>** Must be retained under Schedule 4 of the FHEA</i></p> |
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2. Principal

- 2.1 Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the Corporation.
- 2.2 The determination, of the institution's academic activities and the determination of its other activities.
- 2.3 Preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- 2.4 The organisation, direction and management of the institution and leadership of the staff.
- 2.5 The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff.
- 2.6 Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

3. Clerk

- 3.1 The operation of the Corporation's powers.
- 3.2 Procedural matters.
- 3.3 The conduct of Corporation business.
- 3.4 Matters of governance practice.

1. Purpose

- 1.1 The ESFA issues a Financial Memorandum for further education colleges, together with a version for sixth form colleges that recruit adult students. The ESFA also issues a Conditional Funding Agreement for sixth form colleges and further education colleges that provide funded education for those under 19. These documents are updated periodically and are designed to ensure that both general FE colleges have proper lines of financial accountability.
- 1.2 The Financial Memorandum records the agreement between the Secretary of State, acting through the ESFA, and the college concerning the amount of funding that will be paid to the college. As a result of the Deregulation Act 2015 the references to the Chief Executive of Skills Funding have been removed as the statutory powers of the holder of that post have been transferred to the Secretary of State. The SFA is now combined with the EFA and the ESFA is an agency within the DfE.
- 1.3 The conditions set out in the Financial Memorandum are intended to enable the Secretary of State to carry out his/her functions under the Apprenticeships, Skills, Children and Learning Act 2009 (ASCLA). The Secretary of State has responsibilities as accounting officer to his/her department for ensuring that the use of funds which he/she receives is consistent with his/her statutory remit and any conditions imposed by the Treasury.

2. Format

- 2.1 The form of the documentation varies because of the different legal basis on which the ESFA fund provision. The ESFA provides funding under the Apprenticeships, Skills, Children and Learning Act 2009 on the basis of grant – in aid. Such grants are provided subjects to conditions set out in the Financial Memorandum. Funding under the Education Act 2002 is not limited to provision by grant – in aid so the appropriate document is a Funding Agreement which is contractual in nature. The Funding Agreements which ESFA provide to colleges are broadly similar in nature to those that it enters into with academy schools.
- 2.2 The Financial Memorandum applies to all ESFA funded FE colleges, with only the financial annexes differing between institutions, unless there is a particular need for special provisions specific to a particular institution.
- 2.3 ESFA Funding Agreements are structured in two parts. In the version for general FE and specialist colleges, some material is omitted, since ESFA will take assurance from the equivalent provisions in these colleges' Financial Memoranda. For the same reason, the version of the Financial Memorandum which is now provided by the ESFA to sixth form colleges omits those provisions which are central to the financial accountability arrangements, e.g. those setting out the responsibilities of the governing body and of the accounting officer, the requirement to provide information, and the requirements in relation to financial reporting and audit. This is because the ESFA will rely on equivalent provisions in the sixth form colleges' Funding Agreement.
- 2.4 If a college gets into serious financial or quality difficulties under either funding stream regulatory action will be taken be led by the ESFA.
- 2.5 There follows a commentary on the main provisions of the Financial Memorandum for further education colleges.
- 2.6 **Definitions**
- 2.7 It should be noted that references to public funds include funds provided by HEFCE as well as those provided by the ESFA.
- 2.8 The Financial Memorandum recognises that a Corporation is an independent body responsible for managing the college and ensuring its financial viability. However, the Corporation must inform the ESFA of any transaction that could jeopardise the college's financial viability and must also be able to demonstrate that all transactions achieve value for money for funds provided under the financial memorandum.
- 2.9 The governing body must appoint an accounting officer (expected to be the chief executive/principal of the college). There must be an accounting officer in place at all the times and the ESFA must be

informed of the accounting officer's name and position and who will discharge their various responsibilities if they are absent from the college for an extended period.

2.10 The accounting officer takes personal responsibility, which is not delegable, to ensure compliance with the Financial Memorandum and conditions of funding. The accounting officer may be required to appear before the Public Accounts Committee on matters relating to the Corporation's use of funds.

2.11 The accounting officer must advise the governing body if at any time in his/her opinion any action under consideration by the governing body is incompatible with the Financial Memorandum. If the governing body resolves to continue with such action the accounting officer must inform the ESFA.

2.12 Allocation of funds

2.13 The ESFA will allocate funds to the Corporation annually provided that it is satisfied that the Corporation is financially viable and able to deliver education of a reasonable quality meeting the needs of learners and employers and the Corporation has met the previous year's conditions of funding. The Corporation is free to spend its funding as it sees fit provided it fulfils the conditions of funding but funds must not be used to deliver provision in respect of which the Corporation has already received other funding, public or otherwise, unless agreed by the ESFA. The ESFA can require assurance that delivery of provision complies with the Financial Memorandum and can require, at the College's cost, evidence to support payment claims.

2.14 Capital transactions

2.15 The Corporation must manage its property with regard to good practice guidance in the FE sector. It is no longer necessary to obtain approval of the ESFA to the disposal of land or buildings which had been acquired or developed with the help of capital grants from the ESFA or previous associated bodies, but the ESFA must be notified in writing of such transactions and reserves the right to require repayment of some or all of the associated grant.

2.16 Financial reporting

2.17 The ESFA specifies the information to be contained in the Corporation's financial statements. Audited financial statements must be provided to the ESFA within five months of the Corporation's year end. The Corporation must have an effective policy on risk management. The Corporation must notify the ESFA in writing if at any time there is a risk to the college's solvency and viability.

2.18 Audit

2.19 The Corporation must appoint an audit committee and arrange to provide internal and financial statements audit, including regularity audit, in accordance with the Audit Code of Practice.

2.20 The Corporation must investigate and report to the ESFA all significant cases of fraud or suspected fraud.

2.21 Payment to employees on termination of employment

2.22 The Corporation must demonstrate that any payments made to employees on the termination of their employment are regular, secure value for money and avoid spending funds on settlements where disciplinary action would have been more appropriate. Where employment claims are brought by a senior post holder it should take appropriate professional advice on any proposed settlement and the terms of the final agreement should be agreed by the governing body and brought to the attention of the financial statements auditors.

2.23 Provision of data on learners and staff and of information

2.24 A college must supply learner data in accordance with ESFA requirements. A recent requirement is the need to provide data about staff teaching GCSE English and Maths.

2.25 The ESFA reserves the right to request information from the Corporation in order to exercise his responsibilities. The Corporation must inform the ESFA in writing of the vacating or filling of the positions of Chair of the governing body, Principal and Clerk. The ESFA has the right to share information provided by the college, for example with Parliamentary bodies.

2.26 Conditions of funding

2.27 The detailed requirements in relation to each learning programme are set out in the ESFA Funding Rules. The maximum value of funds for each learning programme re set out in Appendix 1 to the Financial Memorandum. The ESFA reserves the right to reduce the overall maximum value for each learning programme by giving three months' notice. This can be done without the need to give a reason, although if the ESFA did so it would lay itself open to a legal challenge based on the argument that it had done so unreasonably. A recent condition is that a college must provide evidence that it has worked in partnership with the LEP to ensure its provision takes account of the LEP's priorities. The ESFA reserves the right to impose additional conditions where it considers it necessary to secure the delivery of education and training of a reasonable quality or to require the Corporation to address concerns about its financial viability.

2.28 Sub-contracted provision

2.29 ESFA considers extensive sub-contracting of provision to be a significant risk factor for colleges. It requires colleges to make a Declaration of Subcontractors bi-annually and comply with requirements set out in the Funding Rules. These include requirements in relation to the form of the legally binding sub-contract which must be put in place. Under the current memorandum where a college has sub-contracts in aggregate worth more than £100,000 per year it must obtain an annual report from its external auditors providing assurance on its arrangements for managing the sub-contractors and provide ESFA with an auditor's certificate that a report confirming satisfactory assurance has been received.

2.30 Repayment of funds

2.31 In the case of a breach of the conditions of funding the ESFA reserves the right to require repayment of all or part of the funds.

2.32 Raising Standards, Feedback and Complaints

2.33 The college must deliver the funded provision to an acceptable standard of quality and comply with the Performance Management Rules published by the ESFA. There is a set procedure for dealing with inadequate provision which may lead to issue of a Notice of Concern or ultimately a Notice of Withdrawal of Funding. The college must inform the ESFA if it is sanctioned by an awarding body. It must also notify the ESFA of the date of the feedback meeting following an inspection by Ofsted so that ESFA can send a representative to the

meeting. If a Notice of Concern is issued the college's ability to start new learners on a programme may be suspended. Under the current Financial Memorandum the ESFA may invite a college to discuss with it if considers that there is a significant risk that a college may become financially inadequate over a three year period. If the college's response is inadequate the ESFA may ask the college to undertake a financial or structural review. Such a "request" may be made a condition of funding. If it is made a condition and the condition is not complied with the ESFA may issue a Notice of Concern or of Withdrawal of Funding.

2.34 Colleges are expected to have acceptable procedures for gathering and acting upon feedback and complaints from learners and/or their representatives and employers and the wider community. These must be made available to those who may wish to complain. Where a complaint is not resolved satisfactorily the complainant must be informed of their right to complain to the ESFA.

2.35 Additional matters

2.36 The Financial Memorandum incorporates a number of other clauses on compliance matters such as health and safety, equal opportunities, data protection and freedom of information, and State Aid.

2.37 Interpretation

2.38 Nothing in the Financial Memorandum shall require the Corporation to act in a manner which would cause the Corporation to cease to be a charity.

2.39 Colleges need to familiarise themselves with the detailed content of the Financial Memorandum and Funding Agreement in the versions applicable to their type of college. However, despite the presentational differences in the documentation, colleges will find that the substance of the requirements that they need to meet is largely unchanged.

1. “Principal Powers”

1.1 Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:

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

2. “Supplementary Powers”

2.1 Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise of any of the principal powers conferred by section 18 of the Act, including in particular the following:

- 2.1.1 the power to acquire and dispose of land and other property;
- 2.1.2 the power to enter into contracts, including in particular:
 - 2.1.2.1 contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation’s principal powers; and
 - 2.1.2.2 contracts with respect to the carrying on by the Corporation of any such activities;
- 2.1.3 the power to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation.

2.1.4 the power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the College achieved its corporate independence on 1 April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation;

2.1.5 power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;

2.1.6 power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;

2.1.7 power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes; and

2.1.8 provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person.

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