

## **CORPORATION TERMS OF REFERENCE**

### **1 Constitution**

1.1 The Corporation last reviewed its Terms of Reference on 9 February 2017. This edition of the Terms of Reference came into effect on 20 March 2008.

### **2 Objective**

2.1 To ensure that the College operates in accordance with the provisions of the Education Acts 1992 and, any subsequent Education Acts and the Learning & Skills Act 2000, any relevant regulations, orders or directions made by the Secretary of State, in accordance with Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012 effective on 31<sup>st</sup> March 2012, and any rules or bye-laws made under the Articles and any trust deed regulating the institution.

### **3 Membership**

3.1 The Corporation shall consist of thirteen (13) members:

- 9 Independent Members (selected on the basis of ‘necessary skills’)
- 2 Staff Members
- The Principal and Executive Director
- 1 Student Union President Member

3.2 Terms of Office will be three years for all Members except the Principal and Student Members. The Term of Office of the Student Union President Member will be one year co-terminus with their role as President.

3.3 A quorum shall be (six) Members (a minimum of 40%).

3.4 The Chairman and Vice Chairman shall be appointed by the Corporation from among their number. The Principal and Staff and Student Members are not eligible to be appointed.

3.5 The Clerk will be responsible for checking the eligibility for membership of new members under the Statutory Instruments.

3.6 All appointments to the Corporation, except that of the Principal, will first be considered by the Search & Governance Committee, and will only be made after consideration of the Search & Governance Committee’s recommendations and in the case of the Student and Staff Members that eligibility criteria are met.

## **4 Attendance at Meetings**

**4.1** The meetings will not be open to the public.

**4.2** The Corporation shall have the power to invite anyone to attend meetings as may be desirable and necessary.

**4.3** Except as provided by articles 16 and 17 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution shall withdraw -

a) from that part of any meeting of the Corporation at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;

b) from that part of any meeting of the Corporation at which the appointment of his successor is to be considered; and

c) if so required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his own are to be considered.

**4.4** A student member who is under the age of 18 shall not vote on any question concerning any proposal:

a) for the expenditure of money by the Corporation; or

b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise).

Except as provided by rules made under 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation at which his conduct, suspension or expulsion is to be considered.

In any case where the Corporation are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall:

a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and

b) where required to do so by any one member of the Corporation present at the meeting, withdraw from the meeting.

**4.5** The Clerk to the Corporation shall attend all meetings.

## **5 Frequency of Meetings**

**5.1** Meetings shall be held not less than three times a year.

## **6 Authority**

**6.1** The Corporation has authority to operate in accordance with statutory legislation including, in particular, the Education Acts and the Instruments and Articles of Government.

**6.2** The Corporation should operate in accordance with best practice as promoted by its funding body, Audit Commission and other statutory advisory bodies.

## **7 Duties**

The Corporation shall be responsible for:

- the determination and periodic review of the educational character and missions of the institution and for oversight of its activities;
- publishing the 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;
- 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, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- setting a framework for the pay and conditions of service of all other staff;

and;

- the keeping of proper accounts and proper records in relation to the accounts and to prepare in respect of each financial year for the Corporation, a statement of accounts; and
- setting the policy by which the tuition and other fees payable to the Corporation are determined.

## **8 Reporting Procedures**

**8.1** The Clerk to the Corporation shall circulate minutes of the meetings of the Corporation to all Corporation Members.

**8.2** At each meeting the minutes of the last meeting shall be taken as an agenda item and,

if agreed to be accurate, signed as a true record.

- 8.3** A folder of agenda, reports and minutes will be held in the Clerk's Office and made available during normal office hours at the College to any person wishing to inspect it. Additionally the approved minutes of meetings will be posted on the College's website for a period of at least twelve months, subject to any confidentiality requirements in accordance with the Instruments and Articles of Government.
- 8.4** Agenda, Reports and Minutes, except restricted items, will also be circulated to Directors, Trade Union local branches and the Learning Resource Centre.
- 8.5** The Clerk will ensure that:-
- i. Restricted and confidential documents and reports should be marked with a declassification review date;
  - ii. The Corporation shall annually review items classed as 'confidential' or 'restricted' and recommend any declassifications for Corporation approval in order to make them publicly available once they either cease to be confidential or where it considers that the public interest in disclosure outweighs the reason for them to remain confidential.

## **9 ACCESS TO MEETINGS (including Public Access)**

- 9.1 The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a Member, the Clerk or the Principal and in making its decision, it shall give consideration to any matters of confidentiality in accordance with the Instruments and Articles of Government. The Corporation's Policy for Public Access / Non Member Access to meetings is Closed:
- 9.2 *For reasons of public benefit the Corporation is closed to the Public and Non-Members of the Corporation other than those invited to meetings at the request of the Chair or of the Corporation.*