

Contents

1. Introduction and interpretation.....	1
2. The composition of the Board	2
3. Meetings.....	2
4. Delegated Powers.....	3
5. Committees of the Board.....	3
6. Quorum	3
7. Withdrawal from meetings.....	4
8. Voting.....	5
9. Reconsideration of Resolutions.....	5
10. Declaration of Personal /Other Interest	6
11. Confidentiality.....	6
12. Code of Conduct for Governors	7
13. Public Access to Agenda and Minutes	7
14. Public Access to meetings	7
15. Appointment of Governors and Terms of Office	7
16. Appointment of External Members	8
17. Termination of Membership.....	9
18. Appointment of Chair and Vice Chair	9
19. Chair's Action	9
20. Senior Staff Appointments.....	10
21. Attendance	11
22. Expenses	11
23. Application of the Seal.....	11
24. Complaints	11
APPENDIX I – COMPLAINTS AGAINST THE BOARD.....	12
APPENDIX II – ROLE AND RESPONSIBILITIES OF THE CHAIR	14
APPENDIX III – ROLE OF THE CLERK TO THE GOVERNORS	15
APPENDIX IV – ROLE AND RESPONSIBILITIES OF A GOVERNOR	17
APPENDIX V – SUMMARY OF MAIN RESPONSIBILITIES OF THE PRINCIPAL UNDER THE ARTICLES OF GOVERNMENT	18
APPENDIX VI – CODE OF CONDUCT FOR GOVERNORS	19

This document sets out the procedures, rules and arrangements agreed by the Governing Body (known as the Corporation) with regard to the conduct, rules and procedures for the Governing Body and its committees to ensure the efficient running of all business.

1. Introduction and interpretation

- 1.1. The legitimacy of a Governing Body's actions depends upon compliance with powers and procedures that are established in the Instrument and Articles of Government and in the Governing Body's own Standing Orders.
- 1.2. Any organisation will benefit from rules that determine how meetings are to be conducted. Such rules, normally referred to as Standing Orders, should be drawn up and agreed by the Governing Body, be given to each Governor on appointment, and should be the basis on which the Chair of the Governing Body and each of its Committees and Governor working groups conducts meetings.
- 1.3. These Standing Orders are intended to be supplementary to the Instrument and Articles of Government. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.

1.4. In these Standing Orders:

"College" means Shrewsbury Colleges Group

"Corporation" means the legal entity created by the Further and Higher Education Act 1992 which carries on in perpetuity

"Board" means the Board of Governors of Shrewsbury Colleges Group who make decisions on behalf of the Corporation. (Corporation and Board can, and are, used interchangeably)

"Committee" means a committee of the Board

"Chair" means the Chair of the Board or of a committee of the Board or of a meeting of the Board or a committee as the context requires

"Vice Chair" means Vice-Chair of the Board

"Governor" means a member of the Board of Governors

"Co-opted member" means a person who is not a governor but who is appointed as a member of a committee

"Principal" means the Chief Executive of Shrewsbury Colleges Group

"Senior Post holder" means the Principal and such other senior posts as the Corporation may decide for the purposes of the Articles

2. The composition of the Board

The total number of governors determined by the Board in July 2017 is 19 comprising:

Independent	11
Parents	2
Staff	3
Student	2
Principal/Chief Executive	1

3. Meetings

- 3.1. The Board shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 3.2. All meetings shall normally be summoned by the Clerk to the Board who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.
- 3.3. Only the business on the agenda will be discussed at Board meetings except for urgent matters which the Chair rules may be considered. Full details of such matters must be given to the Chair in advance of the meeting and the Chair's approval obtained before such items are raised.
- 3.4. A special meeting of the Board may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in his/ her absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.
- 3.5. Any individual Governor may request that an item be included on the agenda of the Board or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Board or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 3.6. At every ordinary meeting of the Board the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting.

4. Delegated Powers

The Board may delegate any of its powers with the exception of the following:

- (a) the determination of the educational character and mission of the College;
- (b) 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;
- (c) approving the quality strategy of the institution;
- (d) the approval of the annual estimates of income and expenditure;
- (e) ensuring the solvency of the College and the safeguarding of its assets;
- (f) the appointment or dismissal of the Principal or holder of a designated senior post;
- (g) setting a framework for the pay and conditions of service of all other staff;
- (h) the appointment and dismissal of the Clerk to the Board;
- (i) the modifying or revoking of the articles of government.

5. Committees of the Board

5.1. The Board currently has five established Committees as follows

- Audit
- Finance and Business Operations
- Quality, Standards and Curriculum
- Remuneration
- Search and Governance

The quorum, constitution, membership and terms of reference of these committees are agreed by the Board from time to time and contained in the Governor's Handbook issued on appointment and subsequently updated. Memberships and Chairs of all Committees are appointed annually. Decisions of all Committees shall be reported to the following ordinary meeting of the Board.

6. Quorum

6.1. The Quorum of the Board is at least 40% of the determined membership (to include 5 independent Governors), rounded to the nearest whole number. In July 2017, the Board determined the membership as 19 members, with a quorum of 8. The memberships for Committee meetings are set annually by the Board and the quorum for each Committee is set out in the terms of reference for each Committee.

6.2. The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members

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

- 6.3. An inquorate meeting shall be terminated by the Chair. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

7. Withdrawal from meetings

- 7.1. Staff Governors and, where applicable, the Principal must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, re-appointment, conduct, suspension, dismissal or retirement. At the discretion of the Governors present, Staff Governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves (unless this relates to the pay and conditions of all such staff, or a particular class of staff), or any matter relating to the appointment of their successor. Where a vote is taken to ask staff members to withdraw, such a vote shall be recorded in the minutes of the meeting. A Staff Governor must withdraw if s/he is acting as a representative of staff in discussions with management about pay and conditions.
- 7.2. A student member shall withdraw from that part of any meeting at which his/ her conduct, suspension or exclusion is to be considered. In any case where the Board or any committee of the Board is to discuss staff matters relating to a member or prospective member of the staff of the institution a student member shall:
- take no part in the consideration or discussion of the matter in question and not vote on any question with respect to that matter
 - where required to do so by a majority of the members, other than student members, of the Board or committee present at the meeting, withdraw from the meeting. Such a vote shall be recorded in the minutes of the meeting.
- 7.3. The Clerk to the Board shall withdraw from that part of any meeting of the Board or committee of the Board at which his/her remuneration, conditions of service, conduct, suspension, dismissal, or retirement are to be considered. If the Clerk is required to withdraw from a meeting under the above provisions, the Board or Committee shall appoint from their number a person (but who may not be the Principal) to act as Clerk to the meeting or part of the meeting.
- 7.4. Separate minutes shall be taken of those parts of meetings from which staff or student members or the Clerk have withdrawn, and those who have withdrawn shall not be entitled to see the minutes of that part of the meeting or any papers in relation thereto except with the approval of the Committee or Board. Where the Clerk or members have withdrawn from a meeting or part of a meeting this withdrawal and the reasons for it shall be recorded in the minutes of the meeting.

8. Voting

- 8.1. Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question. Where there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 8.2. Proxy votes, or votes by way of a postal vote, for absent Governors are not permitted.
- 8.3. Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- 8.4. Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor shall have the right to have his/her disagreement recorded in the minutes, at his/her request.

A student member under the age of 18 may not vote on any question concerning any proposal for the expenditure of money by the Board or under which the Board, or any members of the Board, would enter into any contract, or would incur any debt or liability.

- 8.5. Notwithstanding that differences of opinion may arise in discussion of issues, the majority decision of the Governing Body should be supported by all Governors, including those who may not have taken part in the vote.
- 8.6. Governors must respect the confidentiality of those items of business which the Governing Body decides from time should remain confidential.

9. Reconsideration of Resolutions

No Resolution (i.e. any formal decision by the Board) of the Governors may be rescinded or varied at a subsequent meeting of the Board unless its reconsideration appears on the agenda for that meeting. A Resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

10. Declaration of Personal /Other Interest

10.1. Governors must declare any financial interest, including the nature and extent of such an interest, in:

- (i). the supply of work or goods to or for the purposes of the College;
- (ii). any contract or proposed contract concerning the College;
- (iii). any other matter relating to the College.

10.2. Governors should also declare any interest relating to:

- (i). any financial interest, including the nature and extent of such an interest, in the College of his/her spouse or partner, and their own or their spouse/ partner's close family;
- (ii). any non-financial personal interest of Governors, such as membership of other public bodies and institutions; trusteeship of a trust where the Governor, or other person closely connected with him/her, may be a beneficiary; or membership of a closed organisation.

10.3. The declaration of interest is normally the responsibility of the individual Governor. However if the Clerk, on the basis of information in the Governors' register of interests, has reason to believe a Governor has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the member concerned (preferably before the meeting).

10.4. Having declared a financial or other interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Governors may prefer to withdraw from the meeting, but are not obliged to do so unless a majority of members requires him/her to withdraw. The declaration of an interest by a Governor during the course of the meeting shall be recorded in the minutes.

10.5. Every member of the Board shall act in the best interests of the Board and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

10.6. A person shall be disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a charity trustee under the Charities Act 2011 or any successor legislation.

11. Confidentiality

The Board shall determine when an item is confidential. Criteria for defining an item as confidential include:

- a) matters concerning individuals, including staff and students;
- b) sensitive commercial or business information which would be disadvantageous to the College to release;

- c) negotiations with trade unions;
- d) legal advice on sensitive or confidential matters;
- e) any other matters the publication of which would, in the Board's view, be detrimental to the College's interests

The Board shall keep under review any item deemed confidential, stating when it is to be reviewed, and will release information if there is no longer a reason to keep it confidential.

12. Code of Conduct for Governors

Governors must agree, as a condition of Board membership, to be bound by the Code of Conduct for Governors set out in Appendix VI.

13. Public Access to Agenda and Minutes

Copies of the agenda, minutes and papers of each meeting of the Board and its Committees are available during the hours of 9 a.m. - p.m., Monday to Friday, in the office of the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Board to be confidential. Agendas shall be available for inspection as soon as the Governors have received them, and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting. Minutes of Committee meetings, once approved by the Chair of the meeting, will be published on the College website.

14. Public Access to meetings

The Board, or the Chair on its behalf, may at its discretion invite persons who are not members of the Board or the Clerk to attend Board or Committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting which the person may attend. Such persons may only speak if invited to do so by the Chair of the Board or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.

15. Appointment of Governors and Terms of Office

The Board has set up a Search and Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Board for the appointment of Governors. The Board shall not appoint any independent or parent member of the Board (other than the Principal) unless it has first considered the advice of the Search and Governance Committee. The constitution, membership and terms of reference of the Search and Governance

Committee are as agreed by the Board from time to time and, in accordance with Article 5 (3), the Rules and Terms of Reference are available on the College website.

In accordance with the recommendations of the Committee on Standards in Public Life, a Governor shall not serve for more than two consecutive periods of four years. However, the Board may vary this general rule if there are exceptional reasons for a Governor being appointed for a further term of office.

The role and responsibilities of a Governor are set out in Appendix IV

The Board will seek to have a membership with a wide range of skills, experience, gender, ethnicity and disability amongst members.

The Clerk maintains a list of Corporation members, the Committees upon which they serve, their membership category, expiry date and brief background. These lists are available for public information and are included on the College website.

A Skills Audit will be undertaken from time to time so as to monitor the current make-up of the membership and prepare for when it is necessary to fill one or more vacancies. The task is the responsibility of the Clerk, acting on behalf of members.

Student Governors are to be students at the College and are to be elected and nominated by the students at the College.

Staff Governors are to be members of staff of the College who hold a current contract of employment and are to be nominated and elected by the staff who hold a current contract of employment at the College. Staff Governors shall normally be appointed for a period of four years and shall cease to be members of the Corporation if their employment ceases. Retiring Staff Governors shall be eligible to be re-elected subject to them not serving more than two consecutive periods of four years, unless there are exceptional circumstances.

Application for Governor Opportunities on the Corporation from former members of the College's Staff, either employed directly or as contractors, may only be considered after a period of five years after the date of their departure from the College as a member of staff.

16. Appointment of External Members

The Search and Governance Committee may invite external (i.e. non-Governor) Members to serve on any Board Committee, except the Special Committee. Appointments of external members do not require the approval of the full Governing Body, provided that :

- (i). the Chair of the Committee to which the external member is to be appointed be co-opted onto the Search and Governance Committee for those meetings considering the appointment(s);
 - (ii). the Chair or Vice Chair of the Governing Body approves the appointment(s);
- and

- (iii). the appointments are subsequently reported to the Governing Body.

17. Termination of Membership

A member may resign from office at any time by giving notice in writing to the Clerk. (Instrument 9.1). There is no designated notice period other than that implied by an individual Governor's term of office.

Instrument 9 (2) - If at any time the Corporation is satisfied that any member –

- a) is unfit or unable to discharge the functions of a member; or
- b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

A person shall be disqualified from holding, or from continuing to hold, office as a governor if that person is disqualified from being a charity trustee under the Charities Act 2011 or any successor legislation.

18. Appointment of Chair and Vice Chair

The Chair and Vice Chair are appointed from the membership of the Board for such period as the Board decides. The nominee may not be a proposer or a seconder to his/her nomination. The Principal, Staff and Student Governors are ineligible for these appointments, but may nevertheless take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when the Board shall appoint a Chair from among themselves. If the Vice-Chair should resign or otherwise cease to hold office during the year, the Board shall appoint a new Vice Chair at the next meeting. At the expiry of their term of office the Chair or Vice Chair shall be eligible for reappointment.

If at any time the Board is satisfied that the Chair or Vice Chair is unable or unfit to discharge the functions of Chair or Vice Chair (as the case may be) the Board may by notice in writing to the Chair or Vice Chair remove him/ her from office and thereupon the office shall be vacant.

The role and responsibilities of the Chair are set out in Appendix II.

19. Chair's Action

- 19.1. It will be necessary from time to time for the Chair, or the Vice Chair in his/ her absence and in consultation with the Principal, to act on behalf of the Board between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Board meeting, for example routine documents; responding to

approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Board.

- 19.2. Alternatively the Chair, in consultation with the Principal, may take action on matters, which she or he judges are too urgent to await a meeting of the Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- 19.3. The Board accepts corporate responsibility for those actions taken by the Chair outside a meeting, and within the terms of these standing orders. The Clerk must make a full record of all such Chair's action, and report them to the next meeting of the Board. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that she or he is given a full account of the action.

20. Senior Staff Appointments

- 20.1. The Board is responsible for the recruitment and terms and conditions of the Clerk to the Board and any Senior Post Holders. The Principal has general responsibility for appointment of all members of staff other than senior post holders.
- 20.2. When a Senior Staff post or the post of Clerk to the Board falls vacant the Search and Governance Committee shall agree the text of an advertisement and arrange for this to be placed in the national press.
- 20.3. The Board shall appoint a selection panel of at least three of its members and (except when it is his/her post being considered) the Principal.
- 20.4. The selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Board. If the Board approves the selection panel's recommendation then that person shall be appointed.
- 20.5. If the selection panel is unable to agree on a person to recommend for appointment, or if the Board does not approve the recommendation, the Board may require the panel to repeat the selection process with or without first re-advertising the vacancy.
- 20.6. The role of the Clerk is set out in Appendix III.

Senior Post holders and the Clerk may only be dismissed by the Board, following consideration by a Special Committee of the Board. The Special Committee shall consist of at least 3 members of the Board. The Chair of the Board, the Vice-Chair, the Principal and the Staff and Student members shall not be eligible for membership of the Special Committee. The Board has agreed rules specifying procedures for the conduct of the Special Committee, as set out in the Disciplinary Procedures for Holders of Senior Posts. No changes may be made to these procedures without consultation having taken place with the Senior Post holders and the Clerk.

20.7. Where there is a vacancy or expected vacancy in a senior post the Board shall advertise the vacancy nationally, and appoint a selection panel consisting of (for the post of Principal) at least 5 members of the Board including the Chair of the Board and/or the Vice-Chair. Where the vacancy is for any other Senior Post, the selection panel shall comprise the Principal and at least 3 members of the Board.

The responsibilities of the Principal as Chief Executive are set out in Appendix V.

21. Attendance

The Clerk shall keep a record of attendance of Governors at meetings which shall be reported annually to the Board. Any Governor who has not attended meetings for more than six consecutive months without permission of the Board may be removed from office by decision of the Board. The Governor concerned shall be given notice in writing.

22. Expenses

Governors may be reimbursed for travel expenses properly incurred in attendance at meetings and in the performance of other duties. Claim forms are available from the Clerk.

23. Application of the Seal

The application of the Seal of the Board shall be authenticated by:

- a) the signature either of the Chair or of some other member authorised either generally or specially by the Board to act for that purpose; and
- b) the signature of any other member.

24. Complaints

A complaint against the Board or an individual member of the Board shall be addressed to the Clerk to the Board who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Board shall be forwarded to the Chair of the Board. A copy of the complaints procedure is attached at Appendix I.

APPENDIX I – COMPLAINTS AGAINST THE BOARD

1. A complaint against the Board, a member of the Board or the Clerk to the Board may be made by an individual, business or an organisation.
2. Complaints against the Board or a member of the Board should preferably be made in writing and addressed to the following:
 - The Clerk to the Board
 - Shrewsbury Colleges Group
 - London Road Campus
 - London Road
 - Shrewsbury SY2 9BL
3. The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
4. The Clerk to the Board will:
 - acknowledge receipt of the complaint without delay;
 - investigate the complaint; and
 - endeavour to provide a response to the complaint within ten working days and if this is not possible provide the complainant with an interim statement.
5. The written response of the Clerk to the Board will include details of any arrangements for pursuing the matter with an independent body (e.g. the Secretary of State for Education, Employment Funding Agency)
6. The Clerk to the Board will keep the Chair informed of the situation, and will provide the Board with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
7. When carrying out an investigation on a complaint against the Board or an individual member of the Board, the Clerk to the Board will have the authority to refer issues to the Board's auditors (external and/or internal) or other appropriate advisors.
8. A complaint against the Clerk to the Board shall be forwarded to the Chair of the Board for investigation and response. Letters for the attention of the Chair of the Board to be addressed to
 - The Chair of the Board.
 - c/o Shrewsbury Colleges Group
 - London Road Campus
 - London Road
 - Shrewsbury, SY2 9BL

9. The approach to be adopted by the Chair of the Board in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Board and individual members of the Board.

If the subject of the complaint is the Principal, the Board will follow the separate procedure agreed by the Board.

APPENDIX II – ROLE AND RESPONSIBILITIES OF THE CHAIR

1. With the support of the Clerk, to ensure :
 - (a) That appropriate issues are brought to the Board
 - (b) That the business at Board meetings is conducted efficiently and effectively
 - (c) That issues before the Board are debated fully and that all governors have the opportunity to contribute
 - (d) That discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, on any issue arising which is both urgent and important which would normally be dealt with by the Board but which cannot wait for the next meeting. Such action to be reported to the Board for information at the next available meeting.
4. To develop an effective working relationship with the Principal and the Clerk based on a full understanding of the role of the Board in the governance of the College.
5. To provide leadership for the Board.
6. Where appropriate, to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
7. To appraise the Principal and to ensure appropriate opportunities for development and training for the Principal.
8. To instigate disciplinary action against holders of senior posts should the need arise.
9. To oversee and arrange appraisal of the work of the Clerk to the Governors.
10. To represent the College and the Board on appropriate occasions and in particular to handle relations with the media on behalf of the Board.
11. To ensure that arrangements exist for the induction and development of Board members.

APPENDIX III – ROLE OF THE CLERK TO THE GOVERNORS

Main Purpose: To provide effective, independent and professional advice and support to the Board of Governors and the Principal

In accordance with Article 3(3) of the Articles of Government, the Clerk shall be responsible for the following functions: -

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice

Main Duties and Responsibilities

1. To ensure compliance by the Board of Governors with statutory and non-statutory regulations and codes of practice relating to the conduct of its affairs by :
 - (a) Providing effective and efficient professional support and advice to the members of the Board of Governors and the Principal/management of the College.
 - (b) Facilitating the proper conduct of meetings of the Board of Governors and its committees and seeking to ensure that correct procedures are followed.
 - (c) Ensuring that all appointments to the Board of Governors and its committees have been validly made.
 - (d) Giving independent guidance on statutory, constitutional and procedural matters.
 - (e) Obtaining and making available professional advice for the Board of Governors and to individual governors in accordance with their role as governors.
 - (f) Facilitating communication on Board matters between the Board, the Principal and senior staff of the College.
 - (g) Administering those procedures approved by the Board of Governors for making information about the Board's business available to the public in accordance with the principle of transparent and open accountability.
 - (h) Ensuring the proper use of the Corporation Seal.
 - (i) Facilitating the induction and training of governors in conjunction with appropriate internal and external sources/agencies with a view to maximising the effectiveness of the Board of Governors in discharging its responsibilities.
 - (j) Working in a manner which promotes equality & diversity.

2. In undertaking the above duties and responsibilities, the Clerk shall advise the Board if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. Should the Board decline to act upon the Clerk's advice, the following arrangements shall apply :
 - (a) Clerk shall put his/her advice to the Board of Governors in writing, having first consulted such external agencies as he/she considers to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
 - (b) Should the Board continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Board, to refer the matter to whatever external agencies he/she considers appropriate, including the College's funding body, its internal and external auditors and the Department of Education

The discharge of the above functions shall not prejudice the contractual position of the holder of the post.

3. The Clerk is authorised to arrange for any complaint by a member of the public against the Board or against an individual governor to be investigated. The Clerk may report the matter to the appropriate College Funding Body if in his/her judgement this is warranted by the nature of the complaint.

Subject to any requirement for confidentiality, the Clerk will ensure that a full response is made to the complaint and, where a lengthy investigation is undertaken, that the complainant is kept advised of progress. The Clerk will also report on the complaint and the investigation to the Chair and the Board, as appropriate to the circumstances.

APPENDIX IV – ROLE AND RESPONSIBILITIES OF A GOVERNOR

Main Responsibilities of the Board of Governors

Under Article 3(1) of the College's Articles of Government the Board is responsible for:

- i. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- ii. approving the quality strategy of the institution;
- iii. the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- iv. approving annual estimates of income and expenditure;
- v. 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
- vi. setting a framework for the pay and conditions of service of all other staff.

Responsibilities of Individual Governors

- i) To attend meetings of the Board of Governors and other occasional events arranged by the College.
- ii) To be a member of at least one committee of the Board and to attend the necessary meetings.
- iii) To participate actively and constructively in meetings of the Board and the appropriate committees and, in doing so, to assist the Board in its oversight of the College's activities and effectiveness of College management
- iv) To take an active interest in Further Education in general and in the College in particular.
- v) To abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests
- vi) To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the College but to stop short of giving professional advice.
- vii) To act as an ambassador for the College and to foster good relations between the College and the local community.
- viii) Always to act in the best interests of the College and not to speak or vote as if mandated by other persons or bodies.

APPENDIX V – SUMMARY OF MAIN RESPONSIBILITIES OF THE PRINCIPAL UNDER THE ARTICLES OF GOVERNMENT

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

- (a) making proposals to the Board about the educational character and mission of the institution, and implementing the decisions of the Board;
- (b) the determination of the institution's academic activities and other activities;
- (c) preparing annual estimates of income and expenditure, for consideration and approval by the Board, and the management of budget and resources within the estimates approved by the Board;
- (d) the organisation, direction and management of the institution and leadership of the staff;
- (e) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Board, 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; and
- (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

APPENDIX VI – CODE OF CONDUCT FOR GOVERNORS

SHREWSBURY COLLEGES GROUP CORPORATION CODE OF CONDUCT FOR GOVERNORS

Individual members of the Governing body share equally the responsibilities and accountabilities of the Corporation. Each Governor is asked to subscribe to this Code of Conduct based on the attached Seven Principles of Public Life.

A governor should:

- (a) Support the aims and objectives of the College and promote the interests of the College and its students in the wider community.
- (b) Work co-operatively with other governors in the best interests of the College.
- (c) Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the governing body prevails, it should be supported.
- (d) Base his or her view on matters before the governing body on an honest assessment of the available facts, unbiased by partisan or representative views.
- (e) Acknowledge that as an individual governor, he or she has no legal authority outside the meetings of the governing body and its committees.
- (f) Understand that an individual governor does not have the right, other than through the chairman and governing body's agreement, to make statements or express opinions on behalf of the governors.
- (g) Resist any temptation or outside pressure to use the position of governor to benefit himself or herself or other individuals or agencies.
- (h) Declare openly and immediately any personal conflict of interest arising from a matter before the governors or from any other aspect of governorship.
- (i) Respect the confidentiality of those items of business, which the governing body decides from time to time should remain confidential.
- (j) Take or seek opportunities to enhance his or her effectiveness as a governor through participation in training and development programmes and by increasing his or her knowledge of the College.
- (k) Give priority, as far as practicable, to attendance at meetings of the governing body and its committees.
- (l) Have regard to his or her broader responsibilities as a governor of a public institution, including the need to promote public accountability for the actions and performance of the governing body.

The Seven Principles of Public Life

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.