



Richmond upon Thames College

Standing Orders

Policies and Procedures for the

Conduct of Corporation Business

2017

RICHMOND UPON THAMES COLLEGE CORPORATION

Policies and Procedures for the Conduct of Corporation Business

- A. STATEMENT OF GOVERNANCE**
- B. PUBLIC VALUES STATEMENT**
- C. STANDING ORDERS**
- D. Appendices**
 - 1. Audit Committee Terms of Reference
 - 2. Governance, Search and Remuneration Committee Terms of Reference
 - 3. Finance and Resources Terms of Reference
 - 4. Curriculum, Quality and Standards Committee Terms of Reference
 - 5. Student Liaison Committee Terms of Reference
 - 6. College Redevelopment Monitoring Group Terms of Reference
 - 7. Code of Conduct for Corporation Members
 - 8. Corporation Conflicts of Interest Policy
 - 9. Whistleblowing Policy
 - 10. Role Description for the Chair and Vice Chair of the Corporation
 - 11. Role Description for Committee Chairs
 - 12. Policy on the Independence of the Clerk to the Corporation

STATEMENT OF GOVERNANCE

INTRODUCTION

The manner in which Richmond upon Thames College is governed is a matter of great importance, affecting the quality of the services it provides, public confidence in its activities, its financial security and the legality of its business.

The Corporation will conduct its business in accordance with English and relevant European law and within the Instrument and Articles of Government and the College's Financial Memorandum with the Funding Body. The requirements of the Instrument and Articles of Government and the Financial Memorandum will always take precedence over the Board's policies and practices on those issues which it has itself power to determine.

It will also observe regulations and Codes of Practices issued by the Funding Body and will act within the spirit of Standards in Public Life published by the Nolan Committee and in the report Personal Liability in Public Service Organisations published by the Neill Committee.

Governors have regard to the different, but complementary responsibilities given to the Principal as the College's Chief Executive. 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 postholders, it is the Chief Executive's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation.

Governors recognise the importance of clarity in identifying their role and responsibilities and in differentiating those from the roles and responsibilities of college management whilst, at the same time recognising the key interactions between the two.

Governors have approved a schedule of authority for decision-making (annex 1) and have identified that:

1. Governors have a duty to ensure that managers perform effectively
2. Management needs to ensure that governors are aware of the issues on which governor decisions or direction are required to enable effective management
3. Governors need to have the means to audit their own performance
4. Strategic Planning is an activity which needs to be shared by governors and management

DEFINITIONS

The Corporation recognises two principle definitions which are relevant to its work:

1. The efficient, effective and legal operation of the Board and its committees in accordance with the Instrument and Articles (OPERATION);
2. The proper and effective ordering of the College's business in order to achieve its objectives (BUSINESS)

OPERATION

Governors believe they will satisfy the Operation definition of governance by adopting and observing a system of working which is open, honest and understandable. To this end:

- All members will observe a Code of Conduct and a Register of Interests
- The Corporation will have a Freedom of Information Policy
- There will be Standing Orders regulating the terms of reference and activity of the Board and its Committees
- The Corporation will have a procedure on Whistleblowing
- There will be agreed role descriptions for the Chair and Vice Chair of the Corporation, the Committee Chairs and the Clerk to the Corporation
- The Clerk will be accountable directly to the full Board and, in performing the duties of the Clerk, will be independent of the Chair of the Corporation and the Principal
- The appointment of Committee Chairs will be approved by the full Board
- Committee Chairs will be required to present the minutes of their Committee to the full Board and to draw to the attention of members to any items which are recommended for approval by the Board or referral to the Board
- The Board may establish one or more Working Groups to consider any issues for report back to the full Board provided that this does not conflict with the normal remit of one of its committees
- All newly appointed governors will be required to participate in an induction process

BUSINESS

Governors believe that they will satisfy the Business definition of governance by observing three mandates.

1. The Legal mandate – e.g. ensuring the College’s solvency; the determination of the educational character and mission of the establishment etc.
2. The Government mandate – e.g. improving recruitment, retention and achievement; widening participation etc.
3. The Internal mandates determined by governors themselves within the Strategic Plan.

The observation of these mandates will enable the Corporation to achieve a number of objectives which governors take to represent the essence of good governance:

- To look after the interests of the stakeholders
- To determine the future nature, character and position of the College
- To monitor the quality of standards (including governance)
- To monitor the financial position to supply funding for the College as required to meet its nature, character and purpose
- To govern, not manage

The achievement of these objectives depends on governors attaining a clear understanding of:

1. Issues relating to education;
2. Issues which are important to stakeholders;
3. The business of the College and;
4. The views of governors themselves.

1. Issues Relating to Education

Governors will obtain information on current issues in Further Education by:

- Receiving relevant reports from managers
- Attendance at relevant conferences and training courses
- Attendance at College events

2. Issues Relating to Stakeholders

Governors recognise that the main purpose of relating to stakeholders is to gain information which will drive the Strategic Plan and to monitor how effectively the College is meeting the needs of stakeholders. The key stakeholders are identified as:

- Students
- Staff
- Schools
- Employers
- Higher Education
- Social and Community Organisations

With regard to the students, the Board has two student governors. It has established a Student Liaison Committee, the minutes of which are received by the full Board.

With regard to staff, the Board has two staff governors; one member elected by the academic staff and one member by the business support staff. It has established a Finance and Resources Committee, the minutes of which are received by the full Board.

With regard to schools and employers, the Board monitors the achievement of the College's Strategic Objectives.

With regard to Higher Education the Board monitors the development of Foundation Degrees in collaboration with local Universities and the provision of part time and flexible routes from level 3 to Higher Education.

With regard to social and community organisations, the Governance, Search and Remuneration Committee monitors that the College is fulfilling its responsibilities to the community it serves, in line with its mission statement. The Finance and Resources Committee and the Curriculum, Quality and Standards Committee receive a report on the College's collaborative provision.

3. Issues Relating to the Business of the College

Governors will attain a clear understanding of the business of the College through the regulation of its agendas; through the receipt of briefing papers from managers; through the monitoring of the College's arrangements for risk management; through the approval of the College Self-Assessment Report, Quality Improvement Plan and Strategic Objectives; through the activities of the Board's Committees and Working Groups and through the reports of internal and external auditors.

4. The Views of Governors Themselves

The ultimate expression of the views of governors, as influenced by all of the above, will be the vision for the College's development and the expression of that vision through the College's Strategic Plan, its Development Plan and Redevelopment Plans.

Governors will monitor their own performance to ensure that they are working effectively towards achieving this through the annual Governance Self-Assessment Report.

CONCLUSION

Governors recognise that effective governance places a considerable onus on them, both individually and corporately, requiring diligence, application and integrity. Governors are unpaid volunteers who give of their time because they believe in the importance of the Further Education system and in the aim to give all students every opportunity to gain maximum benefit from their experience at Richmond upon Thames College, regardless of ability, level or starting point.

The Corporation of Richmond upon Thames College seeks to achieve its aims and objectives through the application of the principles described in this paper.

RICHMOND UPON THAMES COLLEGE: SCHEDULE OF LEVELS OF AUTHORITY FOR DECISION MAKING

| Responsible Body | Permitted Level of Delegated Authority |
|---|---|
| Full Corporation | <p>The Corporation may not delegate the following: (Article 9) of the Instrument and Articles of Government:</p> <ol style="list-style-type: none"> 1. the determination of the educational character and mission of the institution; 2. the approval of the annual estimates of income and expenditure; 3. ensuring the solvency of the institution and the Corporation and safeguarding their assets; 4. the appointment or dismissal of the Principal or holder of a Senior Post; 5. the appointment or dismissal of the Clerk; 6. the modification or revocation of the Corporation’s Articles of Association. <p>4 & 5 may be delegated to a committee of members of the Corporation. The Corporation may delegate any of its functions not listed in Article 9 and not assigned elsewhere in the Articles to the Principal, Chair, Vice Chair or a Committee (Article 4.1). The Corporation may not appoint an Independent member as a member of the Corporation without first considering the advice of the Governance, Search and Remuneration Committee (Article 5(1)). The Corporation must establish an Audit Committee to advise it on matters relating to the Corporation’s audit arrangements and systems of internal control (Article 6(1)).</p> |
| The Principal | <p>The Principal may take executive action on all matters except those specifically excluded by Article 9.</p> <p>Those matters specifically delegated to the Principal under Article 3(2) are as follows:</p> <ol style="list-style-type: none"> 1. for making proposals to the Corporation about the educational character and mission of the institution and for implementing the decisions of the Corporation; 2. the determination of the institution’s academic activities and the 3. determination of its other activities 4. 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 5. the organisation, direction and management of the institution and leadership of the staff 6. 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; and 7. 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. |
| Chair | <p>The Chair may deal with those matters delegated to him/her by the Corporation (Article 4(1)). The Chair may not deal with any matters listed in Article 9 (see above), or those responsibilities specifically delegated to the Principal (see above).</p> |
| Committees* | <p>Committees may deal with any matters delegated to them by the Corporation (Article 4(1)). The Corporation may not delegate to Committees any matters listed in Article 9 or those matters delegated to the Principal under Article 3(2). The Corporation has agreed terms of reference for each Committee which set out those matters delegated to each Committee.</p> |
| <p><i>*Committees are: Governance Search and Remuneration, Audit, Curriculum Quality and Standards, Finance and Resources and Student Liaison.</i></p> | |

Richmond upon Thames College Public Values Statement

In July 2012 Richmond Upon Thames College's Corporation Board formally adopted the English Colleges' Code of Governance. The code places a significant responsibility on colleges to be accountable to their learners, to the wider community they serve and to other stakeholders. Richmond upon Thames College's Public Value Statement sets out how we will fulfil this responsibility. This statement will evolve over time as guidance and best practice amongst colleges emerges.

Richmond upon Thames College is an exempt charity under the terms of the Charities Act 2006. In considering its Mission, Vision and Values, Richmond upon Thames College has had due regard to the Charity Commission's guidance on the reporting of public benefit and particularly its supplementary public benefit guidance on the advancement of education.

The College's vision is:

To be a college that enhances the careers and life chances with inspired provision and a commitment to our community with values of mutual respect, honesty, integrity and personal accountability

It does this by:

- Providing high quality teaching and learning
- Encouraging individuals and groups from within the community to use the College as a resource for their learning
- Providing a broad curriculum programme that responds to local needs, the wider community and the workplace.
- Utilising resources efficiently and ensuring value for money
- Ensuring effective stakeholder relationships

Members of the public can assess the value added by the College through:

- The public records of College Corporation and Committee meetings.
- The College's Strategic Plan
- Published accounts
- Ofsted inspection reports
- The College's examination results
- The College's profile of sub-contractor providers

STANDING ORDERS

1. Scope of this document

The Corporation is governed by the Instrument and Articles of Government. This document sets out the Board's policy and practice on those issues which it has its own power to determine. If there is any conflict with the Instrument and Articles, those documents shall take precedence.

2. Composition of Corporation Board and Appointment of Members

The Board shall comprise sixteen members, as follows:

11 Independent Members, 2 Student Members, 2 Staff Members, plus the Principal.

The Corporation delegates to the Governance, Search and Remuneration Committee (GSR) responsibility for determining selection procedures and for nominating candidates for consideration by the Corporation.

Independent Members will be recruited according to the Corporation's skills requirements.

Staff and student members are elected, in accordance with the relevant procedures.

The Corporation approves all member appointments.

3. Responsibilities of Members

Members' responsibilities are set out in Section 3 of the Articles of Government and in the College Code of Conduct. In accepting appointment to the Corporation, Members are deemed to subscribe to and accept the principles of the Code.

4. Members' Terms of Office

Independent Members and Staff Members shall hold office for a 4-year term. Student Members shall hold office for one year. The Principal shall hold office whilst he/she is Principal. Members shall not normally serve more than 8 years as a member unless specifically approved by the Board.

5. Governors' Attendance

The Clerk will regularly report attendance to the Governance Search and Remuneration Committee. If any member has been absent from Corporation meetings for a period of six months, the Governance, Search and Remuneration Committee shall decide whether or not that Governor shall continue as a member of the Corporation.

6. Election of Chair and Vice-Chair of the Corporation

A Chair and Vice-Chair shall be elected from amongst the Independent Members of the Corporation. The Staff and Student Members and the Principle are ineligible to stand, but may nominate and second candidates, and vote in any ballot.

7. Term of Office of Chair of the Corporation

The period of office of the Chair and Vice-Chair shall be *two years*. Upon expiry of their term of office, the Chair and Vice-Chair shall be eligible for re-election.

8. Clerk to the Corporation

The Corporation shall appoint a Clerk. The Clerk shall be directly responsible to the Corporation. The Clerk shall hold the College Seal, the Register of Interests and the Corporation records.

9. Committees, Panels and Working Groups

The Corporation has established the following Committees, and Project Group:

Audit Committee
Governance, Search and Remuneration Committee
Finance and Resources Committee
Curriculum, Quality and Standards Committee
Student Liaison Committee
College Redevelopment Project Group

In the case of the appointment of senior post holders, the Corporation shall appoint a Selection Panel as required under Section 12 of the Articles of Government. In the case of the possible dismissal of a member of senior staff, the Corporation shall proceed in accordance with Section 16 of the Articles of Government.

10. Meetings

Meetings of the Corporation and its committees shall take place as often as is necessary for the efficient management of the College and in the case of the Corporation not less than once a term.

11. Special Meetings

A Special Meeting of the Corporation shall be held if requested in writing by any five members of the Corporation or by the Chair. The request shall specify the nature of the business. The Clerk shall call the meeting at a time to be decided by the Chair, who may decide whether the required length of notice may be reduced. Normal rules concerning quorum, Chair and the taking and distribution of the minutes shall apply.

12. Access to Meetings

Access to meetings of the Corporation or any of its Committees shall be at the discretion of the Chair concerned, to whom any request shall be addressed in writing at least seven working days before the date of the meeting concerned. At the start of the meeting the Chair shall ask the members present for their views and if they are in agreement the person concerned shall be invited to join the meeting. If it has been agreed beforehand that the individual concerned is to join in the discussion of a particular item on the agenda, s/he shall do so as indicated by the Chair. Otherwise the visitor shall observe the proceedings but not take any part in them unless specifically invited to do so by the Chair.

13. Quorum

A meeting of the Corporation shall be quorate when a total of seven Members is present. If in the course of a meeting, the number of Members present ceases to constitute a quorum, the meeting shall be terminated. The quorum for Corporation Committees shall be as indicated in their Terms of Reference. For committees, the quorum shall be as follows:

| Committee / Group | Quorum |
|--|---------------|
| Audit Committee | 2 |
| Curriculum and Quality Committee | 3 |
| Finance and Resources Committee | 3 |
| Governance Search and Remuneration Committee | 3 |
| Student Liaison Committee | 3 |
| College Redevelopment Project Group | 3 |

14. Resolutions

A resolution, being any formal decision by the Corporation, shall not be overturned or varied at any meeting unless the subject has formed a substantive item on the agenda with a proposal to vary or rescind a resolution indicated.

15. Voting

Voting at meetings of the Corporation and its Committees shall be in accordance with Section 14 of the Instrument of Government. If there is a clear expression of dissent in the meeting, if the matter under discussion is of particular significance, or if a member of the Corporation specifically requests it, the Chair shall call for a vote via a show of hands. In the case of an equality of votes the Chair shall exercise a casting vote. The outcome of the vote shall be recorded in the minutes of the meeting. A dissenting member shall have the right to have his or her disagreement recorded in the minutes. At the discretion of the Chair, a secret ballot may on certain occasions be substituted but this shall not be the normal method of proceeding.

16. Written Resolutions

A resolution in writing may be agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting (Article 15(1)).

17. Conduct of Debate

The meeting Chair shall introduce the item. They will either lead the discussion or invite a speaker or member to lead the item. The Chair shall refer to any supporting papers and shall propose resolutions or actions as appropriate. Questions and comments will then go through the Chair to create an open forum for discussion.

The Chair or members of the Board may seek guidance from the Clerk wherever they feel that guidance is needed; the Clerk shall offer guidance to the Chair wherever they believe this is necessary.

18. Requests for information and assistance by individual Board Members or Committees

The Principal can refuse requests from individual Board Members or Committees for information or assistance if, in the Principal's opinion, a material amount of staff or funds will be deployed or the requests are disruptive to the business of the College. The Member has the right to appeal to the Chair of the Corporation for a final decision on the request.

19. Agendas, Minutes and Papers of the Corporation and its Committees

The agenda for meetings of the Corporation shall be drawn up by the Clerk in consultation with the Principal and the Chair or Vice Chair. It should indicate whether items are for approval, discussion or information and where appropriate, who will present the item. Notice of a meeting together with an agenda setting out the matters to be discussed shall be dispatched by the Clerk seven clear days before the date of the meeting. As far as possible, supporting papers shall be sent with the agenda. The Corporation recognises that circumstances may prevent the distribution of certain papers at the same time as the agenda. However, the late distribution or tabling of papers impairs the proper conduct of the Corporation's business and disrupts the flow of meetings. It should be avoided wherever possible.

Any member of the Corporation requiring that an item be included on the agenda shall deliver a request to the Clerk in writing at least three days before the minimum time for despatch given above.

Draft minutes of meetings shall be prepared by the Clerk and circulated to members when agreed by the Chair and the Principal. The Clerk may consult with other senior members of the College staff who were present at the meetings to ensure the accuracy of the minutes.

Agendas, non-confidential draft minutes and other papers relating to meetings of the Corporation and its committees shall be made available to staff and the public on application to the Clerk during office hours. Signed copies of the minutes of Corporation meetings shall be held in the Clerk's office.

Copies of non-confidential minutes shall be placed on the Corporation website.

The minutes of Committee meetings shall be circulated to all Corporation members with the agenda for the following Corporation meeting.

20. Policy for dealing with Any Other Business

Agendas relating to meetings of the Corporation shall routinely include 'Any Other Business previously notified to the Chair.' Members intending to raise matters of Any Other Business should notify the Chair two working days ahead of the Corporation meeting. The Chair will, at the start of the meeting, notify members of any such items to be considered.

21. Corporation Approval of College Policies

The Corporation will approve policies, procedures and annual reports as required either explicitly or implicitly by the Instrument and Articles of Government, the Financial Memorandum, the Post 16 Audit Code of Practice and statutory legislation.

Beyond that, the Corporation's focus will be on top level policies with strategic implications, rather than policies at the level of day to day operational management.

In restricting its approval of policies the Corporation will take account of national best practice guidelines published by the Funding Body, OFSTED and the Association of Colleges.

22. Confidentiality of Proceedings of the Corporation and Committees

Any matter which, by reason of its nature, the Corporation or the Committee concerned is satisfied shall be dealt with on a confidential basis shall have restricted access as determined by the Corporation or Committee. The same restriction shall affect any later discussion of the minutes. Minutes of proceedings regarded as confidential shall be recorded separately.

The Clerk to the Corporation shall review confidential minutes prior to the preparation of the papers for the meeting at which the confidential item would be approved. In consultation with the Chair of the Corporation or relevant committee, a decision will be made regarding the criteria for maintaining confidentiality of the minutes.

23. Chair's Action

Chair's Action shall only be taken on important issues in cases where it is not possible for a formal meeting to be set up within the necessary timescales and where the individual is confident of obtaining retrospective approval. In normal circumstances and where finance is involved, the Chair shall be expected to consult the Chair of the Finance and Resources Committee ahead of taking a decision.

24. Register of Interests and Policy for the Receipt of Hospitality and Gifts

A register declaring the relevant interests of members shall be held by the Clerk and shall be available for inspection by the public. The circumstances under which such a declaration shall be made by a Corporation member are detailed in Section 11 of the Instrument of Government, in the Code of Conduct and in the Corporation Conflicts of Interest Policy. Members are also asked to declare whether they have received any hospitality or gifts arising from their membership of the Corporation.

25. Whistleblowing Policy

The Corporation wishes to promote throughout the College the same principles of openness and integrity which form the Code of Conduct. It has, therefore, adopted a policy which allows employees to draw attention to malpractice, and to protect such employees against victimisation.

26. Expenses

The role of a Corporation member shall be a voluntary one and, as such, shall not provide remuneration. Payment of travelling expenses for Corporation members shall be at standard College rates and may be made where such expenditure is in excess of that normally incurred as a result of the individual's employment.

27. Governor Liability

a) The Learning and Skills Act 2000 contains a clause covering liability of FE governors as non-executive directors. It is the case that the Corporation is a corporate body created by an Act of Parliament with its own legal status and powers to enter into contracts and employ staff. Governors

are members of the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that they exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the Corporation, individuals should not be held personally liable.

b) As a further precaution the Collage has taken out liability insurance for Governors in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £1m.

Governors are also included in the College's travel/personal accident insurance for incidents arising whilst on College activities.

28. The Clerk's Responsibilities Where Governors Act Beyond Their Powers

The Financial Memorandum requires each Corporation to specify procedures it would expect the Clerk to follow if they believed that the Corporation or any of its members were seeking to act beyond their powers.

In such circumstances, the Corporation of Richmond upon Thames College adopts the following policy:

"There may be occasions when the Clerk feels that his/her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk. The Clerk should make every effort to resolve the matter through the avenues open to him/her within the College. The Clerk may take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and the Principal;
- Ensure that the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference;
- Report the matter to the next meeting of the relevant Committee or full Corporation meeting and ensure the matter is placed in the publicly available minutes;
- Consult the College's external auditors;
- obtain legal advice on such issues without the agreement of the College Management or the Corporation.

The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action or dismissal of the Clerk".

Approved by the Corporation July 2017

GOVERNANCE, SEARCH AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

MEMBERSHIP

1. The Committee shall comprise the Chairs of the Corporation Committees, the Chair of the Corporation and the Vice-Chair of the Corporation.
2. The Chair and Vice-Chair of the Committee shall be the Chair and Vice-Chair of the Corporation respectively.
3. The Principal shall not be a member of the Committee but shall be in attendance as shall other College officers as required by the Chair or the members.
4. Any Staff governor or Student governor shall not be appointed to the Governance, Search and Remuneration committee.
5. In the absence of the Chair and the Vice-Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting
6. The Clerk to the Corporation shall act as Clerk to the committee

FREQUENCY OF MEETINGS AND QUORUM

7. The Committee shall meet at least three times per year.
8. The quorum for meetings of the Committee shall be three Corporation members. Where the number of members assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. Where in the course of a meeting of the Committee the number of members present ceases to constitute a quorum the meeting shall be terminated forthwith.

TERMS OF REFERENCE

Governance Responsibilities

1. To keep under review the functioning of the Corporation and the contribution of its members.
2. To keep under review the role of committees of the Corporation and their terms of reference.
3. To develop and recommend to the Board policies and procedures for the process of governance in accordance with the Instrument and Articles of Governance and other external direction as may be required.
4. To advise the Corporation on matters relating to assessment of itself, with particular reference to the governance element of the College Self-Assessment Report and to monitor any action plan designed to address the Board's identified weaknesses.
5. To keep under review the arrangements for communications between the College and its internal and external stakeholders.

6. To monitor the implementation of the College's Marketing Strategy.

Search Responsibilities

7. To consider and make recommendations to the Corporation on the composition and balance of the Corporation and its committees.
8. To advise the Corporation on the appointment of members of the Corporation other than the Principal/Chief Executive, and such other matters relating to membership and appointments as the Corporation shall remit to it having regard at all times to the provisions of the instrument of government and the policy of the Corporation.
9. To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
10. To develop and maintain a file of potential candidates and, when appropriate, to place an open advertisement in the local media for persons who might be interested in being added to the list.
11. When appropriate, to initiate searches for potential candidates through consultation with local authorities, local bodies and employers.
12. To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation and to use the skills audit to inform decisions about Board and Committee membership.
13. To interview independent candidates for vacancies on the Corporation. The Chair of the Committee, in conjunction with the Clerk, is given authority to co-opt any Corporation member to assist in the interview process. Two members of the Corporation are required to sit on an interview panel for new members.

Remuneration Committee

14. Following appraisal by the Chair and Vice-Chair of the Corporation, to agree and recommend to the Corporation Board the Objectives for the Principal, Senior Post holders and the Clerk to the Corporation.
15. To consider and recommend to the Corporation Board a report on the achievement of the Objectives for the Principal, Senior Post holders and the Clerk.
16. Having regard to the Policy Statement below, to recommend to the Corporation Board the remuneration and other terms and conditions of employment of the Principal, Senior Post holders and the Clerk to the Corporation.
17. To receive and consider suggested modifications to the staffing structure in relation to Senior Post holders.
18. Subject to the provisions of the Articles of Government, to recommend to the Corporation Board redundancy, premature retirement proposals and any other severance proposals for senior post holders.

19. To receive the objectives set by the Principal and the Deputy Principal for the senior management posts that report to them.

POLICY STATEMENT

REMUNERATION FOR THE PRINCIPAL AND CHIEF EXECUTIVE, SENIOR POSTHOLDERS AND THE CLERK TO THE CORPORATION

The salary for the Principal, other senior post holders and the Clerk to the Corporation should take account of both sector benchmarking information and the internal context within which the post is situated, including pay differentials between the post and other staff grades.

The Governance, Search and Remuneration Committee will review the Principal's, other senior post holders' and the Clerk's salaries each year prior to the new academic year. Subject to satisfactory performance, an annual salary increase will be awarded to the Principal, other senior post holders and the Clerk. The salary award will be the same as the agreed College pay award for teaching and support staff.

The Governance, Search and Remuneration Committee will make recommendations on salary levels and benefits to the Corporation Board for approval and implementation based on the following factors:

- Satisfactory performance by the Principal, other Senior Post holders and the Clerk to the Corporation.
- Periodic reviews to ensure that salary levels are still set at an appropriate level in relation to the remainder of the sector.
- The context of the financial position of the College.

APPROVED BY THE CORPORATION JULY 2017

FINANCE AND RESOURCES COMMITTEE

TERMS OF REFERENCE

MEMBERSHIP

1. The Committee shall comprise five Corporation members. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate.
2. Members of the Finance and Resources Committee shall not serve on the Audit Committee.
3. The Chair of the committee shall be approved by the Corporation.
4. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
5. Any governor not a member of the Committee may attend in a non-voting capacity.
6. The Director of Finance, Planning and Funding and the Financial Controller shall attend meetings of the Committee
7. The quorum for meetings of the committee shall be three Corporation members.
8. The Clerk to the Corporation shall act as Clerk to the Committee.
9. The committee shall meet at least three times per year.

Finance

Policies / Strategic Functions

10. To review and approve for recommendation to the Corporation the Financial Regulations, Subcontractor Fees and Charges Policy, Fees and Charges Policy, and Admissions Policy.
11. To approve the College's Treasury Management Policy and the Treasury Management Annual Report.
12. To monitor key performance indicators (KPIs) and risks assigned to it within the Corporation's KPIs and risk register and to advise the Corporation as necessary.
13. To assist the College in securing, economy, efficiency and effectiveness, inclusive of a value for money strategy;
14. To ensure the observance of all financial regulations, and the Financial Memorandum.
15. To assist in developing appropriate financial systems and in promoting the most effective dissemination and presentation of financial information both throughout the College and to the Corporation and external agencies.

Primary Financial Statements

16. To agree and recommend to the Corporation 2 year financial plans, the income and expenditure budgets, and balance sheets;
17. To analyse significant trends of income and expenditure in order to make recommendations to the Corporation to ensure the financial stability of the College;
18. To approve expenditure within the annual estimates and in accordance with the Financial Regulations, and to monitor actual expenditure.

All members of the Finance and Resources Committee will receive monthly up-dated actual and projected income and expenditure figures, together with cash flow statements.

Capital Budget

19. To agree and recommend to the Corporation a capital budget and any capital proposals and possible financial routes in respect of all capital expenditure including, for example, finance, loans, purchase of large items of equipment or refurbishment of the buildings.
20. To approve capital expenditure within the annual estimates and in accordance with the Financial Regulations, and to monitor actual expenditure.

Project Budgets

21. To approve capital expenditure for the College Redevelopment Project Budget in accordance with the Financial Regulations.
22. To agree fee levels and letting charges.
23. To receive the Student Union accounts and make recommendations to the Corporation about the level of grant.
24. To receive the full accounts of the College and of its subsidiaries and, in conjunction with the Audit Committee, to recommend approval to the Corporation if appropriate.
25. To monitor the financial health of the College's Trading Company and to report to the Board on its financial performance.
26. To consider expenditure proposals from other committees of the Corporation as appropriate.

Human Resources

27. To review and advise the Corporation on the pay and conditions framework for all staff (excluding the Principal, senior postholders and the Clerk to the Corporation).
28. To monitor the framework for the agreement of staff contracts and staffing policies, including those on grievance and discipline.

29. To receive a Workforce Composition Report on staffing and recruitment, which will include information about the percentage of turnover of teaching and support staff, equality and diversity, age profile and reasons for leaving.
30. To monitor the implementation of the College's Personnel Development Plan.
31. To make recommendations to the Corporation on the human resources implications of the College's strategic plan
32. To approve and recommend to the Corporation performance management and staff development arrangements for all staff other than senior post-holders.

IT and Estates

33. To review the College's IT Strategy before submission to the Corporation for approval.
34. To monitor the implementation of the College's IT Strategy.
35. To review the College's property strategy before submission to the Corporation for approval.
36. To advise the Corporation on the budgetary and strategic implications of all matters related to the Property Strategy.
37. To keep under review issues relating to health and safety and to ensure that any new or improved building work meets health and safety regulations and provides access for those with special needs.

APPROVED BY THE CORPORATION JULY 2017

CURRICULUM, QUALITY AND STANDARDS COMMITTEE

TERMS OF REFERENCE

MEMBERSHIP

1. The committee shall comprise at least five Corporation members, plus any co-opted members. The committee may invite the Corporation's advisers or other third parties to attend meetings of the committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
2. The Chair of the Committee shall be approved by the Corporation.
3. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
4. The quorum for meetings of the committee shall be three Corporation members.
5. Any governor not a member of the Committee may attend in a non-voting capacity.
6. If requested by the Committee, the Deputy Principal and the Director of Quality and Student Services shall attend.
7. The Clerk to the Corporation shall act as Clerk to the Committee
8. The Committee shall meet at least 3 times per year.

Quality

1. To monitor the relevant KPIs and risks from the College KPIs and Risk Register assigned to the Committee.
2. To monitor the curricular elements of the Strategic Plan
3. To monitor the achievement of the College's Quality Improvement Plan
4. To review and recommend to the Corporation the policy and Annual Report on Safeguarding Young People and Vulnerable Adults
5. To monitor the achievement of the Colleges Equality and Diversity Plan.

Self-Assessment

1. To ensure that the College undertakes regular and rigorous self-assessment which is appropriately validated.
2. To consider and recommend to the Corporation the College's annual Self-Assessment Report.
3. To consider the Quality Improvement Plan of the College's annual Self-Assessment Report and to advise the Corporation about any significant matters and recommendations arising from their review.

Student Achievement and Retention

1. To ensure that the College sets appropriate targets for institutional performance and to recommend to the Corporation, on an annual basis, improved targets for retention and achievement.
2. To ensure that standards of students' achievements are being monitored and maintained at a high level.
3. To monitor examination results in all areas of the College's work and to make appropriate recommendations to the Corporation.
4. To consider, in conjunction with management, changes to the College's curriculum offer.

APPROVED BY THE CORPORATION JULY 2017

STUDENTS LIAISON COMMITTEE TERMS OF REFERENCE

MEMBERSHIP

1. The Committee shall comprise five Corporation members, including the student governors.
2. Additional representation at meetings shall be as follows:
 - Up to six students selected from the student tutor representatives and/or the Students' Union Executive Committee.
 - One member of the College Leadership Team.
 - Other staff members as appropriate.
3. The Chair of the Committee shall be approved by the Corporation.
4. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
5. The quorum for meetings of the Committee shall be three Corporation members.
6. Any governor not a member of the Committee may attend in a non-voting capacity.
7. The Clerk to the Corporation shall act as Clerk to the Committee

Duties

8. To receive reports from students on key issues affecting the student population and consider subsequent actions.
9. To receive views from students on Learner Voice mechanisms and discuss suggestions for improvements or developments.
10. To receive views from student members of the Committee and the SU about their experience of the College.
11. To receive reports about the activities of the Students' Union.
12. To monitor the achievement of those aspects of the College's Strategic Objectives concerning the student experience, that relate to the work of the Committee.

APPROVED BY THE CORPORATION JULY 2017

AUDIT COMMITTEE TERMS OF REFERENCE

OBJECTIVES

The Audit Committee shall undertake oversight of and advise the Corporation on all matters defined in the Post 16 Audit Code of Practice 2016-2017 Part 2. As a minimum the terms of reference for Audit Committees must reflect the Code of Practice outlined duties of an audit committee as reflected at 'Primary Duties' at point 4 below. In so doing the Committee shall ensure that the internal control systems, including audit activities, of the Corporation and any of its subsidiaries are monitored actively, independently and objectively.

To provide a medium for communication with the Corporation's auditors which is not controlled by College management.

To provide advice to the Corporation on matters of a financial nature which fall outside of the Code of Practice (as reflected at 'Other Duties') below.

MEMBERSHIP

1. The Committee shall consist of four members, plus any co-opted members. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
2. The Principal, the Chair of the Corporation and the student members may not sit on the Committee.
3. In order to maximise the Committee's independence and objectivity members of the Corporation's Finance and Resources Committee shall not be eligible to sit on the Committee.
4. The Committee shall not adopt an executive role.
5. The Chair of the Committee shall be approved by the Corporation and shall have relevant financial/audit expertise.
6. Membership of the Committee shall include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively.
7. In the absence of the Chair, the members attending the meeting shall select one of their number to 'Chair' that meeting.
8. The Clerk to the Corporation shall act as Clerk to the Committee.

FREQUENCY OF MEETINGS AND QUORUM

9. The Committee shall meet at least three times a year. Additional meetings may be called as necessary in agreement with the Chair. The internal or external auditors may request a

meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests.

10. The quorum for meetings of the Committee shall be two Corporation members

DUTIES

Primary Duties

The primary duties of the Committee shall reflect the Post 16 Audit Code of Practice 2016 -2017 which are to:

11. Assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
12. Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
13. Inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.
14. Monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.
15. Oversee the College's policies on fraud and irregularity and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Audit Committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned /actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body.
16. Produce an annual report for the Corporation. The annual report must summarise the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Audit Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for promoting economy, efficiency and effectiveness. The annual report must be submitted to the Corporation before the Statement of Corporate

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

Other Duties

The other duties of the Committee shall be to:

17. Advise the Corporation on risk management by becoming familiar with the concepts and requirements of risk management.
18. Receive a report on the College's risk register and management plan at each meeting and recommend the College's risk register and management plan to the Corporation Board. The appraisal of relevant risks is delegated from the audit committee to the committee responsible for that risk. The Audit Committee oversees the risk register for the College Redevelopment Project.
19. Recommend the College's Board Assurance Framework and Business Continuity Plan to the Corporation Board.
20. Monitor risks in line with the three lines of defence approach adopted by the Board Assurance Framework at each meeting.
21. Receive the full accounts of the College and of its subsidiaries and, in conjunction with the Finance and Resources Committee, to recommend approval to the Corporation if appropriate.
22. Recommend to the Corporation the College's Financial Regulations, in conjunction with the Finance and Resources Committee.
23. Receive and review reports relating to audit prepared by the Funding Council, National Audit Office and other similar bodies.

APPROVED BY THE CORPORATION JULY 2017

COLLEGE REDEVELOPMENT PROJECT GROUP TERMS OF REFERENCE

Membership and Operation

1. The Group will comprise at least five members of the Corporation, including the Principal, the Chair of the Corporation, the Vice-Chair of the Corporation and the Chair of the Finance and Resources Committee. The Chair of the Group shall be the Chair of the Corporation or his/her appointee.
2. The Chair has the power to:
 - a) co-opt members with expertise when necessary, and
 - b) invite other individuals to attend any meeting, if deemed appropriate to the business.

Such co-opted members and invitees will have no voting rights.

3. The quorum for meetings of the Group shall be three members.
4. The Director of Finance, Planning and Funding shall attend meetings.
5. The Group shall meet as and when required. In the build phase of the College Redevelopment Project, the Group will normally meet monthly.
6. The agenda for meetings will be compiled by the Chair of the Group and the Clerk to the Corporation, in liaison with the Principal.
7. The Clerk to the Corporation shall circulate minutes of the meetings of the Group to all members of the Corporation.

Scope of the Group

8. The Group is a formal committee of the Corporation with delegated powers from the Corporation, as set out below.
9. The Group will dissolve on completion of the College Redevelopment Project as determined by the Corporation.

Responsibilities

10. To oversee and monitor the College Redevelopment Project throughout all its phases and to ensure that the Project adheres to the aims and aspirations of the College as set out in its Strategic Plan.
11. To receive and monitor reports from the main consultants, covering progress against timelines and spend against budget. Such reports would be expected to be provided monthly.
12. To receive reports from lawyers, consultants and contractors.

13. To monitor actions and decisions taken by the Programme Board and Sponsor Board and to advise Chair of Corporation and Principal on matters arising from those actions and decisions.
14. To receive the Project's Risk Register; to monitor key risks associated with the College Redevelopment Project, and to report any concerns to the Corporation.

Powers of the Project Group

The Project Group shall have the power, on behalf of the Corporation, to discuss, consider and approve the following:

15. Any amendments to the LEP Capital Funding Bid and related processes which are required to satisfy LEP deadlines on such a bid.
16. The appointment of consultants and contractors for Project works with a value of between £150,000 and £1,000,000.
17. In conjunction with the Finance and Resources Committee, the appointment of the main contractor for each Phase, notwithstanding the fact that the contract value will exceed £1,000,000
18. Legal contracts and agreements between the College and third parties (for example, Harlequins, Haymarket and LBRUT), in relation to the use of the site and associated issues.
19. Any significant variations to any consultants' and contractors' contracts.
20. The final design of the new buildings and the site (RIBA Stage 3).
21. The Communications Strategy for the development of the Richmond Education and Enterprise Campus.
22. The broad strategy for transfer of business from the existing buildings to the new main building and STEM centre.
23. The opening arrangements for the new buildings.

provided that (a) any decisions and approvals made by the Project Group shall comply with the College's Financial Regulations, and (b) any decisions and approvals fall with the agreed Project Budget, as agreed by the Corporation on 24 February 2016.

Powers Reserved to the Corporation

The following powers are reserved to the Corporation:

- (i) The overall strategy for the College Redevelopment Project
- (ii) Approval of the overall Project Budget
- (iii) The approval of any borrowing
- (iv) The decision to dispose of land

APPROVED BY THE CORPORATION JULY 2017

CODE OF CONDUCT FOR CORPORATION MEMBERS

As a Member of the Corporation of Richmond upon Thames College, I shall:

1. Support the aims and objectives of the College and promote the interests of the College and its students in the wider community
2. Work co-operatively with other members of the Corporation in the best interests of the College
3. Acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the Corporation prevails, to support that decision
4. Base my views on matters before the Corporation on an honest assessment of the available facts, unbiased by partisan or representative views
5. Acknowledge that, as an individual member of the Corporation, I have no legal authority outside the meetings of the Corporation and Committees
6. Understand that an individual member of the Corporation does not have the right, other than through the Chair and the Corporation's agreement, to make statements or express opinions on behalf of the Corporation
7. Resist any temptation or outside pressure to use membership of the Corporation to benefit myself or other individuals or agencies
8. Declare openly and immediately any personal conflict of interest arising from a matter before the Corporation or from any aspect of Corporation membership
9. Respect the confidentiality of those items of business which the Corporation decide from time to time should remain confidential
10. Take and seek opportunities to enhance my effectiveness as a member of the Corporation through participation in training and development programmes and by increasing my knowledge of the College
11. Give priority, as far as practicable, to attendance at meetings of the Corporation and Committees
12. Have regard to my broader responsibilities as a governor of a public institution including the need to promote public accountability for the actions and performance of the Corporation

Underlying this Code of Conduct are the seven Principles of Public Life recommended by the Nolan Committee, to which members of the Corporation subscribe. They can be summarised as follows:

| | |
|-----------------------|---|
| Selflessness | Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or friends. |
| Integrity | Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties |
| Objectivity | All decisions involving awarding of contracts, benefits or rewards should be made on merit. |
| Accountability | Holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny. |
| Openness | All decisions taken should be as open as possible. |
| Honesty | Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest. |
| Leadership | Holders of public office should promote and support these principles by leadership and example. |

As an aid to defining good quality governance, reference should be made to the Association of College's *'Code of Good Governance for English Colleges'*.

As a Corporation Member I agree to observe this Code of Conduct to the best of my ability

Signed _____

Name _____

Date: _____

Corporation Conflicts of Interests Policy

Purposes of the Policy

1. It is the policy of Richmond upon Thames College that all members of the Corporation and senior staff attending Corporation and/or Committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member concerned, and of persons connected with them, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.
2. The purposes of this policy are:
 - To protect the integrity of the Corporation's decision-making process;
 - To enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
 - To protect the integrity and reputations of the Corporation's members and senior staff.

Disclosure of interests

3. From the adoption of this policy, or upon being appointed, whichever is later, all members of the Corporation and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Clerk for a determination.
4. Written disclosures will be kept in a register maintained by the Clerk to the Corporation and all members and senior staff will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each fiscal year.

Organisation of meetings where a member has disclosed an interest

5. Where a member has previously disclosed an interest and the Chair or Clerk is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a Corporation Committee, the members concerned will not be sent the papers in respect of that item.

Decisions made other than at meetings

6. A similar approach will be adopted if the Corporation amends the Instrument of Government to allow the Corporation to take decisions other than by meetings, e.g by written resolutions. Any member who has disclosed an interest considered by the Chair or the Clerk to be relevant to the

matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

Management of conflicts of interests in meetings

7. In the course of meetings of the Corporation or a Corporation Committee, all members and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain.

If there is a failure to declare an interest that is known to the Chair of the Corporation or the Clerk to the Corporation, the Chair or the Clerk will declare that interest.

8. After disclosure of any such interest, in the case of a meeting, the governor or senior staff member concerned may be required by a majority vote of members not subject to such a conflicting interest to leave the room while the matter is discussed. The member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.
9. All discussions and decisions of the Corporation or Committee made following the declaration of a conflict of interests will be reported in the minutes of the meeting. The report will include:
 - The nature and extent of the conflict
 - An outline of the discussion
 - The actions taken to manage the conflict
10. Where a member, or a senior staff member, benefits from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

Failure to disclose a relevant interest

11. The decision of the Chair as to whether a member has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a member being in breach of the Corporation's Code of Conduct as well as of this policy and of the College's Anti-Bribery Policy Statement. Such breaches may lead to the Corporation considering the possibility of terminating the member's membership of the Corporation.

Data Protection

12. The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. Data will be processed only to ensure that members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Approved by the Corporation July 2017

REGISTER OF INTERESTS

CORPORATION MEMBERS AND SENIOR POSTHOLDERS

NAME OF CORPORATION MEMBER/SENIOR POSTHOLDER

| CATEGORY OF INTEREST | INFORMATION TO BE DISCLOSED | DECLARATION OF INTEREST/GIFT | DATE INTEREST WAS DECLARED |
|---|---|------------------------------|----------------------------|
| Paid Employment | Name of Employer | | |
| Self Employment | Names of significant customers/clients accounting for more than, say, 10% of income of individual or firm | | |
| Directorships of commercial companies | Name of companies | | |
| Significant shareholdings | Name of companies in which the corporation member owns, say, 5% or more of the issued share capital | | |
| Elected office | Name of Authority | | |
| Trusteeships or participation in the management of charities and other voluntary bodies | Name of Body | | |
| Public Appointments (paid or unpaid) | Name of body | | |
| Membership of professional bodies, trade or other associations Membership of a Closed Association. | Name of body | | |
| Any Gifts or Hospitality arising from Membership of the Corporation | Name and approximate value of the gift and the name of the donor | | |

Signature

Date

RICHMOND UPON THAMES COLLEGE WHISTLEBLOWING POLICY

1 Introduction

1.1 The College is committed to operating in an ethical and principled way. The aim of this policy and procedure is to provide employees and workers (referred to as 'workers' in this policy) with a means for raising genuine concerns of suspected bribery, breaches of the law and other serious wrongdoings.

1.2 The College encourages workers to raise genuine concerns about suspected wrongdoing at the earliest practicable stage. This policy and procedure is intended to provide safeguards to enable members of staff to raise concerns about malpractice in connection with the College.

1.3 This policy and procedure also aims to encourage workers to raise genuine concerns through internal College procedures without fear of adverse repercussions being taken against them. The law allows workers to raise such concerns externally and this policy informs workers how they can do so. However, a failure to raise a concern under this procedure may result in a disclosure losing its protected status under the law.

1.4 This policy and procedure also seeks to balance the need to allow a culture of openness against the need to protect other workers against vexatious allegations or allegations which are not well-founded.

1.5 The principles of openness and accountability which underpin legislation protecting whistleblowers are reflected in this policy and procedure. The College is also committed to ensuring compliance with the Bribery Act 2010.

1.6 Learners at the College are also encouraged to raise genuine concerns about suspected wrongdoing by making a complaint to student support services. This policy and procedure is designed for the use of workers of the College.

2 Applicability of this policy and procedure

2.1 This policy applies to all employees of the College, including apprentices; and workers which includes any casual workers; home-based casual workers; and employees of subcontractors; and agency workers engaged by the College.

2.2 Workers might be unsure whether it is appropriate to raise their concern under this policy and procedure or whether it is a personal grievance, which is more appropriate to raise under the College's grievance procedure. Any worker in this situation is encouraged to approach HR in confidence for advice.

3 Protected disclosures

3.1 The law protects workers who, out of a sense of public duty, want to reveal suspected wrongdoing or malpractice.

3.2 The law allows workers to raise what it defines as a 'protected disclosure'. In order to be a protected disclosure, a disclosure must relate to a specific subject matter (See Section 4 below) and the disclosure must also be made in an appropriate way (See Section 5). A 'protected disclosure' must, in the reasonable belief of the worker making it, also be made in the public interest. A

protected disclosure must consist of information and not merely be allegations of suspected malpractice.

4 Specific Subject Matter

If, in the course of employment, a worker becomes aware of information which they reasonably believe tends to show one or more of the following, they must use this policy and procedure:

- That a criminal offence has been committed, is being committed or is likely to be committed;
- That an individual has failed, is failing or is likely to fail to comply with any legal obligation to which they are subject;
- That a miscarriage of justice has occurred, is occurring, or is likely to occur.
- That the health or safety of any individual has been, is being, or is likely to be, endangered.
- That the environment, has been, is being, or is likely to be, damaged.
- That information tending to show any of the above, is being, or is likely to be, deliberately concealed.

5 Procedure for making a disclosure

5.1 Information which a worker reasonably believes tends to show one or more of the situations given in Section 4 should promptly be disclosed to their line manager so that any appropriate action can be taken.

5.2 If it is inappropriate to make such a disclosure to their line manager, a worker can raise the issue with Head of Department/Curriculum Manager.

5.3 If the disclosure relates to the Principal and Chief Executive, a worker can raise the issue with the Clerk of the Corporation or external body if necessary (see para 8). In the event that the disclosure relates to the Clerk of the Corporation, a worker can raise the issue with the Chair of the Board of Governors.

5.4 Workers are encouraged to identify themselves when making a disclosure. If an anonymous disclosure is made, the College will not be in a position to notify the individual making the disclosure of the outcome of action taken by the College. Anonymity also means that the College will have difficulty in investigating such a concern. The College reserves the right to determine whether to apply this procedure in respect of an anonymised disclosure in light of the following considerations:

- The seriousness of the issues raised in the disclosure;
- The credibility of the concern; and
- How likely it is that the concern can be confirmed from attributable sources.

5.5 For further guidance in relation to this policy and procedure, or concerning the use of the disclosure procedure generally, employees should speak in confidence to the Clerk to the Corporation.

6. Procedure for investigation of a disclosure

6.1 When a worker makes a disclosure, the College will acknowledge its receipt, in writing, within a reasonable time.

6.2 The College will then determine whether or not it believes that the disclosure is wholly without substance or merit. If the College considers that the disclosure does not have sufficient merit to warrant further action, the worker will be notified in writing of the reasons for the College's decision and advised that no further action will be taken by the College under this policy and procedure. Considerations to be taken into account when making this determination may include the following:

- If the College is satisfied that a worker does not have a reasonable belief that suspected malpractice is occurring; or
- If the matter is already the subject of legal proceedings or appropriate action by an external body; or
- If the matter is already subject to another, appropriate College procedure.

6.3 When a worker makes a disclosure which has sufficient substance or merit warranting further action, the College will take action it deems appropriate (including action under any other applicable College policy or procedure). Possible actions could include internal investigation; referral to the College's auditors; or referral to relevant external bodies such as the police, OFSTED, Health and Safety Executive or the Information Commissioner's Office.

6.4 If appropriate, any internal investigation would be conducted by a manager of the College without any direct association with the individual to whom the disclosure relates, or by an external investigator appointed by the College as appropriate. Depending on the seriousness of the concern raised and the seniority of the worker making the disclosure, it would be appropriate for a senior manager or a designated officer, such as the Clerk of the Corporation, to investigate the concern.

6.5 Any recommendations for further action made by the College will be addressed to the Principal or Chair of the College's Board of Governors as appropriate in the circumstances. The recipient will take all steps within their power to ensure the recommendations are implemented unless there are good reasons for not doing so.

6.6 The worker making the disclosure will be notified of the outcome of any action taken by the College under this policy and procedure within a reasonable period of time. If the worker is not satisfied that their concern has been appropriately addressed, they can appeal against the outcome by raising the issue with the Principal and Chief Executive within 20 working days. The Principal and Chief Executive will make a final decision on action to be taken and notify the worker making the disclosure.

The procedure should encourage the expeditious investigation of disclosures and can specify timelines for different stages of the procedure. However, timescales should be flexible, taking into account that different types of concerns will require varying time for investigation. All communications with the worker making the disclosure should be in writing and sent to the worker's home address rather than through the College's internal mail. If investigations into the concern are prolonged, the College should keep the worker concerned updated as to the progress of the investigation and an estimated timeframe for its conclusion.

7 Safeguards for workers making a disclosure

7.1 A worker making a disclosure under this procedure can expect their matter to be treated confidentially by the College and, where applicable, their name will not be disclosed to anyone implicated in the suspected wrongdoing, without their prior approval. For confidentiality purposes, if

the worker requests to raise their concern verbally, it would be appropriate for the College to allow the worker to do so.

7.2 The College will take all reasonable steps to ensure that any report of recommendations, or other relevant documentation, produced by the College does not identify the worker making the disclosure without their written consent, or unless the College is legally obliged to do so, or for the purposes of seeking legal advice.

7.3 No formal disciplinary action will be taken against a worker on the grounds of making a disclosure made under this policy or procedure. This does not prevent the College from bringing disciplinary action against a worker where the College has grounds to believe that a disclosure was made maliciously or vexatiously, or where a disclosure is made outside the College without reasonable grounds.

7.4 A worker will not suffer dismissal or any detrimental action or omission of any type (including informal pressure or any form of victimisation) by the College for making a disclosure in accordance with this policy and procedure. Equally, where a worker is threatened, bullied, pressurised or victimised by a colleague for making a disclosure, disciplinary action will be taken by the College against the colleague in question.

8. Disclosure to external bodies

8.1 This policy and procedure has been implemented to allow workers to raise disclosures internally within the College. A worker has the right to make a disclosure outside of the College where there are reasonable grounds to do so and in accordance with the law.

8.2 Workers may make a disclosure to an appropriate external body prescribed by the law. This list of 'prescribed' organisations and bodies can be found in information on the GOV.UK website.

8.3 Workers can also make disclosures on a confidential basis to a practising solicitor or barrister.

8.4 If a worker seeks advice outside of the College, they must be careful not to breach any confidentiality obligations or damage the College's reputation in so doing.

9. Accountability

9.1 The College will keep a record of all concerns raised under this policy and procedure (including cases where the College deems that there is no case to answer and therefore that no action should be taken) and will report to the Corporation on an annual basis as appropriate.

10. Further assistance for workers

10.1 The College will not tolerate any harassment or victimisation of workers who make disclosures. If, at any stage of this procedure a worker feels that they are being subject to informal pressures, bullying or harassment due to making a disclosure, they should raise this matter, in writing, to Principal and Chief Executive.

10.2 A worker making a disclosure may want to confidentially request support from the College's occupational health service or Employee Assistance Programme. Any such request for counselling or

support services should be addressed to the Director of HR. Such a request would be made in confidence.

10.3 Workers can also contact the charity Public Concern at Work for confidential advice on whistleblowing issues. Contact details are as follows:

3rd Floor, Bank Chambers
6 - 10 Borough High Street
London SE1 9QQ
Whistleblowing Advice Line: 020 7404 6609
<http://www.pcaw.org.uk>

Approved by the Corporation July 2017

ROLE DESCRIPTION FOR THE CHAIR OF THE CORPORATION

1. The Role of the Chair of the Corporation is to:

- Provide effective leadership to the Corporation, at meetings and in contact with members of the Board, collectively and individually
- Ensure that the management of the College complies with the directions and guidelines required by the Corporation through appropriate communications with the Principal, and the work of its committees
- Articulate the vision of the Corporation, to maintain and develop the ethos of the College and to provide strategic direction
- Ensure that the Board fulfils its duties, in conjunction with the Clerk to the Corporation
- Establish high standards of integrity and probity, demonstrating that the Corporation acts within the principles of public life in its accountability to the College and community
- Use delegated authority, Chair's action and the casting vote with discretion

2. Duties and Responsibilities of the Chair of the Corporation

- To chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, Corporation's Standing Orders and recognised best practice
- To call special meetings of the Corporation or written resolutions as appropriate if there is good cause having regard to the provisions of the Instrument and Articles of Government
- To determine the agenda for meetings of the Corporation in consultation with the Principal and the Clerk having regard to Corporation decisions and suggestions from Committee Chairs and individual members
- In conjunction with the Vice-Chair, to undertake the Principal's annual appraisal and to report to the Governance, Search and Remuneration Committee
- Lead the process for the appointment of the Principal.
- To make recommendations to the Governance, Search and Remuneration Committee about the Principal's annual objectives
- To line manage and undertake the annual appraisal of the Clerk
- To offer the opportunity to each member to discuss their role with either the Chair or the Vice-Chair of the Corporation
- Chair the Governance, Search and Remuneration Committee and attend the Finance and Resources, and Curriculum, Quality and Standards Committee as necessary.
- To make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct

- To collaborate with the Vice Chair, the Principal and the Clerk in the formulation of the programme for Corporation Workshops
- To attend College events as and when appropriate, and to represent the College at local, regional and national events
- To have regular meetings with the Principal to review issues impacting on the Corporation and the College
- The time commitment to undertake the role of Chair is estimated at 30 hours a month.

4. Person Specification for the Role of Chair of the Corporation

- Ability to lead a group of diverse individuals to a common goal
- Experience of organisational change and business innovations
- Strategic thinker with long-term vision
- Experience of chairing meetings competently
- Credibility and respect in the community
- Ability to communicate effectively with individuals from a wide range of backgrounds
- Ability to comprehend and interpret complex data
- An understanding of the Further Education sector and the role of the College in meeting the needs of the community

Role Description for Committee Chairs

1. On the recommendation of the Governance, Search and Remuneration Committee, the Corporation Board shall consider the appointment of each Committee Chair for a period until the term of office of that Governor expires.
2. The role of the committee chair is vital to the good governance of the College. The committee chairs provide sources of advice to the Clerk and the Principal and senior postholders and, as well as steering their committees, serve as a link between the committees and the full Governing Body. In addition, committee chairs are an important source of advice and development for all governors and, particularly, for new governors.
3. Specific duties of each committee chair are:
 - In liaison with the Clerk and the relevant member of the College's management team, to approve the draft agendas and minutes of the committee;
 - In liaison with the Clerk, to ensure the cycle of committee business meets its terms of reference, the remit of the committee and those elements of the strategic and other plans which have been remitted to the committee;
 - To ensure that the decisions and recommendations of the committee have been actioned properly;
 - To move receipt of the committee's minutes by the Corporation and to propose the recommendations contained in those minutes for adoption by the Governing Body. If the committee chair is unable to attend the appropriate meeting of the Governing Body, he or she should arrange for another member of the committee to undertake this role;
 - To assist with the development of the committee as a team and to contribute to the development of the committee and its members.

POLICY ON THE INDEPENDENCE OF THE CLERK TO THE CORPORATION

The means through which the Corporation ensures that the Clerk to the Corporation is independent of the management of the College, has sufficient expertise and support to undertake the role and is able to provide the Corporation with independent advice, including independent legal advice, are as follows:

1. The Corporation has approved a clear job description for the Clerk to the Corporation in which independence is identified.
2. The job description specifies that the Clerk is directly responsible to the Corporation.
3. The Chair undertakes the Clerk's appraisal and, when the appraisal has taken place, this is reported to the Corporation.
4. The Corporation requires of and receives from the Clerk advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
5. The Clerk has direct and regular access to the Chair and Vice-Chair of the Corporation, Chairs of Committees and individual governors.
6. The Clerk is authorised to take direct legal and professional advice for and on behalf of the Corporation.
7. The Clerk is authorised to seek confidential advice from the College's internal auditors subject to the reporting of this to the Chair, the Vice Chair, the Principal, the Chair of the Audit Committee and the Chair of the Finance and Resources Committee at the earliest opportunity.
8. The Corporation requires the Clerk to undertake training and development opportunities such that it may satisfy itself by way of an annual report that the training and development needs of the Clerk are being met.

APPROVED BY THE CORPORATION JULY 2017