



# The Governance Arrangements of the Board of Richmond upon Thames College

## **Standing Orders**

## **RICHMOND UPON THAMES COLLEGE BOARD**

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### **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 Board 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. It is the Board'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 Principal's role to implement the Board's decisions, and to manage the College's affairs within the budgets and framework fixed by the Board.

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 Board 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
- All members will declare any conflicts of interest and complete a Register of Interests annually
- The Board 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 Board will have a procedure on Whistleblowing
- There will be agreed role descriptions for the Chair and Vice Chair of the Board, the Committee Chairs, independent governors and the to the Board
- The Head of Governance will be accountable directly to the full Board and, in performing the duties of the Head of Governance, will be independent of the Chair of the Board 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
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 Board 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. The Board approves a Student Engagement Strategy which sets out a number of key areas of governor engagement with students:

- Up to two governors to attend each student forum meeting with standing agenda item for dialogue on key themes.
- Governors to engage in learning walks within the college to speak to students about their experiences.
- The Board/ College to seek the views of learners on any major matter of strategy or provision that is likely to impact on the 'student experience
- The Board/College to ensure that all papers reviewing and making recommendations about College facilities or provision have been subject to an appropriate level of engagement with learners

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 Search Remuneration and Performance (SRP) 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.

The Board shall self-assess its own performance fully at least every two years and shall provide an opinion on its performance at the end of the year which will be fed into the whole College Self-Assessment. The Self-Assessment methodology will be agreed annually by the SRP Committee. Individual governors will be asked to comment on their own performance annually through a process of self-reflection and an invitation to meet with the Chair of the Board.

## **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 Board 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**

<b>Responsible Body</b>	<b>Permitted Level of Delegated Authority</b>
<b>Full Board</b>	<p>The Board may not delegate the following: (Article 9) of the Instrument and Articles of Government:</p> <ol style="list-style-type: none"> <li>1. the determination of the educational character and mission of the institution;</li> <li>2. the approval of the annual estimates of income and expenditure;</li> <li>3. ensuring the solvency of the institution and the Board and safeguarding their assets;</li> <li>4. the appointment or dismissal of the Principal or holder of a Senior Post;</li> <li>5. the appointment or dismissal of the Head of Governance;</li> <li>6. the modification or revocation of the Board’s Articles of Association.</li> </ol> <p>4 &amp; 5 may be delegated to a committee of members of the Board. The Board 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 Board may not appoint an Independent member as a member of the Board without first considering the advice of the Search Remuneration and Performance Committee (Article 5(1)). The Board must establish an Audit Committee to advise it on matters relating to the Board’s audit arrangements and systems of internal control (Article 6(1)).</p>
<b>The Principal</b>	<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"> <li>1. for making proposals to the Board about the educational character and mission of the institution and for implementing the decisions of the Board;</li> <li>2. the determination of the institution’s academic activities and the determination of its other activities</li> <li>3. 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</li> <li>4. the organisation, direction and management of the institution and leadership of the staff</li> <li>5. 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 Head of Governance, where the Head of Governance is also a member of the staff; and</li> <li>6. 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.</li> </ol>
<b>Chair</b>	<p>The Chair may deal with those matters delegated to him/her by the Board (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>
<b>Committees*</b>	<p>Committees or Groups may deal with any matters delegated to them by the Board (Article 4(1)). The Board may not delegate to Committees any matters listed in Article 9 or those matters delegated to the Principal under Article 3(2). The Board has agreed terms of reference for each Committee which set out those matters delegated to each Committee.</p>
<p>*Committees are: Search Remuneration and Performance, Audit and Risk, Curriculum Quality and Standards, Finance and Resources, College Redevelopment Project Group and the Special Committee</p>	

### **Richmond upon Thames Public Values Statement**

In July 2012 Richmond Upon Thames College's 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 Board 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

- i. These Standing Orders provide detail of the framework within which the Board of Richmond upon Thames College operates. They do not displace or take precedence over the approved Instrument of Government.
- ii. Members of the Board, as holders of public office, should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these are contained in the Board Code of Conduct - appended.
- iii. These Standing Orders may be varied at any time by resolution at a Board Meeting.

### 2. Composition of the Board and Appointment of Members

The Board shall comprise seventeen members, as follows:

12 Independent Members  
2 Student Members  
2 Staff Members  
the Principal.

The Board delegates to the Search, Remuneration and Performance Committee (SRP) responsibility for determining selection procedures and for nominating candidates for consideration by the Board.

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

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

The Board approves all member appointments.

#### **Commitment to Board diversity**

The Board is committed to reflecting the diversity of people and communities the organisation serves, to ensure it has the breadth of insight and experience needed to govern an inclusive College. As part of the Board's succession planning policy governors will be drawn from a wide range of backgrounds with an appropriate balance of skills and protected characteristics. Governance practices, including meeting arrangements and communications reflect best practice to ensure inclusion and remove any barriers to participation.

### 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 Board, 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 four-year term, and are eligible for re-appointment for up to a further four years. Independent Members shall not normally serve more than eight years as a member unless approved by the Board.

Student Members shall hold office for one year.

The Principal shall hold office whilst s/he is Principal.

### **Eligibility to Serve**

Eligibility to serve on the Board in any capacity is determined in accordance with Charity Law and Company Law. The following are ineligible to serve as governors:

- No one under the age of 18 years may be a member, except as a student member
- The Clerk may not be a member
- A person who is a member of staff, except as a staff member in the capacity of the Principal and CEO. This does not apply to a student who is employed by the Board in connection with the student's role as an officer of a student's union or whose employment takes the form of an apprenticeship or a student who works part time for the College fewer than 10 hours a week
- No one who has been disqualified from acting as a charity trustee under the Charity Act 2011

A student and staff governor will become ineligible to serve if they leave the College.

Upon becoming a governor and annually thereafter Governors are required to confirm their eligibility within the requirement of Instrument 7 of the Instruments and Articles of Government by completing the Confirmation of Eligibility form.

### **5. Governors' Attendance**

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

There is an attendance target of 80% for governors.

### **6. Appointment procedures for chair and Vice Chair(s) of the Board**

#### **Appointment procedures for Chair of the Board**

The Chair is appointed every two years. The Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served) the role will be advertised externally. In the event of no appointment being made the process will be repeated in an attempt to secure an appointment.

Initial appointments will be conducted by panel, to include Board members and at least one external panel member.

Renewal to a second term of office for the Chair will be reviewed by the SRP Committee with recommendation to the Board. If the role is not renewed it will be advertised externally.

If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair(s) shall act as Chair until an external process is arranged or an interim Chair is in place.

#### **Appointment procedures for Vice Chair of the Board**

The Vice Chair is appointed every two years. At the end of the maximum two terms of office (or one if two are not served) the role will be recruited from within the Board membership through an internal election process. In the event of no appointment being made the process will be repeated in an attempt to secure an appointment.

Renewal to a second term of office for the Vice Chair will be reviewed by the SRP Committee with a recommendation to the Board. If the role is not renewed the role will go to an internal election process.

If the Vice Chair(s) should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

The Staff and Student Members and the Principal are ineligible to stand, but may nominate and second candidates, and vote in any ballot.

### **7. Term of Office of Chair of the Board**

The period of office of the Chair and Vice-Chairs shall be two years. Upon expiry of their term of office, the Chair and Vice-Chair shall be eligible for re-election for a further period of up to two years.

### **8. Head of Governance**

The Board shall appoint a Head of Governance who will be directly responsible to the Board.

The Head of Governance shall hold the College Seal, the Register of Interests and the Board records.

### **9. Committees, Panels and Working Groups**

The Board has established the following Committees and Groups:

- Audit and Risk Committee
- College Redevelopment Project Group
- Curriculum, Quality and Standards Committee
- Finance and Resources Committee
- Search, Remuneration and Performance Committee
- Special Committee
- Strategy Working Group
- Campus Marketing Group

In the case of the appointment of senior post holders, the Board shall appoint a Selection Panel as required under Section 12 of the Articles of Government known as the Special Committee.

In the case of the possible dismissal of a member of senior staff, the Board shall proceed in accordance with Section 16 of the Articles of Government.

### **10. Meetings**

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

### **11. Special Meetings**

A Special Meeting of the Board shall be held if requested in writing by any five members of the Board or by the Chair. The request shall specify the nature of the business. The Head of Governance 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 Board 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 Board 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 Board Committees shall be as indicated in their Terms of Reference. For committees, the quorum shall be as follows:

<b>Committee / Group/</b>	<b>Quorum</b>
Audit and Risk Committee	3
Curriculum and Quality Standards Committee	3 (at least one of whom should be an independent member)
Finance and Resources Committee	3
Search Remuneration and Performance Committee	3
Strategy Working Group	3
College Redevelopment Project Group	3
Special Committee	3

### 14. Resolutions

A resolution, being any formal decision by the Board, 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 the resolution indicated.

### 15. Voting

Voting at meetings of the Board and its Committees and Groups shall be in accordance with Section 13 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 Board 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 under the terms of Article 14(1) of the Instruments of Government.

## **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 be put through the Chair to create an open forum for discussion.

The Chair or members of the Board may seek guidance from the Head of Governance wherever necessary. The Head of Governance 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 Board for a final decision on the request.

## **19. Agendas, Minutes and Papers of the Board and its Committees**

The agenda for meetings of the Board and its Committees and Groups Board shall be drawn up by the Head of Governance in consultation with the Principal and the Board or Committee Chair or Vice Chair. The agenda will 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 Head of Governance seven clear days before the date of the meeting. As far as possible, supporting papers shall be sent with the agenda. The Board recognises that circumstances may prevent the distribution of certain papers at the same time as the agenda. However, this should be avoided wherever possible as the late distribution or tabling of papers impairs the proper conduct of the Board's business and disrupts the flow of meetings.

Any member of the Board who wishes to raise an item on the relevant agenda shall submit a request to the Head of Governance and Chair in writing in advance of the dispatch of papers.

Draft minutes of meetings shall be prepared by the Head of Governance and circulated to members when agreed by the Chair and the Principal. The Head of Governance 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 Board and its Committees Board shall be made available to staff and the public on application to the Head of Governance during office hours. Signed copies of the minutes of Board meetings shall be held in the Head of Governance's office.

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

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

## **20. Policy for dealing with Any Other Business**

Agendas relating to meetings of the Board, Committee or Group Board 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 Board or Committee Board meeting. The Chair will, at the start of the meeting, notify members of any such items to be considered.

## **21. Board Approval of College Policies**

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

The Board will consider strategic policies rather than policies at the level of day to day operational management.

The Board 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 Board and Committees**

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

The Head of Governance 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 Board a decision will be made about 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 arranged 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. With the mechanism of written resolution it is unlikely there will be a need for Chair's action.

## **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 Head of Governance and shall be available for inspection by the public. The circumstances under which such a declaration shall be made by a Board member are detailed in Section 10 of the Instrument of Government, in the Code of Conduct and in the Board Conflicts of Interest Policy. Members are also asked to declare whether they have received any hospitality or gifts arising from their membership of the Board.

## **25. Whistleblowing Policy**

The Board 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 Board member shall be a voluntary one and, as such, shall not provide remuneration. The RuTC Board is committed to the principles of openness and accountability as laid out in the Code of Conduct. In recognition of this, the Board have agreed a policy on payment of expenses to governors which meets the requirements of the Instrument and Articles of Government and arrangements in the Standing Orders and Financial Regulations.

The College values the contribution of its governors and this policy aims to ensure that the circumstances under which a member of its Board, or a co-opted Committee member, is out of pocket as a result of their voluntary role in the College is minimised. This policy also reaffirms the Board's commitment to ensuring equality of participation for all members.

This policy applies equally to all governors, including co-opted members who are members of Committees. It is always open to any individual to choose whether or not to claim, irrespective of the College's approved policy. See the Governor Expenses Policy for full details.

## **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 Board 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 Board 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 Board, 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. Head of Governance Responsibilities Where Governors Act Beyond Their Powers**

The Financial Memorandum requires each Board to specify procedures it would expect the Head of Governance to follow if they believe that the Board or any of its members are seeking to act beyond their powers.

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

"There may be occasions when the Head of Governance believes that their advice is being disregarded or overruled, and because of this the proper conduct of the Board is being put at risk. The Head of Governance should make every effort to resolve the matter through the avenues open within the College. The Head of Governance may take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent by the Head of Governance to the Chair and the Principal;

- Ensure that the Chair of the Audit and Risk 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 Board 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 Board.

The Board 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 Head of Governance".

### **D1 - CODE OF CONDUCT FOR BOARD MEMBERS**

All Members are required, on accepting office, to declare that they will be guided by the Eversheds Code of Conduct and to make a return on an annual basis which will formally record any interests both personal and business related which may have a direct or indirect connection with the College.

The following principles should guide the conduct of all Members:

As a Member of the Board 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 Board 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 Board prevails, to support that decision
4. Base my views on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views
5. Acknowledge that, as an individual member of the Board, I have no legal authority outside the meetings of the Board and Committees
6. Understand that an individual member of the Board does not have the right, other than through the Chair and the Board's agreement, to make statements or express opinions on behalf of the Board
7. Resist any temptation or outside pressure to use membership of the Board to benefit myself or other individuals or agencies
8. Declare openly and immediately any personal conflict of interest arising from a matter before the Board or from any aspect of Board membership
9. Respect the confidentiality of those items of business which the Board decide from time to time should remain confidential
10. Take and seek opportunities to enhance my effectiveness as a member of the Board 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 Board 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 Board

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

<b>Selflessness</b>	Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or friends.
<b>Integrity</b>	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
<b>Objectivity</b>	All decisions involving awarding of contracts, benefits or rewards should be made on merit.
<b>Accountability</b>	Holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny.
<b>Openness</b>	All decisions taken should be as open as possible.
<b>Honesty</b>	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.
<b>Leadership</b>	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'*.

## **D2 - Board Conflicts of Interests Policy**

### **Purposes of the Policy**

1. It is the policy of Richmond upon Thames College that all members of the Board and senior staff attending Board and/or Committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Board 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 Board's decision-making process;
  - To enable all outside parties dealing with the Board to have confidence in the Board's integrity; and
  - To protect the integrity and reputations of the Board'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 Board 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 Head of Governance for a determination.
4. Written disclosures will be kept in a register maintained by the Head of Governance to the Board 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 Head of Governance is satisfied that the interest is relevant to an item on the agenda for a meeting of the Board or of a Board 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 Board amends the Instrument of Government to allow the Board 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 Head of Governance 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 Board or a Board 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 Board or the Head of Governance to the Board, the Chair or the Head of Governance 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 Board 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 Board'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 Board'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 Board considering the possibility of terminating the member's membership of the Board.

## **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 Board. The information provided will not be used for any other purpose.

**D3 - REGISTER OF INTERESTS**

**BOARD MEMBERS AND SENIOR POSTHOLDERS**

**NAME OF BOARD MEMBER/SENIOR POSTHOLDER .....**

CATEGORY OF INTEREST	INFORMATION TO BE DISCLOSED	DECLARATION OF INTEREST/GIFT	DATE INTEREST WAS DECLARED
Paid Employment	Name of Employer (including name and address of employer and position held) or state if self-employed, retired, student etc		
Self Employment	Names of significant customers/clients accounting for more than, say, 10% of income of individual or firm		
Directorships, business or professional partnerships, consultancies of commercial companies	Name of companies		
Significant shareholdings	Name of companies in which the Board 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 Board	Name and approximate value of the gift and the name of the donor		
Any financial interests with the College (including any contract,	Name and details		

goods or services provided or any payment received for work at the College in the last 12 months)			
Any relevant interests of spouse, partner, child or other close relative	Name and details		

Signature .....

Date .....

## E. REFERENCES

13. Audit and Risk Committee Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees/audit.html>
14. College Redevelopment Project Group Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees/college-redevelopment-project-group.html>
15. Curriculum, Quality and Standards Committee Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees/curriculum-quality-and-standards-committee.html>
16. Finance and Resources Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees/finance-and-resources-committee.html>
17. Search, Remuneration and Performance Committee Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees/governance,-search-and-remuneration-committee.html>
18. Special Committee Terms of Reference  
<https://www.rutc.ac.uk/about-us/corporation/committees.html>

Version	Effective from	Summary of change	Prepared by	Approved by
1	10.6.20	See SRP paper 1.6.20 for updates	Sarah Connerty	SRP – 1.6.20 Board – 10.6.20
2	7.10.20	Governor expenses	Sarah Connerty	SRP – 22.9.20 Board 7.10.20