

**CENTRAL SUSSEX COLLEGE**

**STANDING ORDERS**

**Relating to the Business and Proceedings  
of the Corporation**

(adopted by the Corporation on 21<sup>st</sup> July 2005)

(revised by the Corporation on 19<sup>th</sup> July 2007)

(revised by the Corporation on 27<sup>th</sup> March 2008)

(revised by the Corporation on 26<sup>th</sup> March 2009)

(revised by the Corporation on 15<sup>th</sup> July 2010)

(revised by the Corporation on 4<sup>th</sup> April 2011)

(revised by the Corporation on 12<sup>th</sup> December 2011)

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**The Appendices in this document will be updated when any changes to the Terms of Reference for the Committees are approved by the Corporation.**

## **1 Introduction**

- 1.1 These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 ("Act") and The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007 and the 2010 Modification Order amending the Instrument and Articles effective from 1<sup>st</sup> April 2010. In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.
- 1.2 These Standing Orders will be reviewed by the Corporation annually.
- 1.3 Every member of the Corporation and of its committees shall be bound by these Orders and be expected to abide by the seven principles of public life, as recommended by the Nolan Committee's report "*Standards in Public Life*". (see Code of Conduct for Corporation Members).

## **2 General Principles of Governance**

- 2.1 The Principal has overall responsibility for the management of the College. Together with the Senior Leadership Team and the wider management groups the Principal is expected to run the College in accordance with the Mission Statement, strategic direction, policies and annual budget approved by the Corporation.

## **3 Instrument and Articles of Government**

- 3.1 The Instrument of Government and the Articles of Government approved by the Secretary of State and included in the Corporation Members' Handbook, constitute the legal framework on which the operations of the College rest.
- 3.2 They may only be modified in accordance with Section 29 of the Further and Higher Education Act 1992, with the approval of the Secretary of State.

## **4 Membership**

- 4.1 Please refer to Appendix 2
- 4.2 The term of office for each category of membership is as follows:

- Members, including staff and student members, - 4 years
- Principal – term of office to run until the Principal leaves the employment of the College

A Corporation member, who is eligible, may stand for re-appointment on the expiry of his/her term of office. The Governance & Search Committee will review, their past attendance, performance, skills and experience and consider their application alongside other candidates for that category of membership before re-appointment is recommended to the Corporation.

- 4.3 Whilst Members may usually serve for only two consecutive terms of office (i.e. 8 years) in circumstances where a Member's skills, experience and expertise is considered vital to the continuity and strength of the Corporation, a Member may be considered to serve a third term of office (of up to 4 years, reviewed annually). Any such extension to the terms of office served will be considered by the Governance & Search Committee in the first instance and agreed by the Corporation.
- 4.4 The period of office as Chair or Vice Chair of the Corporation will be 3 years from the election of the Member, unless a shorter term is agreed by the Corporation.
- 4.5 The Governance & Search Committee is responsible for reviewing applications of and recommending for appointment suitable persons to fill both planned and casual vacancies of the

Corporation as and when such vacancies occur other than for staff or student members of the Corporation.

## **5 Eligibility**

- 5.1 Section 8 of the Instrument of Government sets out the circumstances in which a person is ineligible to be a member of the Corporation. The Clerk is required to bring that to the attention of each member of the Corporation annually and each Member is then required to sign a Declaration of Eligibility and return it to the Clerk.

## **6 Declarations of Public Interest**

- 6.1 A Member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered relevant to the operation of the Corporation shall:
- (a) disclose to the Corporation the nature and extent of his/her interest; and
  - (b) if s/he is present at a meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which s/he is not entitled to vote.
- 6.2 The Clerk to the Corporation shall maintain, and update on an annual basis, a register of interests of all Members that are disclosed. This register shall be made available to any person wishing to inspect it.
- 6.3 Members should not allow any conflict of interest to arise that might interfere, or be perceived to interfere, with the exercise of their independent judgement without declaring it, and taking such steps as may prevent its interfering with their independent judgement.
- 6.4 Members of committees should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgement, objectivity or integrity.

## **7 The Role and Responsibilities of (A) the Chair and (B) The Vice-Chair**

### **(A) *The Chair:***

- 7.1 to exercise the responsibilities and to perform the duties placed on the Chair by the Instrument and Articles of Government, the Learning and Skills Council, these Standing Orders and any other lawful directions of the Corporation from time to time;
- 7.2 to provide effective leadership of the Corporation so that it acts not only lawfully and efficiently but also as a corporate body;
- 7.3 to promote the well-being of the Corporation by representing it at College, local, regional and national events and by making statements on its behalf to the media;
- 7.4 to establish and maintain a good working relationship with both the Principal and the Clerk by meeting regularly with each of them and engendering mutual trust and respect.
- 7.5 in consultation with the Clerk and the Principal to determine the agenda for Corporation meetings having regard to decisions of the Corporation and suggestions and representations from individual members;
- 7.6 to chair meetings of the Corporation in such a way as to ensure that a balance is maintained between, the efficient dispatch of business and the right of members to have their views adequately heard and recorded;

- 7.7 to take action on behalf of the Corporation in circumstances of urgency in accordance with the rules and other criteria agreed by the Corporation;
- 7.8 to chair the Governance & Search Committee.
- (B) THE VICE-CHAIR**
- 7.9 in absence of the Chair of the Corporation to act in his or her place in performing and exercising all the duties and responsibilities of the Chair set out in subparagraphs 7.1 to 7.8 (inclusive) ;
- 7.10 to assist the Chair of the Corporation in carrying out some or all of the duties and responsibilities of the Chair as shall be agreed by the Governance & Search Committee.
- 7.11 to be responsible for Succession Planning for the Corporation.

## **8 The Role and Responsibilities of the Clerk**

- 8.1 The Corporation requires the Clerk to organise the proper conduct of its business. The Clerk is expected to work closely with the Chair of the Corporation and the Principal but is answerable directly to the Corporation for the duties undertaken in the role of Clerk, and is expected to provide the Corporation with independent advice whenever it is appropriate to do so.
- 8.2 The Clerk shall be responsible for the following functions in accordance with Article 3 of the Instrument and Articles of Government
- (a) advising the Corporation with regard to the operation of its powers;
  - (b) advising the Corporation with regard to procedural matters;
  - (c) advising the Corporation with regard to the conduct of its business; and
  - (d) advising the Corporation with regard to matters of governance practice
- 8.3 The Clerk is expected to:
- i) liaise with the Chair of the Corporation and the Principal in preparing the agenda for every meeting of the Corporation well in advance of the meeting;
  - ii) ensure that adequate briefing papers and other more detailed information are sent out in sufficient time for Governors to consider them in advance of meetings;
  - iii) attend to clerk all meetings of the Corporation and its committees except as set down in Instrument 14 (10) of the Instrument of Government;
  - iv) produce for the Chair of any meeting, draft minutes recording decisions and other matters of importance, consult with the Chair over the wording of the minutes, arrange for the minutes to be approved and signed by the Chair at the next meeting;
  - v) advise the Corporation on statutory and constitutional issues;
  - vi) follow up action points included in the minutes as appropriate;
  - vii) draw to the attention of any appointing body the need to make an appointment to the Corporation in accordance with the rules set out in the Instrument of Government;
  - viii) ensure that there is adequate indemnity insurance for Corporation Members and for members of its committees who are not Corporation members;
  - viii) administer and hold registers of attendance and interests and declarations of eligibility;
  - ix) ensure that a schedule of future meetings is drawn up well in advance and that a copy is provided to each member of the Corporation;
  - x) the Deputy Clerk shall deputise for the Clerk when necessary.

- 8.4 The Corporation is responsible for the appointment and dismissal of the Clerk, for drawing up and reviewing the job description and for ensuring that the Chair of Corporation conducts an annual appraisal of the Clerk.

## **9 Meetings**

- 9.1 A calendar of meetings for the Corporation shall be established for the whole of the academic year at its meeting held in the summer term at the latest.
- 9.2 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- 9.3 All meetings are summoned by the Clerk who shall, except in cases of urgency, send to members a copy of the agenda at least seven clear days in advance of the meeting.

## **10 Agendas for Meetings**

- 10.1 Agendas will normally begin with:

- Apologies for absence
- Declarations of interest
- Any elections or appointments scheduled for the meeting
- Notification of items to be withdrawn from consent agenda
- Approval of consent agenda
- Approval of the minutes of the previous meeting
- Matters arising from the minutes.

- 10.2 The Clerk is responsible for compiling agendas in liaison with the Chair and Principal, including the flagging of an item onto the 'Consent Agenda'. Any Member may suggest an agenda item to the Chair and Clerk or suggest moving an item from the consent agenda to the items to be debated, for referral to the Chair. The final decision on items to be included in the agenda or consent agenda lies with the Chair. (The same principle applies to all Committees of the Corporation).
- 10.3 Once the agenda is prepared for any meeting of the Corporation, a copy should be placed in the minutes file, as well as being sent out to members.
- 10.4 Business is taken in the order that it appears on the agenda for the meeting except that the order may be varied at the discretion of the Chair.
- 10.5 Members should speak with the Chair in advance of meetings about items they wish to raise under the item of Any Other Business.
- 10.6 The number of tabled papers is to be kept to a minimum.

## **11 Minutes of Meetings**

- 11.1 Minutes of every meeting will normally be prepared by the Clerk for approval by the Chair of the Corporation (in the case of Corporation meetings) or the chairs of its Committees, as appropriate, within 10 working days following a meeting. The Clerk, within 5 working days of their approval by the appropriate Chair will circulate all draft minutes (Corporation and Committee) to members of the Corporation. The draft Corporation minutes (except those of a confidential nature) will be made available to members of the public by the Clerk on request and following their approval by the appropriate Chair.
- 11.2 Once approved the Corporation minutes will be signed by the Chair and placed in the official minutes file. Minutes of Committee meetings will be placed in the official minutes file following their approval by the Chair of the Committee and the report of the Committee to Corporation.

## **12 Access to Minutes of the Corporation and its Committees**

- 12.1 The draft minutes of meetings of the Corporation (except those of a confidential nature) shall be available to any person wishing to inspect them once the Chair of Corporation has approved them (or, in his/her absence, the Vice-Chair). Draft minutes of Committee meetings (except those of a confidential nature) shall be available for public inspection after the Report of the Committee Meeting has been presented to the Corporation and following their approval by the Chair of the Committee (or, in his/her absence the Vice-Chair).
- 12.2 Copies of minutes that are available for public inspection under para. 12.1 shall be published on the College Intranet and Website.

### **13 Attendance at Meetings**

- 13.1 The Corporation sees attendance at and participation in meetings of the Corporation and its Committees as an important element in the fulfilment of members' responsibilities.
- 13.2 Attendance at meetings is recorded and the Clerk will maintain a register of attendance.
- 13.3 The expectation of the Corporation in terms of attendance at meetings is at least 80%.
- 13.4 Apologies for non-attendance at meetings should be conveyed to the Clerk.

### **14 Attendance at Meetings by Non-Members**

- 14.1 The Chair of the Corporation shall have the power to invite to attend for the whole or any part of any meeting of the Corporation any person who is believed by him/her to be necessary or desirable for the discussion of any item on the agenda for that meeting; such person shall have no right to speak at the meeting (unless invited by the Chair to do so) and shall have no power to take part in the voting on any matter.
- 14.2 Members of the College Leadership Team are normally expected to attend Corporation meetings in an advisory capacity. They shall withdraw in any case where they would be required to withdraw under clause 14 of the Instrument of Government.

### **15 Decisions and Voting**

- 15.1 Where there is not a consensus in favour of a decision and it is necessary to record a formal vote, the question shall be decided by a simple majority of the votes of the members present (see para. 17.6.4) and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 15.2 Members may not vote by proxy or by way of a postal vote.
- 15.3 Any member present may make a request for a recorded vote. A recorded vote shall be obtained by the Clerk who shall record the names of the members present who either voted for or against the question or abstained from voting.
- 15.4 All members of the Corporation will comply with the principle of collective responsibility and be bound by a decision even if it was not taken unanimously.

### **16 Suspension of Standing Orders**

- 16.1 Subject to any statutory requirement, any of these Standing Orders may be suspended as regards any particular item of business at a meeting where its suspension is moved by the majority of the members present.**

## **17 Rules Relating to Committees**

### **17.1 General**

17.1.1 The Corporation has established the following Committees, the terms of reference for which are attached as Appendix 1. These Committees are all advisory, with the exception of the Remuneration Committee and the Special Committee when it is discharging its delegated responsibilities on behalf of the Corporation.

- Audit Committee
- Capital Committee
- Curriculum, Quality & Standards Committee
- Resources Committee
- Remuneration Committee
- Governance & Search Committee
- Special Committee

17.1.2 The Corporation shall have power at any time and from time to time to refer any other matter or matters to any one or more of the Committees for consideration.

17.1.3 Any Committee may, with the approval of the Chair of that Committee, discuss any matter which is referred to it by the Chair of the Corporation or the Principal and which is within the general scope and spirit of the terms of reference of that Committee.

17.1.4 Any Committee may consult with any other Committee on any matter at any time.

17.1.5 With the approval of the respective Chairs of the Committees in question, two or more Committees may at any time hold joint meetings to discuss any matter(s) of common interest to those Committees.

17.1.6 When there is a need to take urgent decisions between Corporation Meetings the Corporation may delegate authority to a Committee to take such decisions specifying both the financial limits and the time periods for that decision. The Committee concerned must be quorate for that item and the decision (quoracy will be at least 40% of the Committee's membership, with a majority present being full Corporation Members).

### **17.2 The Chair and Vice Chair of a Committee**

17.2.1 The Chair of a Committee shall be appointed (and may also be removed) by the Corporation and shall hold office for such period as the Corporation may determine. On the expiration of the term of office of such Chair they shall be eligible for re-appointment. The Corporation (or the Committee in question) shall appoint a Vice Chair for each Committee.

17.2.2 The Chairs of the Audit Committee, Curriculum, Quality & Standards Committee and the Resources Committee shall in each case be a member of the Corporation; the Chair of the Corporation shall chair the Governance & Search Committee.

17.2.3 If both the Chair and Vice Chair of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as Chair for that meeting.

17.2.4 The Chair and Vice Chair of a Committee may resign their respective position at any time by giving notice to the Clerk of the Corporation.

### **17.3 Membership of Committees**

17.3.1 The Corporation normally appoints all members of the Committees. The relevant Committee may fill a casual vacancy in the membership of the Audit, Curriculum, Quality & Standards, Resources and Governance & Search Committee itself in consultation with the Chair of the Corporation. The same Committees shall have the power to co-opt (in addition to the members listed in the Terms of Reference in Appendix 1), members, who shall thereby become full members of the Committee, but not of the Corporation. The Special Committee shall consist exclusively of Members of the Corporation (not including staff or students).

17.3.2 If a Deputy Chair is appointed by the Committee they shall assist the Chair of that Committee in carrying out some or all of the duties of the Chair as agreed by the Governance & Search Committee.

#### **17.4 Terms of Office of Members of Committees**

17.4.1 Any member of any committee (whether or not a member of the Corporation) may be removed as a member of that Committee by the Corporation.

17.4.2 Any member of any committee (whether or not a member of the Corporation) may resign as a member of that Committee by giving written notice to the Chair of that committee or to the Chair of Corporation.

#### **17.5 Attendance at Committee Meetings by Non-Members**

17.5.1 All members of the Corporation have the right to attend and speak at all meetings of the Capital, Curriculum, Quality & Standards, Resources and Governance & Search Committee.

17.5.2 The Chair of each Committee shall have power to invite to attend the whole or any part of any meeting of that Committee any person (whether or not a member of the Corporation and including a member of the Corporation who is, by the Articles of Government or otherwise, precluded from being a member of that Committee) whose presence is believed by her/him to be necessary or desirable for the discussion of any item on the agenda for that meeting.

#### **17.6 Quorum for Corporation and Committee meetings**

17.6.1 The Quorum for Corporation Meetings is set out in Paragraph 13 of the Instrument of Government as follows:

**13—(1)** Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members, determined according to clause 3, together with any LSC members.

(2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.

(3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

(4) If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.

17.6.2 Corporation Meetings may proceed where members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other.

17.6.3 The quorum requirements for a Committee where applicable, shall be set out in its terms of reference. If applicable a meeting must be quorate throughout. If a quorum is not present within 30 minutes from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the Committee may agree to proceed with the meeting, but shall not take any decisions; alternatively the meeting shall stand adjourned to another agreed time, date and place, normally within six working days.

- 17.6.4 Meetings of Committees may proceed where members are able to join the discussion by telephone loudspeaker. Their telephone presence shall count towards any quorum required.

## **17.7 Convening Meetings of a Committee**

- 17.7.1 Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.
- 17.7.2 All Committee meetings shall be summoned by the Clerk to the Corporation by at least seven days notice sent to every member of the committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting. The agenda, together with the minutes of the previous meeting, shall be copied to all other members of the Corporation and all papers for the meeting shall be copied (or made available by the Clerk on request) to all Members of the Corporation (subject to the requirements of Clause 15(4)) of the Instrument.
- 17.7.3 It shall be permissible for the Chair of a Committee to convene an emergency meeting of that Committee by giving less than seven days prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

## **17.8 Terms of Reference of Committees**

- 17.8.1 All Committees and their members shall comply in all respects with and observe their terms of reference. Terms of reference should be reviewed every year by each Committee and any proposed changes submitted to the Corporation for decision. If a Committee is doubtful over the precise scope of its authority or its remit it should raise the issue with the Clerk of the Corporation in the first instance for referral to the Chair of the Corporation.

## **17.9 Publication of Agendas and Minutes**

- 17.9.1 Subject to paragraph 17.9.2 each committee shall ensure that a copy of:

- (a) the agenda for every meeting of the Committee;
- (b) the draft minutes (except those of a confidential nature) of every such meeting, if they have been approved by the Chair of the committee (or, in his/her absence, the Vice Chair);
- (c) the signed minutes (except those of a confidential nature) of every such meeting; and
- (d) any report, document or other paper (except those of a confidential nature) tabled and considered at any such meeting

shall be made available by the Clerk for inspection by the public. Items (a) and (b) listed above will be placed on the College Website and Intranet following the report of the Committee to the Corporation.

- 17.9.2 There may be excluded from any item required to be made available pursuant to clause 17.9.1 any material relating to:
- (a) a named person employed or proposed to be employed at the College;
  - (b) a named student at, or candidate for admission to, the College;
  - (c) the Clerk to the Corporation;
  - (d) any matter which, by reason of its nature, the committee is satisfied should be dealt with on a confidential basis or
  - (e) those parts of the meetings from which staff or students or the Clerk to the Corporation have withdrawn.
- 17.9.3 At every one of its meetings a Committee shall consider whether any of the items discussed should remain confidential and not be made available or should be subject to a more restricted circulation.

17.9.4 At every Committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the Committee (or, in his absence, the Vice Chair) as a true record.

17.9.5 At their first meeting in the Autumn Term, the Corporation and each Committee shall undertake a review of the minutes classified as Confidential during the previous academic year and determine whether they may be released for the public record. The need to retain confidentiality of minutes and papers shall be kept under review.

**17.10 Non-attendance at Committee Meetings and Lapsing of Membership**

17.10.1 If at any time the members of a Committee are satisfied that any member of that Committee:

- (a) has been absent from meetings of the Committee for a period longer than six consecutive months without the permission of the Committee if that Committee has met or
- (b) is unable or unfit to discharge the functions of a member of the Committee

The Committee may by notice to such member recommend to the Corporation the removal of her/him from the Committee.

**CENTRAL SUSSEX COLLEGE CORPORATION**

**Terms of Reference for the Audit Committee**

(Revised by the Corporation at its meeting on 11.12.06, 17.12.07, 20.10.08 and 18.10.10)

**1 Membership**

1.1 The Committee shall comprise a minimum of three members but shall not include:

- the Principal
- members of the College's staff with executive responsibilities at senior level
- the Chair of Corporation
- members of the Resources Committee

1.2 The Corporation or on its behalf, the Governance & Search Committee in consultation with the Chair of Audit Committee, shall have power to co-opt up to three external members. At least one member of the Committee, whether or not a Corporation Member, must have finance/audit expertise.

1.3 A quorum shall be two members including the Chair of the Committee, who shall be a member of the Corporation.

1.4 The Clerk to the Corporation shall be Clerk to the Committee and in his absence the Deputy Clerk.

1.5 Meetings shall be held at least three times a year. The internal auditor or financial statements auditor may request a meeting if they consider that one is necessary and the committee will make all endeavours to comply with such requests.

1.6 Other Members of the Corporation may attend meetings of the Audit Committee with the prior consent of its Chair.

**2 Terms of Reference**

2.1 To ensure the financial control and integrity of the Corporation, including the monitoring of financial waivers to the Financial Regulations.

2.2 To oversee the audit of the management processes, with special reference to those with financial implications.

2.3 To act as the interface with the internal and external auditors.

2.4 In pursuance of the above, the LSC minimum terms of reference for a Further Education College Audit Committee are adopted in their entirety for clarification as follows (reference to the Funding Auditor is retained, although currently no funding auditor is appointed):

- (a) to advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);

- (b) to advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service (IAS);
  - (c) to advise the Corporation on the scope and objectives of the work of the internal auditors, the financial statements auditor and the funding auditor (where appointed);
  - (d) to ensure effective co-ordination between the internal auditors, the funding auditor (where appointed) and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes;
  - (e) to consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal audit service;
  - (f) to advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor (where appointed), and management's responses to these;
  - (g) to monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statement auditor's management letter;
  - (h) to consider, and advise the Corporation on relevant reports by the National Audit Office (NAO), the successor bodies to the Learning and Skills Council (LSC) and other funding bodies, and, where appropriate, management's response to these;
  - (i) to establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
  - (j) to produce an Annual Report for the Corporation and Accounting Officer, which should include the Committee's advice on the effectiveness of the College's risk management, control and governance processes. The report should include any significant matters arising from the work of the internal auditors, the funding auditors (where appointed) and the financial statements auditors;
  - (k) to ensure that all allegations of fraud and irregularity are properly followed up;
  - (l) to be informed of all additional services undertaken by the internal auditors, the financial statements auditors and the funding auditor (where appointed);
  - (m) to recommend the annual financial statements to the Corporation for approval.
- 2.5 To receive reports from the Risk Assurance Group and monitor and review its effectiveness.
- 2.6 To review the Complaints Procedure as required and monitor on a regular basis any complaints received.
- 2.7 To review, annually, the Financial Regulations.
- 2.8 To review annually, as part of the College's annual accounts, the accounts of the Students' Association/Students' Union.
- 2.9 To review Senior Postholder expenses on a regular basis.

- 2.10 Subject to the provision included in Paragraph 4.1, to consider and advise the Corporation on any other matters that the Corporation may delegate (or its Committees may refer) on any other matters not falling within the remit of the Committees established by the Corporation.
- 2.11 To review its Terms of Reference annually.

### **3 Investigation and Information Gathering**

- 3.1 In order to exercise its role the Committee shall have the power to:
- (a) investigate any activity within its terms of reference;
  - (b) seek any information it requires from the internal audit service, the funding statements auditor, Corporation members, committees and college employees, plus relevant information from subcontractors and other third parties. Corporation members and employees of the College are directed to co-operate with any request made by the Committee;
  - (c) obtain external legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise it considers necessary.
- 3.2 The Committee shall operate in accordance with any requirements of the Learning and Skills Council.

### **4 Advice**

- 4.1 The Corporation will not add to these terms of reference responsibilities that require the Committee to adopt an executive role, or its members to offer professional advice to the Corporation. Advice will be given only in Committee members' capacity as Corporation Members, and only within their terms of reference. Rather than adopt an executive role, the Committee will seek formal professional opinions from the internal audit service, external auditor or other professional advisers to the Corporation.

### **5 Reporting Procedures**

- 5.1 The Clerk to the Committee shall circulate minutes of the meetings of the Committee to its members and to all Corporation Members.
- 5.2 The Committee shall provide a report of each meeting of the Audit Committee to the following Corporation meeting.

## **CENTRAL SUSSEX COLLEGE CORPORATION**

### **Terms of Reference for the Capital Committee**

(Agreed by the Corporation at its meeting on 20<sup>th</sup> May 2010 and revised at its meeting on 12<sup>th</sup> December 2011)

#### **1. Membership**

- 1.1 The Committee shall be appointed by the Corporation and shall comprise a minimum of 5 Members. The Chair of Corporation, the Chair of the Resources Committee and the Principal will be ex-officio Members.
- 1.2 The Chair of the Committee will be selected by the Corporation.
- 1.3 A quorum for the Committee will apply in the event that any decisions are required within its delegated authority. The quorum will be 2 members not including the Principal. A quorum will not apply to the Committee for any meeting or part of a meeting where a decision under its delegated authority is not required.
- 1.4 The Clerk to the Corporation shall act as Clerk to the Committee, and in his absence the Deputy Clerk.
- 1.5 The Committee shall normally meet at least once per term, and more frequently when its business requires it.

#### **2. Purpose**

- 2.1 To oversee any development of the College's campuses.
- 2.2 To address the strategic oversight of the accommodation and capital requirements for the College.

#### **3. Terms of Reference**

- 3.1 To consider and recommend for approval the overall Accommodation Strategy and Operational Plan for the College.
- 3.2 To consider, and recommend for approval to Corporation, and monitor the College's decisions in relation to individual Capital Projects that fall outside the delegated authority of the Principal.
- 3.3 To meet regularly with the Principal, members of the Executive to receive reports on progress on Capital Projects.
- 3.4 To consider and recommend for approval to Corporation, and to monitor, the disposal of buildings and land in accordance with Corporation decisions.

- 3.5 To monitor procedures for ensuring the continuity of College business during periods of building works.
- 3.6 To consider and review the Information and Technology (IT) Strategy and any other capital matters of strategic importance.
- 3.7 To consider any other related matters referred to the Committee by the Corporation on capital matters.

#### **4. Delegated Authority**

- 4.1 When there is a need to take urgent decisions to further the College's Capital and Accommodation Plans between Corporation meetings, the Corporation may delegate authority to the Committee to take such decisions, specifying the financial limits and time period. This delegated authority is to be exercised subject to the concurrent agreement by the Chair of Resources and the Chair of the Corporation.

## CENTRAL SUSSEX COLLEGE CORPORATION

### Terms of Reference for the Curriculum, Quality & Standards Committee

(Revised by the Corporation at its meeting on 11.12.06, 17.12.07, 20.10.08, 19.10.09, 18.10.10, 23.05.11 and 13.10.11)

#### 1. Purpose

The purpose of the Curriculum Quality and Standards Committee is for it, fundamentally, to oversee the College's Curriculum Strategy and Teaching and Learning Strategy and development plan. The Committee will receive regular reports on lesson observation processes and improvement plans for teaching and learning.

The Curriculum, Quality and Standards Committee will monitor student Success Rates for each of the Areas of learning and the actions plans that the College Leadership Team put in place to obtain continuous improvement.

The Self Assessment Process and Post Inspection Action Plan will be overseen to ensure that the College is robustly evaluating its performance against the key questions of the Common Inspection Framework providing effective action plans for improvement. The Curriculum, Quality and Standards Committee will also monitor the College's contribution towards the outcomes arising from National Initiatives, Safeguarding and Equality & Diversity.

The College Leadership Team will provide the Committee with progress reports of the Training Quality Standard accreditation process. The Curriculum, Quality and Standards Committee will have a parallel responsibility alongside the SAR of regularly reviewing the College's performance against the Training Quality Standards and the learner and employer related measures within the Framework for Excellence.

The Curriculum, Quality and Standards Committee is the appropriate Committee to receive reports from the Local Community Board in its role of advising the Corporation.

All Members of the Corporation are invited to attend meetings of the Committee.

#### 2. Membership

2.1 The Committee shall be appointed by the Corporation and shall comprise a minimum of three members. The Committee shall include the Principal.

2.2 The Clerk to the Corporation shall be Clerk to the Committee and in his absence the Deputy Clerk.

2.3 The Committee will meet at least four times per year.

#### 3. Terms of Reference

##### Curriculum

3.1 To review and advise the Corporation on the educational character and ethos of the College.

- 3.2 To advise the Corporation on the learning vision and strategy and the breadth and scope, range, adequacy and efficiency of the curriculum offer.
- 3.3 To consider and advise the Corporation on the educational needs of the Community the College serves, and to ensure the curriculum development and other activities of the College reflect these needs taking account of the national agenda.
- 3.4 To advise the Corporation on the policy environment of skills and education as set by the Government and identify the strategic implications for the College.
- 3.5 To develop and advise the Corporation on the College Strategic Plan and its associated strategies (including their financial implications) and to monitor and keep them under regular review.
- 3.6 To monitor the effectiveness of the promotion of Equality & Diversity for and with our learners.

#### Teaching and Learning

- 3.7 To evaluate and monitor the effectiveness and quality of Teaching and Learning provided by the College and collaborative partnerships to ensure performance standards are maintained and developed where appropriate.
- 3.8 To monitor the Link Member Scheme.
- 3.9 To review annually the Students' Association activities

#### Performance

- 3.10 To recommend key curriculum performance indicators, benchmarks, targets, value added and action plans and to monitor performance against the indicators established against a framework of continuous development.
- 3.11 To monitor attendance, retention, achievement, and progression.
- 3.12 To consider and monitor quality standards for the College.

#### Self Assessment

- 3.13 To advise the Corporation on the Self-Assessment process, Report, Development Plan and accuracy of the judgements reached.
- 3.14 To monitor the Self-Assessment Development Plan.

#### Inspection and Framework for Excellence

- 3.15 To advise the Corporation on Inspection including Integrated Quality and Enhancement Review (IQER).
- 3.16 To receive reports on the learner related measures for Framework for Excellence.
- 3.17 Monitor the Training Quality Standard Process
- 3.18 Receive an Annual Survey of Employer Satisfaction with the College's services and oversee the action plans for improvement.
- 3.19 To develop and monitor employer focussed performance measures on a regular basis.

#### Curriculum & Quality

- 3.20 To monitor and evaluate staff and student satisfaction surveys.

- 3.21 To review and advise the Corporation on the College Charter.
- 3.22 To advise the Corporation and monitor the attainment of external quality and charter mark awards.
- 3.23 To receive reports from the HE Academic Board.

Other

- 3.24 To consider and advise the Corporation on any other matters that the Corporation may delegate or on any other matters not falling within the remit of the Committees established by the Corporation.
- 3.25 To review its Terms of Reference annually.
- 3.26 To measure its own effectiveness.

\* Copies of any minutes relevant to the University of Sussex shall be sent via its Partnership Office.

## **CENTRAL SUSSEX COLLEGE**

### **Terms of Reference for the Governance & Search Committee**

(Revised by the Corporation at its meetings on 11.12.06, 19.07.07, 17.12.07, 15.12.08, 14.12.09, 13.12.10 and 12.12.11)

#### **1 Membership and Quorum**

1.1 The Committee shall normally comprise at least 4 Members of the Corporation including:-

- The Chair of the Corporation who shall chair the Committee
- The Vice-Chairs of the Corporation
- The Chairs of the Standing Committees
- Any other Members nominated by the Chair of the Corporation and confirmed by the Committee

1.2 The Committee may invite other persons to attend the meeting in order to:-

- provide advice and/or evidence to assist the process of search;
- verify that the selection process is independent and free from any form of patronage

1.3 The quorum for meetings of the Committee shall be three, not including the Principal.

1.4 The Committee shall meet twice a year as a minimum.

1.5 All Members of the Corporation are invited to attend meetings of the Committee.

#### **2 Terms of Reference**

(a) To advise the Corporation on the appointment and re-appointment of members of the Corporation other than the Principal having regard to: -

- The provisions of the Instrument and Articles of Government
- the eligibility requirements from time to time specified in the Instrument of Government
- the dates of the expiration of the current terms of office of other members of the Corporation
- the necessary balancing of the respective need for a degree of continuity and the preservation of valuable experience and a measured turnover of Corporation members to secure innovation and guard against conservatism and complacency
- the need for a range of relevant professional skills and appropriate interests to be available to or represented on the Corporation at all times; and
- the desirability of securing an appropriate gender balance and representation from persons with disabilities and ethnic minorities.

- (b) To be responsible for the recruitment, screening and nomination process of candidates in respect of vacancies on the Corporation and the Local Community Boards.
- (c) To ensure regular skills audits are undertaken to identify areas of relevant experience and interest when re-appointing existing members and to identify any skills gaps when appointing new members.
- (d) To advise the Corporation on whether or not a limit should be placed on the number of consecutive terms for which all members (other than the Principal) may hold office.
- (e) Without prejudice to the right of any member of the Corporation to do so, to nominate for consideration for appointment by the Corporation suitable persons (whether or not being the retiring holders of these offices) to fill vacancies in the offices of Chair and Vice-Chairs of the Corporation as and when such vacancies occur.
- (f) To co-ordinate the training and development needs of both new and established members of the Corporation and Local Community Boards in the light of their duties, responsibilities and powers at any particular time and to encourage and facilitate members of the Corporation to undertake such training and development as appropriate.
- (g) Undertake any such matter relating to membership and appointments as the Corporation may remit to the Committee.

In carrying out these functions the Committee may

- develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporation including potential candidates interested in Corporation membership.
- advertise in the local media for suitable persons to put themselves forward for inclusion on the database.
- initiate searches for additions to the database through consultation with interested bodies including local community and employer representatives and local authorities.
- When a vacancy occurs or is anticipated, the Committee will research suitable candidates drawn from the database through a process of interview and references where considered necessary.

### **Governance**

The Committee will be responsible for the development, review and advice to the Corporation on all matters relating to the effectiveness of College governance. In carrying out this function the Committee will -

- (a) Ensure compliance with the requirements of the Instrument and Articles of Government and with any Skills Funding Agency or successor body requirements in relation to governance.
- (b) Advise the Corporation on governance self-assessment and evaluation procedures and assist its review of its effectiveness, including monitoring any related Self-Assessment Action Plans and agreed performance indicators or targets.
- (c) To consider any governance issues identified during internal and/or external audits of the College and report to the Corporation on recommended remedial action.
- (d) To review any audit report of the oversight of the capital programme in addition to the review carried out by the Audit Committee.
- (e) Review best practice in governance in the sector and advise the Corporation of appropriate action as necessary.

- (f) Review and where appropriate respond to consultation documents from external bodies relating to governance issues.
- (g) Review Committee Membership including the Chairs and Vice Chairs of Committees as required.
- (h) Undertake any such matter relating to governance as the Corporation may remit to the Committee.
- (i) To review its Terms of Reference annually.

## **CENTRAL SUSSEX COLLEGE CORPORATION**

### **Terms of Reference for the Resources Committee**

(Revised by the Corporation at its meeting on 11.12.06, 17.12.07, 20.10.08, 18.10.10 and 12.12.11)  
(change of committee name agreed by the Corporation at its meeting on 29.03.07)

#### **1. Membership**

- 1.1 The Committee shall be appointed by the Corporation and shall comprise a minimum of 3 members. Members of the Audit Committee will be ineligible to serve.
- 1.2 The Chair of the Committee will be selected by the Corporation.
- 1.3 The Clerk to the Corporation shall act as Clerk to the Committee, and in his absence the Deputy Clerk.
- 1.4 The Committee will meet at least 5 times per year.
- 1.5 All Members of the Corporation are invited to attend meetings of the Committee.

#### **2. Purpose**

- 2.1 The Committee will fulfil an advisory and monitoring role to the Corporation, reviewing the effectiveness of the operational management of the College against the targets and budgets set by the Corporation.

#### **3. Terms of Reference**

##### **3.1 Finance**

- 3.1.1 To consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy.
- 3.1.2 To advise the Corporation on the economic and market factors in the area the College operates within to ensure that these are taken into account when developing and reviewing strategy.
- 3.1.3 To develop and advise the Corporation on the 3 year Development Plan, three year Financial Forecasts, Capital Budget and bids for funding required by the LSC or successor body and to fulfil the College's plans.
- 3.1.4 To develop and advise the Corporation on the one year operating plan and to make recommendations for the adoption of an annual operating budget to meet annual objectives.
- 3.1.5 To monitor the operational effectiveness of the College against the Corporation's targets and in particular safeguard the financial health and solvency of the College and safeguard its assets.
- 3.1.6 To monitor on behalf of the Corporation the periodic management accounts and the College's performance against the annual income and expenditure budget including the cash flow forecast.

- 3.1.7 To consider any capital projects and advise the Corporation on their financial implications and monitor the progress of capital projects.
- 3.1.8 To review the annual financial statements before submission to the Corporation for approval.
- 3.1.9 To monitor and recommend to the Corporation investment and borrowing policies.
- 3.1.10 To consider and advise the Corporation on proposed contracts that will or are likely to exceed the Principal's delegated authority.
- 3.1.11 To review and monitor the insurance and banking arrangements.
- 3.1.12 To consider and recommend to the Corporation arrangements for sub-contracting and partnership agreements.
- 3.1.13 To monitor on behalf of the Corporation the current year within the 3 year Development Plan and progress against its milestones and targets

### **3.2 Premises**

- 3.2.1 To monitor and review, on behalf of the Corporation the efficiency and effectiveness of the College's facilities management.
- 3.2.2 To monitor and review all financial aspects of the buildings, including reviewing the negotiation of terms for secured loans.
- 3.2.3 To monitor and review the progress of the Property Strategy and Planned Maintenance Programme within the agreed timescales and budget and advise on financial implications.
- 3.2.4 To monitor the preparation of capital bid funding to the LSC or successor body.

### **3.3 Human Resources**

- 3.3.1 To make recommendations for and review the development of the framework for the pay and conditions of all staff, with the exception of the designated senior postholders.
- 3.3.2 To receive and consider human resources initiatives on key employment issues in support of the Human Resources Strategy and recommend policies and procedures to underpin them.
- 3.3.3 To monitor and review the statutory instruments which the Governing body must make in relation to the exercise of the Corporation's discretionary authority in relation to the Local Government Pension Scheme and the exercise of its discretionary powers.
- 3.3.4 To monitor and review the statutory statements and procedures the Corporation is expected to maintain, concerning consultation with staff and to recommend such changes as are necessary.
- 3.3.5 To receive regular reports on the operation of the staff development programme and staff development matters, including IIP status and the staff appraisal scheme.
- 3.3.6 To monitor policies in relation to equality and diversity and race equality issues in respect of the HR Strategy on behalf of the Corporation.
- 3.3.7 To receive reports arising from staff disciplinary and other hearings and to review the related procedures, policies and strategies against their outcomes.
- 3.3.8 At the request of the Corporation to consider such other employment and human resources issues as may arise from time to time which are not covered above.

### **3.4 General**

- 3.4.1 To develop and advise the Corporation on the College Strategic Plan and its associated strategies (including their financial implications) and to monitor and keep them under regular review. These associated strategies include:
  - Property (including the Planned Maintenance Programme)
  - Human Resources
  - Finance
  - Marketing
- 3.4.2 To consider and advise the Corporation on any other matters that the Corporation may delegate or on any other matters not falling within the remit of the Committees established by the Corporation.

3.4.3 To review its Terms of Reference annually.

## **CENTRAL SUSSEX COLLEGE**

### **Terms of Reference for the Remuneration Committee**

(adopted by the Corporation at its meeting on 13.03.06)  
(revised by Corporation at its meeting on 19.07.07, 12.12.11)

#### **1 Membership**

- The Committee shall comprise
  - The Chair of Corporation
  - The Vice Chairs of the Corporation
  - The Chairs or Vice Chairs of the Audit Committee, Curriculum, Quality & Standards Committee and the Resources Committee.
- The Committee shall have the power to co-opt an eligible\* member of the Corporation.
- The Chair of the Committee will be the Chair of the Corporation
- The quorum for meetings of the Committee shall be four.
- In the event of an equal division or votes, the Chair of the meeting shall have a second or casting vote.
- The Clerk to the Corporation shall act as Clerk to the Committee, but as a senior postholder, shall declare an interest in any item that affects his/her personal situation and will withdraw from the meeting as necessary. In that event, the Chair of the Committee shall arrange for one of the Members of the Committee to keep a record of decision.
- The Committee will meet at least once each year.

#### **2 Terms of Reference**

- To consider and determine the remuneration and other terms and conditions of the Senior Postholders and report back accordingly to the Corporation.
- To agree performance targets and review the performance of Senior Postholders.
- To consider and advise on any other related issues as required by the Corporation.

\* not being in any case staff or student members of the Corporation or the Principal

## **CENTRAL SUSSEX COLLEGE**

### **Terms of Reference for the Special Committee**

(adopted by the Corporation at its meeting on 19.07.07)

#### **1 Membership**

1.1 The Committee shall comprise a minimum of three Members of the Corporation drawn from a pool of eligible Members that shall not include:

- The Chair of the Corporation
- The Vice-Chair of the Corporation
- The Principal
- Staff Members
- Student Members

1.2 The quorum for meetings of the Committee shall be three.

#### **2 Terms of Reference**

2.1 To examine and determine the case for the dismissal of a senior postholder in accordance with the duties and responsibilities placed on it by Article 17.

2.2 To hear appeals to the Corporation by staff and students.

## Appendix 2

### **4. Membership**

4.1 The College Corporation determined on the 13<sup>th</sup> December 2010 that its membership number shall be made up as follows:

- 14 members
- 2 staff members
- 2 student members
- 1 The Principal.

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