

# **Governor Handbook**

October 2011

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## **INTRODUCTION**

This Governor Handbook should be of particular benefit to newly-appointed governors of Swindon College Corporation as it provides a fairly comprehensive overview of the key processes and practices of college governance. However, it should also be a valuable resource for the more experienced governor as it acts as a compendium of many of the key governance documents to which you may wish to make occasional reference.

All governors are asked to abide by a Code of Conduct - see page 23 in this handbook. Within the Code there is a particularly useful schedule - set out below for information - of the key documents to which governors should have access, all of which can be opened directly from the handbook.

### **SCHEDULE – LIST OF KEY SOURCE DOCUMENTS WHICH SHOULD BE MADE AVAILABLE TO GOVERNORS**

1. The college's Instrument of Government
2. The college's Articles of Government
3. The Standing Orders and Terms of Reference of the Swindon College Corporation and its committees
4. The Financial Memorandum entered into by the college with the Skills Funding Agency
5. The college's Mission Statement and Corporate Objectives
6. The college's Strategic Plan
7. The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, names:
  - ❖ Selflessness
  - ❖ Integrity
  - ❖ Objectivity
  - ❖ Accountability
  - ❖ Openness
  - ❖ Honesty, and
  - ❖ Leadership
8. The Joint Audit Code of Practice issued by the Skills Funding Agency and the YPLA
9. The UK Corporate Governance Code (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council
10. The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good Governance Standard)

## **ABOUT SWINDON COLLEGE CORPORATION**

Before 1 April 1993 further education colleges were part of the local authorities' education portfolios, with the local education authority providing most of the public funding and being responsible for the broad planning of its further education provision, which was offered by a mix of schools and colleges within its designated area. However, under the 1992 Further and Higher Education Act (FHEA), further education **corporations** were established to be independent of local authorities with funding channelled through a centralised further education funding council. (Through various metamorphoses, this is now the Skills Funding Agency.) Further education corporations are statutory corporations set up by order of the Secretary of State under the FHEA. A statutory corporation exists only for the particular purposes which Parliament intends.

The Corporation is made up of a designated number of members and it is the Corporation which provides further (and higher, if it wishes) education through the vehicle of a further education college. Colleges with this corporate status have a legal identity which is distinct from the identities of the individual members. The Corporation is the employer of college staff and owner of the physical assets. Legally, the Corporation is an exempt charity. In common parlance, the Corporation is the 'Governing Body' or the 'Board', and Corporation members are 'governors'.

### **SUMMARY OF THE STATUTORY POWERS OF AN FE CORPORATION**

#### **PRINCIPAL POWERS**

Under Section 18(1) of the Further and Higher Education Act 1992, a further education corporation may:

- ❖ Provide further and higher education
- ❖ Provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or provide secondary education or participate in the provision of secondary education at a school (subject to the consultation with the appropriate local education authority); and
- ❖ Supply goods or services in connection with their provision of education

These powers are known as the Corporation's 'principal powers'.

#### **SUPPLEMENTARY POWERS**

Under section 19 of the 1992 Act the Corporation may do anything which appears to it to be necessary or expedient for the purpose of or in connection with the exercise

of any of the principal powers conferred by section 18 of the Act, including in particular the following:-

- a) The power to acquire and dispose of land and other property
- b) The power to enter into contracts, including in particular:
  - ❖ contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of the Corporation's principal powers; and
  - ❖ contracts with respect to the carrying on by the Corporation of any such activities
- c) The power to form, participate in forming, or invest in a company or become a member of a charitable incorporated organisation provided that the SFA consents
- d) The power to borrow such sums as the Corporation thinks fit for the purposes of carrying on any activities it has power to carry on or to meet any liability transferred to it under sections 23 to 27 of the 1992 Act (i.e. when the college achieved its corporate independence on 1st April 1993) and, in connection with such borrowing, the power to grant any mortgage, charge or other security in respect of any land or other property of the Corporation. This power may not be exercised without the consent of the SFA, which may give its consent for a particular borrowing or for borrowing of a particular class
- e) Power to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on
- f) Power to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes
- g) Power to do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes
- h) Provide advice or assistance to any other person where it appears to the Corporation to be appropriate for them to do so for the purpose of or in connection with the provision of education by the other person

The Corporation may also provide facilities of any description (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties) which appear to be necessary or desirable for the purposes of or in connection with the carrying on of the principal powers.

The powers conferred by section 19 of the 1992 Act are known as 'supplementary powers'.

As the result of a new section 19A, inserted by the Apprenticeships, Skills, Children and Learning Act 2009, from 1 April 2010 in exercising their functions under sections 18 and 19, Corporations must:

- ❖ Have regard, amongst other things, to the objective of promoting the economic and social well-being of the local area
- ❖ In doing so, have regard to any guidance issued by the Secretary of State about co-operation with a view, directly or indirectly, to advancing that objective. Draft guidance was published for consultation with the sector by LSIS in January 2010.

### **CORPORATE MEMBERSHIP**

The Swindon College Corporation (i.e. 'Governing Body'/'Board') has a membership of 18, including 2 staff members and 2 student members. The normal term of office for members is 4 years, but this can be varied at the Board's discretion. The college Principal, Andrew Miller, is also a member of the Board, which is served by a qualified Clerk, who is independent of the management of the college.

The Governing Body is the appointing authority for its members. When the office of any member becomes vacant the Board shall, as soon as practicable, take all necessary steps to appoint a new member to fill the vacancy. The Board will take professional advice from the Clerk on the eligibility of all candidates. A Criminal Records Bureau check will be carried out before members are appointed or re-appointed.

A member may resign from office at any time by giving notice to the Clerk. Equally, the Board may give notice in writing to a member if at any time the Board is satisfied that a member is unfit to discharge the functions of the role or has been absent from meetings of the Governing Body for a period longer than six consecutive months, without permission. This would follow an appropriate resolution being put to and approved by the Board. The reason would be made clear. The member would be informed in writing of the procedures to be followed. A member would be given the right of reply.

Pen-pictures of all the governors of Swindon College are shown in the Governance pages of the college website.

## **LEGAL AND POLICY FRAMEWORK**

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The legal framework for the current organisation, establishment, governance and management of further education colleges in England was established under the Further and Higher Education Act 1992, as amended by the Learning and Skills Act 2000 and the Apprenticeships, Skills, Children and Learning Act 2009. **Please see again the section headed ‘Swindon College Corporation’ above.**

These Acts are referred to as primary legislation. Many of the provisions of the 1992 Further and Higher Education Act are brought into effect by orders, termed Statutory Instruments, of the Secretary of State, and these include the Instrument and Articles of Government. These Statutory Instruments are referred to as secondary legislation.

The Instrument and Articles of Government, updated as at 1 January 2008, set down the powers, membership, role and responsibilities of FE Corporations. Most of a college’s further education provision is funded by the Skills Funding Agency (SFA), and the Instrument and Articles are supplemented by the SFA’s Financial Memorandum and Audit Code of Practice, as well as general law relating to employment, equality and diversity, and health and safety.

*The following documents can be accessed via the links below:*

[The Instrument and Articles of Government](#)

[The Instrument and Articles of Government Modification](#)

[The Financial Memorandum](#)

[The Audit Code of Practice](#)

[The Audit Code of Practice Supplement A](#)

[The Audit Code of Practice Supplement B](#)

The governors of a publicly-funded FE college should be aware of the education policy of the Government of the day and its intended outcomes. Some would argue that the Government, acting through the Skills Funding Agency, is the college’s major stakeholder and, just as Boards act on behalf of the owners in the private sector, Governing Bodies should act on behalf of the Government in the public sector. However, there is some scope for debate on this point! Governing Bodies should certainly identify and act in the best interests of their local stakeholders and be very responsive to the needs of the local community.

Some of the recent key policy pronouncements and plans for further and higher education can be accessed here:

**'Realising the Potential'** was the title of a major review of further education undertaken for the government by Sir Andrew Foster in 2005; it examined the challenges and opportunities facing the sector and made a number of influential recommendations.

A White Paper on the future of higher education entitled **'Students at the Heart of the System'** was issued in 2011 by the Department for Business, Innovation and Skills which 'sets out the Government's proposals for a higher education sector which is funded sustainably, delivering a better student experience and contributes fully to the effort to increase social mobility'.

**'Investing in Skills for Sustainable Growth'** sets out the Government's investment strategy for the further education system that 'will deliver a truly lifelong approach to learning, nurturing sustainable economic growth and social renewal.....to secure a genuine transfer of power from the Government to individuals, employers and training providers'.

**'Reforming the Skills System'** is an Institute of Directors' publication 'the prime purpose of the paper is to challenge existing thinking about skills policy and to set out a positive prospectus for reforming the skills system'.

**A Review of Vocational Education** 'considers how vocational education for 14-19yr olds can be improved in order to promote successful progression to the labour market and into higher education and training routes, and provides practical recommendations to help inform future policy direction, taking into account current financial constraints'.

**The Importance of Teaching** 'outlines the steps necessary to enact whole-system reform so that education in England can be transformed to make the nation one of the world's top performers'.

For further information on FE College Governance, please click on the following links:

<http://www.excellencegateway.org.uk/287816>

<http://www.excellencegateway.org.uk/299832>

## **COLLEGE CODE OF GOVERNANCE**

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At its meeting of 12 July 2011, the Swindon College Governing Body approved a 'Foundation Code of Governance for English FE Colleges'. The development of this Code was led by the Association of College's Governors' Council and it reflects the express intention of government to reduce centralised control of the FE sector and 'give back' autonomy to colleges but on the understanding that colleges will apply effective self-regulation. This should mean that Boards are more in control of their own destinies, being much more responsible for strategic direction and initiatives; one clear reflection of the colleges' desire to exercise greater self-regulation was the production of this College Code of Governance, which is set out in full below.

### **A. INTRODUCTION**

- 1. The College Foundation Code of Governance ("the Code") establishes a common set of recommended threshold standards of good governance practice expected of all Governing Bodies of colleges in the English FE college sector.*
- 2. The Foundation Code has been developed, and is owned by the English FE college sector, which provides a rich mix of academic and vocational education. As autonomous institutions incorporated by the Further and Higher Education Act 1992, colleges have the freedom to innovate and respond flexibly to the requirements of individuals, businesses and communities.*
- 3. The Foundation Code is intended to establish a basis for a flexible governance framework that allows individual governing bodies scope, within the limits set by their Instrument and Articles of Government, to decide for themselves how best to discharge their duties in the interests of their colleges, and respond to the needs of their learners, the communities they serve and other stakeholders.*
- 4. The Foundation Code should promote the development of effective governance where leadership of the Governing Body is given by the Chair, supported by the Principal and by the Clerk. All governors should engage in rigorous discussion and constructive challenge on a consistent basis, and adopt an open and frank approach to all aspects of the Governing Body's business.*
- 5. It is recommended that each college should report that it has adopted the Code in the corporate governance statement contained in its annual, audited financial statements. Where the college's practices are not consistent with any particular provision of the Code, it should publish in its corporate governance statement an explanation for that inconsistency.*

6. *The Foundation Code will in due course be supported by separate information, guidance, and general principles to promote the development of effective governance across the college sector.*

## **B. THE ENGLISH COLLEGES' FOUNDATION CODE OF GOVERNANCE**

### **1. THE ROLE OF THE GOVERNING BODY**

- 1.1 *Every college should be headed by an effective Governing Body, led by an elected Chair, the members of which (the 'governors') are collectively responsible for formulating strategy by identifying strategic priorities and providing direction within a structured planning framework. The Governing Body provides overall strategic leadership and takes all final decisions on strategic matters affecting the college.*
- 1.2 *The Governing Body is responsible for determining the college's mission, educational character, values and ethos. Governors have a collective and unambiguous leadership role in fostering an environment that enables the college to fulfil its mission, for the benefit of learners and the community it serves.*
- 1.3 *The Governing Body ensures compliance with the statutes, ordinances and provisions that form the college's governance, regulatory and accountability framework and must comply with the requirements of the college's Instrument and Articles of Government.*
- 1.4 *The Governing Body should ensure that the respective functions of governance and management and the roles and responsibilities of the Chair, the Principal, the Clerk and individual governors are clearly defined. Role descriptions should be made available and kept up to date. These should include an assessment of the time commitment required to undertake the role, both for governors generally and for the governance structure.*
- 1.5 *The Governing Body should establish and require governors to follow a Code of Conduct, which has regard to the seven Nolan principles of leadership, selflessness, objectivity, openness, integrity, honesty and accountability.*
- 1.6 *Governors should exercise their responsibilities in the best interests of the college, rather than selectively or in the interests of a particular constituency, setting an example to their colleagues and stakeholders*
- 1.7 *The Governing Body should ensure that its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, and risk assessment and*

management are established and monitored. The Chair should ensure that the Governing Body receives appropriate, timely and high quality information in a form that allows it to monitor and scrutinise the college's activities effectively and to challenge performance where required.

- 1.8 The Governing Body is accountable to its learners, to the wider community it serves and to other stakeholders. It should have close regard to the voice of its learners. It should agree and maintain a public value statement that describes how the college seeks to add value to the social, economic and physical well-being of the community it serves. It should take steps to ensure that information on the activities of the college is made widely available and to forge effective relationships with stakeholders.

## **2. STRUCTURE AND PROCESSES**

- 2.1 The Governing Body should determine the size and composition of its membership in accordance with its college's Instrument and Articles of Government. It should aim to:
- 2.1.1 Achieve an appropriate balance of skills, experience and knowledge
  - 2.1.2 Acknowledge the value of refreshing its membership
  - 2.1.3 Have due regard for the benefits of diversity
  - 2.1.4 Establish its own clear rules for the appointment and re-appointment of governors. These rules should be publicly available
- 2.2 The Governing Body should ensure that governors have between them the necessary skills and experience to enable the Governing Body to undertake its role effectively on a sustainable basis. It should undertake a regular skills analysis as needed to identify areas of expertise in which it may be deficient and develop strategies to make good any deficiency. It should plan for succession for the office of Chair, and other offices held by governors.
- 2.3 The Governing Body should require that an induction programme is in place, which ensures that all new governors receive full induction to their roles and responsibilities. All governors should be expected to undertake further training and development and opportunities for this should be provided regularly on an individual and collective basis.
- 2.4 The Governing Body's business should be conducted to allow open discussions and debate. Information and papers should only be restricted when this is considered necessary to protect the interests of the college or the wider public interest, including the observance of contractual obligations, or disclosing an individual's personal details.

2.5 *The Governing Body's business should be conducted in accordance with agreed rules and procedures (often described as standing orders), which it should review and update on at least a biennial basis, and which should be publicly available.*

### **3. REVIEWING AND REPORTING PERFORMANCE**

3.1 *A regular effectiveness assessment by a Governing Body should include consideration of:*

3.1.1 *The performance of the college as a whole in meeting its strategic objectives. Appropriate key performance indicators should be used to benchmark the college's performance against comparable colleges, wherever possible. The Governing Body should publish its overall assessment of performance annually*

3.1.2 *The reputation of the college and the views of stakeholders*

3.1.3 *The performance of the Chair and of other governors holding offices or undertaking defined roles within the governance structure*

3.2 *The Governing Body should undertake a formal self-evaluation of its effectiveness as frequently as it determines is appropriate, but at least every three years.*

3.3 *The Chair should ensure that the performance and effectiveness of all governors is assessed on an on-going basis.*

For governors' information, two other important Codes or Standards are:

- ❖ [The UK Corporate Governance Code](#) (formerly the Combined Code on Corporate Governance) published by the Financial Reporting Council
- ❖ [The Good Governance Standard for Public Services](#) published by the Independent Commission on Good Governance in Public Services (Good Governance Standard).

## **ABOUT SWINDON COLLEGE**

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Swindon College is a general further education college operating mainly from one site near the town centre. With a turnover of around £21 million, it offers courses primarily in work related areas and has industry-standard facilities in a number of these including Construction, Hair and Beauty, Engineering and Catering. The college has approximately 6500 further education students (comprising 2000 16-18yr olds on full-time programmes, 500 apprentices and around 4000 adults studying for qualifications on a part-time basis) and 500 higher education students. Its main higher education partners are the University of Bath and Oxford Brookes University. The focus on provision is vocational education and training, taking into account local skills needs, progression to higher education, further education training opportunities and the 14-19 strategy for Swindon.

The majority of the college's full-time students are on courses at Level 2 or below but progression is encouraged and, every year, around 350 Level 3 students go to study at higher education level – both at Swindon College itself and at universities.

Last year, a further 3000 students achieved qualifications in the workplace through the college's successful employer engagement division, 'Business First'.

The college's success rates have risen over the last three years and it is now the \*top performing college in Wiltshire for further education long and short courses, apprenticeships and advanced apprenticeships and Train to Gain

The economic downturn continues to have a significant effect on Swindon with major employers reducing staff numbers. The college has responded well to this and has run a number of courses aimed at the unemployed in addition to working proactively with employers. The college continues to grow its lower level provision to address the growing number of young people not in education, employment or training ('NEETs') and runs a number of innovative projects in the community in order to meet the needs of this market.

The college was rated as 'satisfactory' by Ofsted in its inspection of March 2009 and the last Ofsted monitoring visit in 2010 noted that the college had made 'significant progress' in a number of areas including the success rates of 16-18yr old students. Our latest inspection reports are available via the following links:

[Swindon College Ofsted Report – Partial Reinspection June 2010](#)

[Swindon College Ofsted Report – Inspection May 2009](#)

The college was awarded the Matrix Standard in 2010 and the Training Quality Standard in 2011, respectively recognising the quality of its advice and guidance and its high standards of business training and work with employers.

*For the College Management Structure please use the following link:*

[College Management Structure Chart](#)

*\*Framework for Excellence December 2010*

## **KEY CONTACTS**

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### **Principal and Chief Executive**

Andrew Miller  
Swindon College  
North Star Avenue  
Swindon  
SN2 1DY

Telephone: 01793 498331

Email: [andrewmiller@swindon-college.ac.uk](mailto:andrewmiller@swindon-college.ac.uk)

### **Chair of the Governing Body**

Rob Beale  
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North Star Avenue  
Swindon  
SN2 1DY

Email: [rob.beale@morris-owen.co.uk](mailto:rob.beale@morris-owen.co.uk)

### **Clerk to the Governing Body**

Alasdair MacDonald  
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Telephone: 01793 498203

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### **Executive Assistant to the Principal and the Clerk**

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## **COLLEGE MISSION AND VALUES**

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### **COLLEGE MISSION**

To deliver high quality vocational teaching and learning that meets the needs of the local community and inspires success.

### **VALUES**

- ❖ Creating a learner centred environment
- ❖ Exceeding expectations
- ❖ Value and respect for all
- ❖ Collaboration with our local community and businesses
- ❖ Being flexible, innovative and forward thinking

### **COLLEGE STRATEGIC AIMS AND OBJECTIVES**

The college's six Strategic Aims are high-level outcomes that the college will work towards during the period of its Strategic Plan 2011-14.

- ❖ To be recognised as an outstanding college, providing a wide range of vocational opportunities for young people, adults and employers
- ❖ To inspire and support all our learners to achieve their best and to raise their aspirations
- ❖ To achieve financial viability and manage the college effectively and efficiently
- ❖ To provide good resources for Learning
- ❖ To further develop partnerships that improve college services to our learners, the local community and employers
- ❖ To attract and retain high calibre staff to provide the best quality service to our learners and customers

Each Strategic Aim will be met by the achievement of some very specific Strategic Objectives. These are not included here but new governors are provided with the college's latest [Strategic Plan](#) where they are set out in full.

## **THE SCHEME OF DELEGATION**

The purpose of the [Scheme of Delegation](#) is to clarify the exercise of authority by the Governing Body and its Committees, the Chair of Governors, the Principal and the Clerk. Contained within it is guidance on governance procedures set down in the Governing Body's **Standing Orders** as well as guidance on governor behaviour which is found within the **Code of Conduct**.

In addition to the requirement for the Governing Body to conduct the college within the Instrument and Articles of Government, it must also adhere to the Skills Funding Agency's **Financial Memorandum** which sets out the financial relationship between the Agency and the college.

Finally, the Governing Body is responsible for ensuring that a robust framework of college policies exists for matters such as Equality and Health and Safety and this is shown also within the Scheme of Delegation. Key extracts from the Scheme are contained within this Handbook, below.

### **THE ROLE OF THE BOARD**

The main business of the Governing Body is to determine the mission and educational character of the college and to ensure its overall well-being and financial solvency through effective oversight and monitoring of performance.

Determination of mission is usually interpreted to mean setting the broad purpose and strategic direction of the college. Determining educational character includes the nature of its educational programmes, pattern of courses and any special characteristics of its range of subjects, its overall ethos, admissions' policy and its relationship to communities.

The role of the Board of Governors and the Principal are quite different:

“Except in the most unusual circumstances, it is not the function of the Governing Body to become involved in detailed scrutiny of the management, administration and teaching programmes of the college. Rather, it will encourage the Principal to get on with the task, but within a clear framework of accountability, including the policies and objectives in the college's Strategic Plan that the Governing Body itself has approved”

*(FEFC 'Guide for Governors')*

It is recognised, therefore, that it is necessary and desirable for a Board of Governors to delegate matters to its own committees and to the Principal (in accordance with the provisions of the Articles of Government).

The nature and extent of delegation will vary for each Board of Governors, influenced by the nature of the college and the experience of its Principal and the Senior Management Team.

The Articles of Government state that the Governing Body shall be responsible specifically for:

- ❖ The determination and period review of the educational character and mission of the institution and for the oversight of activities
- ❖ Approving the quality strategy of the institution
- ❖ The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets
- ❖ Approving annual estimates of income and expenditure
- ❖ The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders and the Clerk including, where the Clerk is, or is to be appointed as a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity as member of staff
- ❖ Setting a framework for the pay and conditions of service of all other staff.

These encapsulate responsibility for the following main decision taking areas:

- ❖ Determining the college's strategy and plan
- ❖ Appointing, appraising and, if necessary, dismissing the Principal; and
- ❖ Monitoring the performance of the Principal in implementing the college's Strategic Plan, and exercising general oversight.

Although the approval of the college's Quality Strategy was not added as a specific responsibility until the 2008 revision of the Instrument and Articles of Government, 'The College Governor' (FEFC, March 2000) set out the Board's responsibility for quality. The Board:

- ❖ Must satisfy itself that sound arrangements are in place to assure the quality and standards of the college's work
- ❖ Should expect to monitor the college's performance and ensure that any changes necessary to bring about improvements are implemented
- ❖ Would approve a college policy for quality assurance
- ❖ Should expect to take part in annual self-assessment and, where appropriate, any arrangements for inspection
- ❖ Might wish to receive regular reports on the outcomes of the quality assurance process

- ❖ Will be expected to consider and formally approve annual targets for student retention and achievement and monitor the college's progress towards achieving them.

But the Articles of Government state that the Governing Body shall not delegate:

- ❖ The determination of the educational character and mission of the institution;
- ❖ The approval of the annual estimates of income and expenditure;
- ❖ The responsibility for ensuring the solvency of the institution and the Governing Body and for safeguarding their assets;
- ❖ The appointment of the Principal or holder of a senior post;
- ❖ The appointment of the Clerk (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity as a member of staff); and
- ❖ The modification or revocation of the Articles of Government

In addition, the Board may not delegate

- ❖ The consideration of the case for dismissal, and
- ❖ The power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation

Further, under the provisions of the Financial Memorandum between the Corporation and the Learning and Skills Council (August 2006) (inherited by the Skills Funding Agency), the Board is responsible for:

'ensuring that funds from the Council are used only in accordance with the Governing Body's powers under the Further and Higher Education Act 1992, as amended by the Learning and Skills Act 2000, the Memorandum and any other conditions which the Council may from time to time impose'

*(from paragraph 11, LSC Financial Memorandum)*

### **THE ROLE OF THE GOVERNOR**

As a member of the Governing Body, individual governors must work effectively within the framework of responsibilities set out above. Governors are required to:

- ❖ Act in the best interests of the Governing Body
- ❖ Support decisions of the Governing Body and its committees once they have been reached on the basis of collective responsibilities even though you may have spoken against a proposal during the debate at the meeting

- ❖ Give due priority to attending meetings of the Governing Body and the appropriate committees of the Governing Body. Each Governor is usually a member of one committee in addition to the main board.
- ❖ Attend college events (such as Student Award Ceremonies) so as to gain an understanding and appreciation of the work of the college, and to meet students and staff.
- ❖ Enable effective oversight of college affairs to be carried out and to assist with this task, to participate in 'link' arrangements with curriculum areas. In particular governors are expected to familiarise themselves with the college's curriculum and quality assurance systems.
- ❖ Participate in training which enhances your contribution to the Governing Body.
- ❖ Understand that individual members of the Board have no specific powers. This means, for example, that statements may only be made on behalf of the Governing Body by those authorised to do so.

### THE ROLE OF THE PRINCIPAL

The statutory powers and duties of the Principal are set out in Article 3(2). S/he is responsible for:

- ❖ Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- ❖ The determination of the institution's academic and other activities;
- ❖ Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- ❖ The organisation, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk;
- ❖ Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

Further, under the Financial Memorandum, the Principal is identified as the Accounting Officer and has, within the framework of the Articles of Government, personal responsibility, which shall not be delegated, to assure the Governing Body that there is compliance with the Financial Memorandum and all relevant terms and conditions within it.

The Principal shall be responsible for advising the Governing Body in writing if, at any time, in his or her opinion, any action or policy under consideration by it is incompatible with the terms of the Financial Memorandum. The Principal shall be similarly responsible for advising the Board in writing if the Board appears to be failing to act where required to do so by the terms and conditions of the Financial

Memorandum. Where the Governing Body determines to proceed despite the advice of the Principal, the Principal should consider the reasons given for its decision. If the Principal considers the Board is in breach of the Financial Memorandum, s/he shall advise in writing the Skills Funding Agency's accounting officer of the position.

The Principal operates within the limits of authority as agreed through the college's Bank Mandate, the authorised limited of capital expenditure and in accordance with the college's Financial Policies and Procedures.

The Principal may be required to appear before the Parliamentary Committee of Public Accounts alongside the accounting officers of the Skills Funding Agency and DoE/DBIS on matters relating to the college's use of public funds and college funds.

Article of Government 4 explicitly allows for the delegation of Governing Body powers to its committees and the Principal, subject to the following provisions of the article:

'the Corporation may establish committees for any purpose or function other than those assigned in these Articles to the Principal or Clerk and may delegate powers to such committees; the Chair or, in the Chair's absence, the Vice Chair; or the Principal'

Further, under Article 11, the Principal may delegate functions to the holder of any other senior post, other than;

- ❖ The management of budget and resources; and
- ❖ Any functions that have been delegated to the Principal by the Corporation

The scheme of delegated authority for the dismissal of staff (other than SPHs) is as follows:

Reason	Authority to Dismiss	Responsibility for Appeal
Disciplinary – Summary Dismissal	Deputy Principal	Principal
Disciplinary – Dismissal with notice	Deputy Principal	Principal
Redundancy	Deputy Principal	Principal
Termination of <b>probationary</b> , temporary or fixed term contract	Deputy Principal	Principal
Reasons of ill-health	Deputy Principal	Principal
Unacceptable levels of attendance	Deputy Principal	Principal

The scheme of delegated authority relating to the suspension of staff (other than SPHs) is that the authority to suspend is taken either by the Principal or delegated to the Deputy Principal. Appeals against suspension are heard by the Corporation.

### THE ROLE OF THE CLERK OF THE GOVERNORS

The Clerk shall be responsible for the following functions:

- 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.

The remaining five core responsibilities of the Clerk are also laid out in the Instrument of Government, as follows:

- ❖ Receiving written notice of the Chair/Deputy Chair's resignation (Instrument 6)
- ❖ Receiving notice of Member disqualification from office (Instrument 8)
- ❖ Receiving written notice of a Member's resignation (Instrument 10)
- ❖ The maintenance of a Register of Members' Interests (Instrument 11)
- ❖ Calling meetings and send out agendas (Instrument 12)

These responsibilities are supplemented by reference within the Skills Funding Agency's Financial Memorandum as follows:

- ❖ The Clerk is responsible for the administrative support for the Governing Body's work, or advising on proper procedure, and for intervening when the Clerk considers that the Governing Body is acting inappropriately or beyond its powers, in which case the Clerk may need to seek external advice. College Governing Bodies are advised to agree procedures they would expect the Clerk and the Governing Body to follow if there were difficulties in this area. The Agency would not consider that action within such procedures should provide grounds for disciplinary action or the suspension of the Clerk.

The Clerking arrangements, including the Clerk's independence, are reviewed annual by the Corporation, with the Clerk's job description reviewed every 2 years.

### THE GOVERNING BODY'S COMMITTEES

Under Article 4, the Corporation may establish committees for any purpose or function other than those assigned elsewhere in the Articles to the Principal and may delegate powers to such committees, the Chair (or in the Chair's absence, the Deputy Chair) or the Principal. The number of Members of a committee and the

terms on which they are to hold and to vacate office, shall be decided by the Corporation.

The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(4) governing such arrangements.

The Corporation may not delegate to committees any matters listed in Article 9 (see para12 above). The Search Committee is a mandatory requirement (Article 5) and is to advise on the appointment of Members (other than as a parent, staff or student member) and on such other matters relating to the membership and appointments as the Corporation may remit to it.

The Audit Committee is a mandatory requirement and is to advise on matters relating to the Corporation's audit arrangements and systems of internal control (Article 6). The Agency's Audit Code of Practice also sets minimum standards relating to the Audit Committee's Terms of Reference.

The Board of Governors has established three other committees:

Quality and Standards

Resources, and

Remuneration

***The Terms of Reference*** for each committee are set out in the full Scheme of Delegation.

### **STANDING ORDERS**

The purpose of the [Standing Orders](#) is to provide clear guidance to governors on the rules of procedure for the conduct of business at meetings of the Governing Body and its committees. The broad principles applying to the conduct of meetings of the Governing Body will be the same as those applying to a well-conducted meeting of any Committee, Board of Directors or other similar Board.

The Standing Orders supplement the provisions of the Further and Higher Education Act 1992 ("the Act"), as subsequently amended, and the Instrument and Articles of Government of the college ("the Instrument and Articles"), in force from 1 January 2008, and most recently in the Modification Order of the Instrument and Articles of Government/Amendment to Regulations of March 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.

## CODE OF CONDUCT

The [Code of Conduct](#) is intended as a guide, to indicate the standards of conduct and accountability which are expected of governors, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Governing Body and Principal as the Chief Executive. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

In addition to this Code, governors are recommended to familiarise themselves with the source documents listed in the Schedule.

If a governor is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governor of the college and for any act or omission in that capacity rests with the individual Member.

This Code applies to every committee or working party of the Governing Body and to every subsidiary company or joint venture of the college to which Members may be appointed.

By accepting appointment to the Governing Body, each Governor agrees to accept the provisions of this Code.

The Board operates an active Register of Interests (RoI) which all members are required to complete upon joining the Board. Members are invited to register all business interests, financial or otherwise. The Register is open to public inspection and it is updated annually. To complete a RoI, please click the link below:

[Register of Interests form](#)

## **GOVERNOR INDUCTION AND TRAINING**

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Newly appointed Board members are invited to undergo a structured induction programme upon appointment. The aim of this is to help new members understand their duties, obtain sufficient knowledge about the college, and acquire a working knowledge of the policies and procedures employed by the Board. The Board also offers a mentoring service for any new member, providing a link with a more experienced member if required.

Regular training sessions are held for all governors on matters of college policy or practice or on Government policy for further education. Short sessions are often held before the start of Board meetings. An on-going individualised development programme is in place for all members, which is reviewed on an annual basis. This is based on an assessment of individual training needs. Governors are provided with the opportunity to attend external development events as appropriate, including an annual national Governance Conference.

The full procedure for governor induction and training can be accessed from the link below:

[Governor Induction and Training](#)

## **COLLEGE INSPECTION**

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Further Education colleges are inspected by the Office for Standards in Education (Ofsted). Governors will take a keen interest in the outcome of such inspections for obvious reasons: they will wish to be associated with a successful college and, as Ofsted reports are published, they will help to inform the future choices of parents and students. The contribution that the Governing Body makes to a successful college is often highlighted by Ofsted and, of course, when a college is judged as less than 'Good' by Ofsted there will be some identifiable weaknesses in leadership and management.

The Governing Body will be told when an inspection is announced and what type of inspection it is. Governors should seek information on how the college will be judged and they should seek assurance well in advance of an inspection that the required standards are being met or exceeded. As a publicly funded body, the college is required to conduct a rigorous annual self-assessment of its performance, from which an annual improvement plan results. The Governing Body is expected to oversee this process ensuring that it is robust, with definite outcomes, which the Board then scrutinises to ensure that action plans are implemented.

The Governing Body is also expected to demonstrate a real concern for its own performance, with annually agreed key performance indicators, and assessment of performance – of the Chair of Governors, of individual members, of committees and of the Board itself.

A full performance management procedure for the Governing Body can be accessed via the link below, along with the key performance indicators agreed by the Board:

[Governing Body Self-Assessment and Quality Improvement Planning](#)

[Governing Body Key Performance Indicators](#)

## **COLLEGE STUDENTS**

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The 'learner voice' is very important to the Governing Body and the elected Chair of the Student Council and one other elected college student are appointed as members of the Governing Body. Governors should attend some student events e.g. presentation events, annual awards ceremonies, meetings of student representatives, and their involvement in such activities is much appreciated by the college's Senior Management Team and staff of the college.

The College's [Learner Involvement Strategy](#) includes a raft of policies to ensure that the learner voice is audible and is listened to and governors play an active part in monitoring their impact.

## **COLLEGE STAFF**

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A most sensitive part of the work of a Governor is achieving the right balance in communications with staff and with managers in the college. Swindon College Corporation is the employer of all staff in the college, but does not direct the work of staff, other than designated 'Senior Post Holders' of which there are currently four, namely the Principal, the Deputy Principal, the Vice Principal and the Clerk. The management of all other staff in the college is the responsibility of the Principal and the senior management team.

The function of the Board is to provide overall strategic direction, involving strategic planning, objective setting and appropriate delegation. The Principal and the senior management team are responsible for achieving the objectives, targets and strategies by the day-to-day management of the staff in the college.

Governors should strive to establish a constructive working relationship with the Principal and senior managers and all concerned should aspire to be mutually supportive, while maintaining a professional relationship at all times. These relationships should develop via interaction at Board and Committee meetings where senior managers will often be in attendance. The staff voice is very important to the Governing Body and there are two elected Staff Governors who serve as members of the Board.

The Governing Body at Swindon College operates a 'Links' programme, whereby each Governor is linked with a senior manager who facilitates visits to a chosen curriculum area, enabling both staff and students to have a direct link to the Board via their link Governor. The procedure can be accessed via the link below:

[Governors College Link Programme](#)

## **MISCELLANEOUS**

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### **EXPENSES AND ALLOWANCES**

Board members are not remunerated for carrying out their duties. However, members may claim expenses for travelling and subsistence, associated with attending meetings, development events and conferences.

Details of the college's Financial Regulations and the Financial Procedures can be found on the college's intranet, or they can be obtained from the Clerk to the Governing Body.

### **PERSONAL LIABILITY OF BOARD MEMBERS**

In principle, Board members are not liable for the debts of the college. It is generally the case that provided Board members act in good faith, and understand fully their duties and responsibilities, the risk of personal liability arising will be very small indeed. The college currently has Governors' Indemnity cover included within the college's insurance provision.

### **CRIMINAL RECORDS BUREAU CHECKS**

Each new Governor is required to undertake a Criminal Records Bureau (CRB) check, which is administered by the college's Human Resources Department. (This requirement may change following the Government's intended review of guidelines in this area.)

### **GOVERNOR WEBSITE**

The [Governance section](#) of the Swindon College web site is intended to support members of the Governing Body, as well as to comply with the Instrument of Government in ensuring public access to the minutes of the Governing Body's meetings, and an openness in the provision of information generally. The site contains information and guidance on governance processes.

### **LIST OF ACRONYMS**

AAV	Annual Assessment Visit
AoC	Association of Colleges
CAM	Curriculum Area Manager
CIG	Common Interest Group
CMT	Curriculum Management Team
CSR	Comprehensive Spending Review

DoL	Director of Learning
FE	Further Education
HE	Higher Education
HEFCE	Higher Education Funding Council
KIS	Knowledge Intensive Sector
KPI	Key Performance Indicator
Ofsted	Office for Standards in Education
SBC	Swindon Borough Council
SFA	Skills Funding Agency
SMT	Senior Management Team
UCU	Teaching Union
Unison	Business Support Union
UTC	University Technical College
YPLA	Young Peoples' Learning Agency

## APPENDIX 1 – MEMBERS OF THE GOVERNING BODY AND ITS COMMITTEES

### GOVERNING BODY

	GOVERNOR
CHAIR	ROB BEALE
VICE CHAIR	ADRIAN MOORE
STAFF GOVERNOR	JAMES CHERITON
	ANTHONY COHEN
	NICK KING
	LOUISE HILL
PRINCIPAL	ANDREW MILLER
	PHILIP RICHMOND
	CAROL STONE
	DAVID SWANN
STAFF GOVERNOR	RAM THIAGARAJAH
	MIKE WADLEY
	PETER WELLS
STUDENT GOVERNOR	NIGEL WICHALL
	VACANCY
	KERRY-LYN RUSHTON

### AUDIT COMMITTEE

	GOVERNOR
CHAIR	ANTHONY COHEN
	LOUISE HILL
	PHILIP RICHMOND
	RAM THIAGARAJAH
	DAVID SWANN

### REMUNERATION COMMITTEE

	GOVERNOR
CHAIR	ADRIAN MOORE
	ROB BEALE
	NICK KING
	<b>CAROL STONE</b>

### QUALITY AND STANDARDS COMMITTEE

	GOVERNOR
CHAIR	ROB BEALE
PRINCIPAL	ANDREW MILLER
	ADRIAN MOORE
	JENNY NEWLYN
	CLAIRE PURNELL
STAFF GOVERNOR	MIKE WADLEY
	PETER WELLS
STAFF GOVERNOR	<b>JAMES CHERITON</b>

### RESOURCES COMMITTEE

	GOVERNOR
CHAIR	NICK KING
	ROB BEALE
	NIGEL WICHALL

### SEARCH COMMITTEE

	GOVERNOR
CHAIR	CAROL STONE
	ROB HARMAN
	ADRIAN MOORE
	PHILIP RICHMOND

