

The Corporation of New College Durham

**Code of Conduct
for Governing Body Members**

Approved by Corporation on 4 July 2024

The Corporation of New College Durham

Code of Conduct for Governing Body Members

1. Introduction

- 1.1 This Code 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.
- 1.2 In addition to this Code, Governors are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 This Code should not be read as an exhaustive statement of duties, powers or provisions and Governors should refer to 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 Corporation Secretary 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 Governor.
- 1.4 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 Governors may be appointed.
- 1.5 By accepting appointment to the Governing Body (the Corporation), each Governor agrees to accept the provisions of this Code.
- 1.6 Each Governor by accepting the provisions of this Code agrees that any breach of the Code by them may lead to the termination of their appointment as a Member in accordance with clause 10 of the Corporation's Instrument and Articles of Government.

2. Interpretation

- 2.1 This document applies to and refers to the Corporation of New College Durham and its members. The terms Governor and Governing Body are used interchangeably with the words Member and Corporation.

- 2.2 For purposes of this Code words importing gender import any gender and all other definitions have the same meaning as given in the College's Instrument and Articles of Government. In this code:

'Accountability Agreement' means the accountability framework document used by the DfE to set out National skills priorities as well as the essential terms and conditions that providers are required to meet in return for funds;

'Accountability Statement' means the annual statement of curriculum target areas required to be signed off by the Corporation as a condition of receiving funding;

'Code of Good Governance' means the English Colleges' Code of Good Governance issued by the Association of Colleges and revised from time to time;

'DfE' means the Department for Education; and

'ESFA' means the Education and Skills Funding Agency or any successor body.

3. Aims and Values

- 3.1 Governors are expected to promote the core purposes and aims of the College as set out in the Statement of Purpose set out below.

Our Vision

New College Durham will be recognised as a leading provider of Further and Higher Education in the North East region, nationally and internationally.

Our Contribution

New College Durham will contribute to social, economic and environmental well-being, changing lives for the better by enabling people of all abilities to fulfil their potential in work and in the community through high quality professional, technical and general education.

Our Values

As an employer and learning organisation, we will conduct our business by following the values of 'ASPIRE':

A Accountability

We accept responsibility for our actions, decisions and policies and their impact on staff, stakeholders and the environment.

S Safeguarding

We maintain a safe and inclusive environment in which students can learn, achieve and progress.

P Partnerships

We work in partnership with those who share our vision and values.

I Inclusion

We foster an environment that ensures equality of opportunity enabling all to reach their full potential.

R Respect

We treat everyone with respect, fostering trust, openness and honesty.

E Excellence

We achieve and maintain high standards in everything that we do.

3.2 The Governing Body recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, agents, other educational institutions and the wider community. In particular, the Governing Body is committed to:

- having close regard to the voice of the learner;
- combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010 (“the 2010 Act”) and promoting equality in accordance with its duty under the 2010 Act;
- engaging with the community which the College serves in order to understand and meet its needs; and

observing its duty to take reasonable steps to ensure freedom of speech for members of the College community and visiting speakers and its duty under the Counter Terrorism and Security Act 2015 to have regard to the need, when exercising its functions, to prevent people from being drawn into terrorism.

- 3.3 The Governing Body is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.
- 3.4 Public service values are at the heart of the further education service. High standards of personal and corporate conduct based on the principles set out in Appendices 1 and 2 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Governor, and should underpin all decisions taken by the Governing Body.

4. Duties

- 4.1 Governors are in the position of charity trustees and as such owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Governor should act honestly, diligently and (subject to the provisions appearing in paragraph 9 of this Code relating to collective responsibility) independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by Governors at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons (including the bodies that elected them).
- 4.3 Governors must observe the provisions of the College's Instrument and Articles of Government and in particular the duty to give immediate notice to the Corporation Secretary should they become disqualified from continuing to hold office and also the responsibilities given to the Governing Body by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated, are set out in Appendix 3.
- 4.4 Governors should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Governors must keep those Standing Orders and terms of reference under periodic review.

- 4.5 Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. The responsibilities given to the Principal by the College's Instrument and Articles of Government are set out at Appendix 4. Whereas it is the Governing Body's function to decide strategic policy and overall direction and to monitor the performance of the Principal and any other senior postholders, it is the Principal's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Governors should work together so that the Corporation and the Principal as Chief Executive perform their respective roles effectively.
- 4.6 Governors should refer to the Corporation Secretary for advice relating to governance functions which are set out in Appendix 4 and have regards to the Corporation Secretary's independent advisory role.

5. Statutory Accountability

- 5.1 Governors are collectively responsible for observing the duties set out in the Accountability Agreement which the College has entered into with the ESFA as a condition of receiving public funds. A brief summary of the ESFA's funding framework is set out in Appendix 5.
- 5.2 From November 2022 colleges were reclassified into the central government sector. This decision had immediate effect. Following the reclassification, colleges (and their subsidiaries) are now part of central government. They continue to be self-governing charities regulated by the Secretary of State but are now subject to the framework for financial management set out in Managing Public Money (MPM). MPM and its associated guidance sets out requirements for everyone working in central government to manage and deploy public resources responsibly in the public interest.
- 5.3 Although the ESFA is one of the main providers of funds to the College, Governors should note that they are also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit. Where funding is received directly from OfS the College will have a funding agreement with OfS which sets out the basis on which such funding is provided. Where OfS funding is received indirectly via a collaboration with an OfS funded institution such funding will be subject to obligations contained in the memorandum of co-operation between the College and that institution.

5.4 As accounting officer for the ESFA, its Chief Executive is directly responsible and accountable to Parliament for ensuring that the uses to which the ESFA puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The Principal, as accounting officer for the College, is also directly responsible and accountable to Parliament, through the Public Accounts Committee, for the effective stewardship by the College of public funds. The Principal may be required to appear before the Public Accounts Committee, alongside the ESFA's Chief Executive, to give an account of the use made by the College of such funds. The Governing Body is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

6. Skill, Care and Diligence

A Governor should in all their work for the College exercise such skill as they possess and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Corporation Members act as agents of the College, for example, when functions are delegated to a committee of the Governing Body or to the Chair. Corporation Members should be careful to act within the terms of reference of any committees on which they serve.

7. Powers

Governors are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992, as amended. A summary of those powers is set out in Appendix 6. If a Governor thinks that the Corporation is likely to exceed its powers by taking a particular decision, they should immediately refer the matter to the Corporation Secretary for advice.

8. Conflicts of Interest

8.1 Like other persons who owe a fiduciary duty, Corporation Members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Governing Body. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

8.2 Governors are reminded that under the College's Instrument of Government and its policy on Conflicts of Interest and the general law

they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Governing Body.

8.3 If an interest of any kind (including an interest of a spouse / partner / business associate / close relative of the governor or their spouse / partner or business associate) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Governor's independent judgement, then:

8.3.1 the interest, financial or otherwise, should be reported to the Corporation Secretary;

8.3.2 the nature and extent of the interest should be fully disclosed to the Governing Body before the matter giving rise to the interest is considered;

8.3.3 if the Governor concerned is present at a meeting of the Corporation, or any of its committees, at which the supply, contract or other matter constituting the interest is to be considered, the Governor should:

- not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that agenda item; and
- withdraw from that Corporation or committee meeting where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- If, as a consequence of this provision, the meeting becomes inquorate, no decisions can be taken and the meeting can be advisory only.

8.4 For the purposes of clause 8.3 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father / mother / brother / sister / child.

8.5 Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011.

The Corporation may wish to take legal advice before granting such an interest to a member.

- 8.6 Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's Anti-Bribery Policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to, and recorded by, the Corporation Secretary.
- 8.7 The Corporation Secretary will maintain a Register of Governors' Interests which will be open for public inspection. Governors must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Corporation Secretary will enter such interests on the Register. Governors must give sufficient details to allow the nature of the interests to be understood by enquirers. Governors should inform the Corporation Secretary whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Governors should have regard to the meaning given to "interest" in paragraphs 8.3 and 8.5 of this Code.
- 8.8 If a Governor is in any doubt about whether an interest should be disclosed, they should seek advice from the Corporation Secretary.

9. Collective Responsibility

- 9.1 The Governing Body operates by Governors taking majority decisions in a corporate manner at quorate meetings, including meetings held by telephone or video conferencing or by alternative means such as written resolutions as provided for in the Instrument and Articles. Therefore, a decision of the Governing Body, even when it is not unanimous, is a decision taken by the Corporation members collectively and each individual Governor has a duty to stand by it, whether or not they were present at the meeting of the Governing Body when the decision was taken.
- 9.2 If a Governor disagrees with a decision taken by the Governing Body, their first duty is to have any disagreement discussed and minuted. If the Governor strongly disagrees, they should consult the Chair and, if necessary, then raise the matter with the Governing Body when it next meets. If no meeting is scheduled, the Governor should refer to the power of the Chair or any five Governors under the College's Instrument of Government to call a special meeting. If appropriate, this power should be exercised, requesting the Corporation Secretary to circulate

the Governor's views in advance to the other Corporation Members. Alternatively, as a final resort, the Governor may decide, after consulting the Chair, to offer their resignation from office.

10. Openness and Confidentiality

- 10.1 Because of the Governing Body's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.
- 10.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in confidential records by the Corporation Secretary, and will be circulated in confidence to Governors, save for those Governors who have a conflicting interest in the particular sensitive matter. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Governing Body should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Governors must also consider the College's obligations under Data Protection laws and the College's publication scheme issued under the Freedom of Information Act 2000. Nothing in this section overrides the College's obligation to disclose in response to a request received under information law (unless an appropriate exemption applies in each case).
- 10.3 However, staff and student Governors have no right of access to meeting papers or minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 10.4 It is important that the Governing Body and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Governors with a shared corporate responsibility for decisions. Governors should keep confidential any matter which, by

reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

10.5 Governors should not make statements to the press or media (including social media and networking platforms) or at any public meeting relating to the proceedings of the Governing Body or its committees without first having obtained the approval of the Chair or, in their absence, a Vice Chair. It is unethical for Governors publicly to criticise, canvass or reveal the views of other Governors which have been expressed at meetings of the Governing Body or its committees.

10.6 Governors should ensure the proper handling and security of board papers through their College Office 365 account. It is recommended that any printed papers are passed to the Corporation Secretary for secure shredding when no longer required. Board papers will be stored electronically for Governors to access before and after each meeting.

11. Complaints

11.1 Accountability is at the heart of public service bodies and it is important that the affairs of the College are conducted in an open and transparent manner. Governors should be aware of the College's complaints procedure, including the right of any complainant, who feels that a complaint has not been dealt with appropriately by the College to inform the ESFA. Governors should be aware of the systems in place to deal with employees' grievances and matters relating to their employment. Members' attention is also drawn to the College Public Interest Disclosure Procedure ('Whistleblowing') and the fact that an allegation of inappropriate behaviour by a governor may be dealt with under this procedure.

11.2 Under the ESFA's Accountability Agreement with colleges (Section 3, clause 19.3), students, employers and other third parties have a right to make a complaint to the ESFA in respect of their College or any of its decisions. Governors in particular are reminded that under the ESFA's procedure for dealing with complaints about post 16 education and training provision (November 2018) the ESFA:

- *can* investigate complaints about quality, management or experience of education and training; undue delay or non-compliance with published complaints procedures; poor administration; the quality of assessments; equality and diversity issues (except where there is a more appropriate mechanism for dealing with the matter through the courts or tribunals or other organisations); advanced learner loans;

apprenticeship providers from employers; and from employers, parents or other third parties on behalf of apprentice(s).

- *will not* investigate complaints about issues that are more than 12 months old (except for exceptional cases related to advanced learner loans); examination results, grades, marks, assessment outcomes or curriculum content; individual employment issues; governor or other voluntary employment issues; contractual or commercial disputes or arrangements; disputes between an employer and a provider in relation to the apprenticeship levy; matters which are the subject of legal action or matters that are better investigated by the police; the cancellation or reimbursement of advanced learner loans (which should be referred to the student loan company); claims for compensation, a refund of fees or costs incurred when a learner has to transfer to another provider; issues classified as serial; or allegations of fraud, financial irregularity, whistleblowing and allegations of incentives and inducements (which should be directed to the allegations team); and safeguarding concerns¹.

11.3 Complaints made by learners following HE courses in FE colleges are directed to the Office of the Independent Adjudicator for HE.

12. Attendance at Meetings

A high level of attendance and adequate preparation for meetings of the Governing Body and its Committees is expected so that Governors can perform their functions properly. The Corporation has set a target of 75% attendance at all Corporation and committee meetings in any year.

13. Governance Development

13.1 The Governing Body shall seek to ensure that all Governors are appointed on merit, in accordance with an open selection procedure carried out by the Corporation's Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community. The Corporation should have regard to provisions relating to the membership of the Governing Body in the College's Instrument of Government, the need to combat discrimination

¹ These will be passed onto the appropriate team within ESFA who will contact the college. ESFA may also contact other organisations, e.g. Ofsted and local authorities

and to promote equality, and the need to make available a range of necessary skills and experience to ensure that the Corporation carries out its functions under the College's Articles of Government.

- 13.2 Governors must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, and taking other opportunities to extend their knowledge of the College and the education sector.
- 13.3 In order to promote more effective governance, Governors are required to commission an external review of governance every three years and to carry out an annual review of the performance by the Governing Body of its duties and responsibilities, as part of a continuing and constructively critical process of self-evaluation. Governors are expected to participate in the Governors' annual performance appraisal scheme as agreed by the Board from time to time.

14. Review of Code

This code shall be kept under review by the Corporation Secretary and referred to the governing body for amendment as required.

Schedule to Code of Conduct

List of Source Documents

1. the College's Instrument and Articles of Government;
2. the Standing Orders and Conflicts of Interest Policy;
3. the Committee Terms of Reference;
4. the Accountability Agreement entered into by the College with the ESFA;
5. the College's Statement of Purpose;
6. the College's Strategic Plan;
7. the College's policies that extend to Corporation members, including the College's policies on equal opportunities and freedom of speech, the anti-bribery policy as required by the Bribery Act 2010, the College's policy on receiving gifts and hospitality, the College's policies on safeguarding learners and the College's policy on preventing people being drawn into terrorism.
8. the principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office, namely:
 - selflessness;
 - integrity;
 - objectivity;
 - accountability;
 - openness;
 - honesty; and
 - leadership.

An extract from the report of the Nolan Committee setting out these Principles in more detail is set out at Appendix 1;

9. the Post-16 Audit Code of Practice issued by the ESFA;
10. Managing Public Money (MPM) and associated guidance
11. the Association of Colleges' Code of Good Governance for English Colleges;
12. The Department for Education's Further education corporations and sixth-form college corporations: governance guide as amended from time to time
13. the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Good

Governance Standard); An extract from the Good Governance Standard setting out the six core principles of good governance is set out at Appendix 2;

14. OfS memorandum of co-operation.

Appendices

The following appendices are attached to this Code for reference:

- 1 (the Seven Principles of Public Life)
- 2 (Six Core Principles of Good Governance)
- 3 (Responsibilities of Governors)
- 4 (Responsibilities of the Principal and Clerk)
- 5 (Financial Memorandum of the SFA)
- 6 (Powers of the Governing Body)

Appendix 1

The Seven Principles of Public Life

The following is summarised from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

Selflessness

Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties.

Objectivity

All decisions, including making appointments, awarding contracts, benefits or rewards should be made on merit.

Accountability

Holders of public office are accountable to the public for their decisions and actions and should submit themselves to appropriate scrutiny.

Openness

All decisions and actions taken should be as open as possible, supported by reasons, and with information restricted only in the wider public interest.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

Appendix 2

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005

- 1. Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 1.2 Making sure that users receive a high quality service;
 - 1.3 Making sure that taxpayers receive value for money.
- 2. Good governance means performing effectively in clearly defined functions and roles**
 - 2.1 Being clear about the functions of the governing body;
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 2.3 Being clear about relationships between the governors and the public.
- 3. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour**
 - 3.1 Putting organisational values into practice;
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
- 4. Good Governance means taking informed, transparent decisions and managing risk**
 - 4.1 Being rigorous and transparent about how decisions are taken;
 - 4.2 Having and using good quality information, advice and support;
 - 4.3 Making sure that an effective risk management system is in operation.

5. Good governance means developing the capacity and capability of the governing body to be effective

- 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
- 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
- 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.

6. Good governance means engaging stakeholders and making accountability real

- 6.1 Understanding formal and informal accountability relationships;
- 6.2 Taking an active and planned approach to dialogue with accountability to the public;
- 6.3 Taking an active and planned approach to responsibility to staff;
- 6.4 Engaging effectively.

Appendix 3

Summary of Main Responsibilities of Governors under the Articles

Under the College's Articles of Government the Governing Body shall be responsible for the following functions:-

1. the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
2. Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
3. approving the quality strategy of the institution;
4. the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
5. approving annual estimates of income and expenditure;
6. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk;
7. setting a framework for the pay and conditions of service of all other staff;
8. setting the policy by which the tuition and other fees payable to it are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the ESFA).

"Senior Post" means the post of Principal and such other senior posts as the Governors may determine for the purposes of the Articles.

Responsibilities which must not be delegated

The Articles of Government prohibit the Governing Body from delegating the following:-

1. the determination of the educational character and mission of the institution;
2. the approval of the annual estimates of income and expenditure;
3. the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
4. the appointment of the Principal or holder of a senior post;
5. the appointment of the Clerk to the Governing Body;

6. the modification or revocation of these Articles of Government;
7. the consideration of the case for dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation;
8. 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.

The Governing Body may, from time to time, resolve to add other functions which must not be delegated to this list of 'reserved' responsibilities.

Appendix 4

Summary of Main Responsibilities of the Principal under the Articles of Government

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

1. making proposals to the Governing Body about the educational character and mission of the institution, and for implementing the decisions of the Governing Body;
2. the determination of the institution's academic and other activities;
3. preparing annual estimates of income and expenditure for consideration and approval by the Governing Body, and for the management of budget and resources within the estimates approved by the Governing Body;
4. the organisation, direction and management of the institution and leadership of the staff;
5. the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Governing Body, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
6. maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

Summary of Main Responsibilities of the Clerk under the Articles of Government

Under the College's Articles of Government the Clerk shall be responsible for advising the Corporation with regard to:

1. the operation of its powers;
2. procedural matters;
3. the conduct of its business; and
4. matters of governance practice.

Appendix 5

College Funding Framework

The Skills for Jobs White Paper set out the government's vision to transform further education. This was followed by two funding and accountability consultations which described how the system would be reformed.

Accountability agreements² were introduced in 2023 to set out DfE expectations and what colleges will deliver in return for their funding.

Part 1 of the agreement (the accountability framework)³ replaces the existing, annual, grant funding agreement. It will be used to set out National skills priorities as well as the essential terms and conditions that providers need to meet in return for funds. It also retains the required levers to ensure the effective management and assurance of public funds, the protection of learners as well as requiring sound governance.

One of the stated aims of the new document is to remove complexity and duplication where appropriate, e.g. by avoiding extensive references to policies or legislation where these are contained and published elsewhere.

Colleges should expect to receive information about the content and structure of the revised part 1 in line with the regular business cycle.

According to the DfE the accountability agreement forms part of a wider set of reforms underway to transform the skills system, so it better supports young people and adults to develop the skills they need to get a good job and ensuring a clearer focus on the delivery of outcomes.

Schedule 7 of the accountability agreement sets out relevant governance requirements. Corporation members should familiarise themselves with these arrangements.

² [Accountability agreements for 2023 to 2024 \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

³ [College Accountability Agreement 2324 FINAL V1.pdf \(publishing.service.gov.uk\)](https://publishing.service.gov.uk)

Appendix 6

Summary of the Statutory Powers of the Governing Body

Principal Powers

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

1. provide further and higher education;
2. 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
3. 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 powers:-

1. to acquire and dispose of land and other property;
2. 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;
3. to form, participate in forming or invest in a company or become a member of a charitable incorporated organisation;
4. 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.

5. to invest any sums not immediately required for the purposes of carrying on any activities the Corporation has power to carry on;
6. to accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes;
7. 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; and
8. to 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”.