Barking & Dagenham College

Statement of Governance Practice/Corporation Terms of Reference

1. **Introduction**

1.1 This paper summarises the governance arrangements and practice currently in place at Barking & Dagenham College (BDC) and provides the Terms of Reference for the Corporation.

1.2 BDC is governed by the Instrument & Articles of Government of FE Colleges (I&As) established under the Further and Higher Education Act 1992. The I&As were last modified by the Modification Order issued by the Secretary of State for Business, Innovation and Skills dated 30th March 2012, made following the Education Act 2011. The 2011 Act additionally provided FE Colleges with freedoms to further change their I&As, subject to a number of minimum requirements. BDC. The Corporation will review the potential to amend the I&A's as appropriate.

1.3 BDC has adopted the AoC Code of Good Governance and reviews compliance against the Code annually.

2. **Membership**

2.1 The Corporation shall comprise 14 Members.

2.2 The Corporation shall appoint a Chair and Vice Chair from amongst their number. (The Principal/CEO, Staff and Student Members are not eligible for appointment).

2.3 The Corporation shall appoint a Clerk who will also act as Clerk to the Committees.

2.4 The quorum for Corporation Meetings shall be 40%.

2.5 The term of office for Governors shall be determined by the Corporation but shall not exceed four years. Governors are eligible for re-appointment when their term of office expires (subject to a review of their performance).

2.6 Decisions of the Corporation shall be by a majority vote. Governors may not vote by proxy or by post.

3. **Role of the Governing Body**

3.1 The responsibilities of the Governing Body are set out in the I&As. Article 3 (1) states that:- 'The Corporation shall be responsible for the following functions:-

(a) the determination and periodic review of the educational character and mission of the institution and oversight of its activities;
(aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational mission of the institution and the oversight of its activities;
(b) approving the quality strategy of the institution;
(c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
(d) approving annual estimates of income and expenditure;
(e) the appointment, grading suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts 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 of a member of staff; and
(f) setting the framework for the pay and conditions of service of all other staff

4. **Ofsted Education Inspection Framework 2019: Role of the Governing Body**

The education inspection framework (EIF) has been devised by Her Majesty's Chief Inspector for use from September 2019 and replaces the previous Common Inspection Framework. Alongside Overall Effectiveness, Inspectors will make graded judgements on the following areas:

- Quality of Education
- Behaviour and Attitudes
- Personal Development
- Leadership and management.

Governance is included within Leadership and management and the EIF specifies :

4.1 'Those responsible for governance understand their role and carry this out effectively. They ensure that the provider has a clear vision and strategy and that resources are well managed. They hold leaders to account for the quality of education or training.'

4.2 'Those with responsibility for governance ensure that the provider fulfils its statutory duties for example under the Equality Act 2010, and other duties, for example in relation to the 'Prevent' strategy and safeguarding and promoting the welfare of learners.'

5. **Governing Body Committees and Chairs of Committees**

5.1 Under the provisions of Article 4(1), the Governing Body has established the following Committees, for any purpose or function other than those assigned elsewhere in the Articles to the Principal/CEO or Clerk and may delegate powers to such committees:

- Policy & Resources Committee
- Performance & Standards Committee
- Remuneration Committee

5.2 Under the provisions of Article 9, The Corporation shall not delegate the following functions:

(a) the determination of the educational character and mission of the institution;
(b) the approval of the annual estimates of income and expenditure;
(c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
(d) the appointment of the Principal/CEO or a holder of a senior post;
(e) 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
(f) the modification or revocation of these Articles.

5.3 The Corporation may not delegate (Article 10):

(a) the consideration of the case for dismissal, and
(b) the power to determine an appeal in connection with the dismissal of the Principal/CEO, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

5.4 The number of members of a Committee established under this article, and the terms on which they are to hold and vacate office, shall be agreed by the Committee and recommended to the Corporation for approval.

5.5 Under the provisions of Article 5(1), the Governing Body has established a Search & Governance Committee to advise on the appointment of members and related matters.

5.6 The Corporation shall not appoint any person as a member (other than as a ~~parent,~~ staff or student member) without first consulting and considering the advice of the search committee (Article 5 (2)).

5.7 Under the provisions of Article 6(1), the Governing Body has established an Audit Committee to advise on matters relating to the College's audit arrangements and systems of internal control.

5.8 The Chairs of these Committees, in addition to their responsibilities as defined in the Committees' terms of reference, shall provide support to the Corporation Chair and the Principal/CEO, as deemed appropriate, in the College's interface with Ofsted and other external bodies.

5.9 Any Committee established by the Corporation, other than the Special Committee, may include

persons who are not members of the Corporation (Article 7).

6. **Standing Orders**

6.1 Further rules for the conduct of meetings related issues are set out in the College's Standing Orders.

6.2 Members of the Governing Body have committed to work to the seven principles of public life as identified by the Committee on Standards in Public Life (the Nolan Committee), and as set out in the Standing Orders and Code of Conduct.

6.3 A Role Description for the Chair and Clerk have been agreed and are in place. Corporation Members are expected to follow the Code of Conduct and rules of eligibility.

7. **Financial Memorandum**

7.1 The College's financial affairs are managed in accordance with the requirements of the Education and Skills Funding Agency (ESFA) and the Greater London Authority (GLA).

8. **Governance and Management working together**

8.1 The Governing Body recognises that it has the ultimate responsibility for agreeing the mission, values and strategic direction of the college, setting the budget and the monitoring of all key aspects of performance. However, the Corporation also understands and recognises that it can best achieve this if it works closely with an expert and committed Executive Team and Senior Leadership Team (SLT)**.**

8.2 **Corporation expectations of the Executive/SLT**

The Governing Body expects members of the SLT to be:

- Expert and experienced in their professional fields;
- Committed to the highest quality of performance and delivery;
- Committed to the Values of and leadership behaviours of BDC; and
- Passionate about the development and progress of BDC.

8.3 **Meetings of the Governing Body and its Committees**

8.3.1 **Attendance at meetings**

The Principal/CEO will determine who should attend meetings from the SLT when working with the Corporation. The Principal/CEO may bring along other SLT members or nominate SLT members as a substitute if that is more appropriate to the nature of the meeting.

8.3.2 **Corporation and Committee Schedule of Meeting and Cycle of Business**

An annual calendar of Corporation and Committee meetings shall be drawn up by the Clerk in liaison with the Principal/CEO and members of the Executive Team, and proposed to the Corporation. An annual cycle of business for the Corporation and Committees will also be presented at the beginning of each academic year identifying the standing reports and business items that will enable the Corporation to fulfil its strategic decision making and monitoring role, and to meet its statutory obligations.

The Governing Body will normally meet four times per year for Corporation Meetings and a further twice per year for Strategic Planning Events. Committees will meet in accordance with their terms of reference, with the draft minutes and any key matters of business from those meetings being reported to the subsequent Corporation meeting through the Committee reports.

8.3.3 **Agendas for meetings**

The Clerk will consult with the Principal/CEO and Executive Team in the first instance on the content of agendas for meetings and will propose a final agenda to the Chair of the Corporation or relevant Committee.

8.3.4 **Papers for meetings**

The Principal/CEO (or member of Executive/SLT nominated by the Principal/CEO) will provide the Clerk with the papers for each relevant item on the agenda.

Papers for meetings will normally be issued five working days prior to each meeting.

Papers will be distributed electronically through the E-Governance portal and via email attachment.

In the preparation of meeting papers, authors shall be mindful of the Corporation's strategic role and responsibilities. Reports will be at executive summary level with, when appropriate, additional context provided in the form of detailed information /data / benchmarks etc, in order that informed decisions/judgements can be made.

8.4 **Determination of strategy/policy, budget setting and performance monitoring**

8.4.1 The Corporation will expect the Principal/CEO to provide:

draft proposals for all new strategy/policy decisions
draft proposals for budget setting and other financial issues
information on performance appropriate to the objectives and targets that have been set.

8.4.2 Where it is appropriate, the Principal/CEO will provide options for the Corporation to consider, together with a recommendation for the preferred option.

8.4.3 Members of the Governing Body will be robust and probing in their discussion of the proposals made by the Principal/CEO and the Executive Team. They should satisfy themselves that the recommendations made are the right ones for the College and that all relevant issues have been explored/examined.

8.4.5 If the Principal/CEO and Executive/SLT are able to satisfactorily answer all the challenges made by the Corporation to the proposals, then the Corporation will support the recommendations. If the Principal/CEO and Executive/SLT are not able to satisfactorily answer all the challenges made then the Corporation may:

- request further information and/or
- ask for further options to be considered
- defer making any decision

9. **The Chair, Principal/CEO and Clerk working together**

9.1 The Chair, Principal/CEO and Clerk commit to working together in a spirit of 'robust challenge and support' in order to achieve a relationship between the Corporation, the Executive/SLT and the College that is characterised by a clear understanding of each other's' roles and mutual trust and respect.

10. **Communication**

10.1 Alongside the formal communication associated with the Corporation and its Committees, the Principal/CEO and Executive/SLT will keep the Chair and Corporation informed on a regular basis of all key developments via the Clerk. This will take place in a variety of ways, e.g. informal meetings, regular newsletters, email updates and invites to key events at the College.

10.2 The Corporation will discharge its responsibilities with a strong sense of duty to all the communities served by the College. It will ensure that there are mechanisms in place to deliver effective communication and consultation with relevant groups.

10.3 The College will consult with all relevant key groups and organisations in the area it serves to develop a public understanding of the contribution that BDC makes to the area's economic and social wellbeing.

10.4 The Corporation will ensure that there are robust mechanisms for it to receive views from learners. This is achieved through:-

(a) In accordance with Article 2(f), the appointment of at least one and not more than three members of the Governing Body who are students at the College and who have been nominated by their fellow students.

(b) Termly reporting on the 'Learner Voice' to the Performance & Standards Committee.

(c) Governor Curriculum Links Scheme

10.5 The Governing Body will ensure that there are robust mechanisms for it to receive views from staff. This is achieved through:-

(a) In accordance with Article 2(e), the appointment of at least one and not more than three members of the Governing Body who are members of the staff at the College.

(b) Governor Curriculum Links Scheme

(c) Staff Survey Feedback

Nothing contained in this section shall negate the formal responsibilities of the Governing Body and/or the Principal/CEO that are set out in the I&As and/or as instructed by the ESFA/GLA.

11. **Annual Self-Assessment**

In accordance with good practice in the sector, the Corporation shall undertake an annual review of its own effectiveness. This will focus on whether the Corporation has operated effectively to meet its strategic responsibilities and to discharge its statutory obligations, and whether the responsibilities of key roles in the Corporation have been effectively discharged.

In order to ensure good practice, the terms of reference will be reviewed annually by the Corporation. Next review – October 2020.