

**Richmond Adult and Community College**  
**Governing Body Standing Orders 2011 2012**  
 (hereinafter “Standing Orders”)

1.	Preliminary .....	1
1.1.	Purpose and relationship to other documents .....	1
1.2.	Interpretation and distribution.....	2
2.	The Governing Body .....	2
2.1.	Determination of membership .....	2
2.2.	Self assessment.....	2
2.3.	Communicating with the public or outside bodies.....	2
2.4.	Delegated authority.....	2
2.5.	RACC discipline, grievances and appeals .....	4
3.	Conduct of meetings (Governing Body and Standing Committees).....	4
3.1.	Frequency and attendance.....	4
3.2.	Notice, agenda and papers .....	5
3.3.	Person presiding, quorum and decision-making.....	5
3.4.	Attendance by non-members .....	6
3.5.	Declarations of interest and disqualification .....	6
3.6.	Confidentiality of certain business .....	6
3.7.	Minutes of meetings.....	7
4.	Protection policies .....	7
4.1.	CRB checks.....	7
4.2.	Safeguarding.....	7
4.3.	Whistleblowing .....	7
5.	The Clerk.....	7
6.	The corporation seal.....	7
	APPENDIX A: DEFINITIONS.....	8
	APPENDIX B: RESPONSIBILITIES OF THE CHAIR OF THE GOVERNING BODY .....	10
	APPENDIX C: TERMS OF REFERENCE .....	11
	The Governing Body.....	11
	Audit Committee.....	11
	Employment & Organisational Development Committee .....	13
	Finance & Resources Committee .....	14
	Quality & Curriculum Committee.....	16
	Remuneration Committee.....	17
	Search & Governance Committee .....	18
	Special Committee.....	19

**1. Preliminary**

**1.1. Purpose and relationship to other documents**

The purpose of these Standing Orders is:

- to set out rules for observance by the Governing Body and its members in discharging their responsibilities under the Instrument and Articles of Government;
- to set out terms of reference for the Governing Body and its Committees; and
- to complement the Financial Regulations in terms of financial governance.

These Standing Orders are made in accordance with the Articles<sup>1</sup>. They supplement, but are subordinate to, the Instrument and Articles of Government. In instances of any conflict between these Standing Orders and the Instrument and Articles of Government, the provisions of the latter shall prevail at all times.

All Governors shall comply with the requirements set out in the Governors' Handbook.

## **1.2. Interpretation and distribution**

In these Standing Orders, capitalised terms shall be interpreted in accordance with the definitions set out in appendix A.

The appendices to these Standing Orders shall be regarded as being an integral part of these Standing Orders and shall have the same force, as shall the Financial Regulations as far as references to governors and governance are concerned. In the event that there is a conflict between these Standing Orders and the Financial Regulations, the provisions of these Standing Orders shall prevail at all times.

These Standing Orders shall be reviewed and approved for every academic year by the Governing Body, after scrutiny by the Search & Governance Committee. A copy shall be circulated to all Governors and to other interested parties following that meeting.

## **2. The Governing Body**

### **2.1. Determination of membership**

The Governing Body shall consist of up to nineteen members, of whom:

- up to fourteen shall be Independent Members;
- one shall be the Principal;
- up to two shall be Student Members; and
- up to two shall be Staff Members (one of whom shall have been nominated and elected by the teaching staff, and the other by the business support staff).

### **2.2. Self assessment**

The Governing Body shall consider on an annual basis:

- the training and development needs of its members;
- an assessment of its own performance as perceived by individual Governors;
- attendance levels of Governors at meetings of the Governing Body and its Standing Committees; and
- its own range of skills and experience, in order to identify and rectify any deficiencies.

The terms of reference for the Governing Body are set out in appendix C.

### **2.3. Communicating with the public or outside bodies**

Governors shall at all times observe the principles of collective responsibility.

Official communications on behalf of the Governing Body with any outside person or body shall be undertaken only through the Chair of the Governing Body, in consultation with the Principal. In conveying information on decisions or policies of RACC, the Chair of the Governing Body shall be deemed to be acting on behalf of the Governing Body.

### **2.4. Delegated authority**

#### **2.4.1. Chair's action**

The Chair shall, pursuant to authority hereby delegated to her or him, take all appropriate actions on behalf of the Governing Body during the periods between meetings which are urgently required to ensure that RACC's interests are safeguarded.

The Chair shall ensure that the Vice Chair (and, in the case of matters which have been delegated to a Standing Committee, the Chair of that Standing Committee), the Principal and the Clerk are consulted with regard to any actions proposed, and in the event of any formal decisions being taken, these shall be reported to, and approved by, the next meeting of the Governing Body. In the event that the Governing Body does not approve the decisions taken, then the Governing Body shall decide what further action to take.

---

<sup>1</sup> Article 23

#### 2.4.2. *The Principal*

The Governing Body hereby delegates to the Principal the authority to:

- ensure adequate scrutiny of individual contracts with partner training services providers,
- make rules concerning the conduct of students, after consultation with representatives of the students, and
- establish procedures for the suspension and expulsion of students.

In accordance with the Articles<sup>2</sup>, the Principal may not further delegate this authority.

#### 2.4.3. *Standing Committees*

Committees to which the Governing Body has delegated authority shall act strictly in accordance with the terms of that delegation.

In establishing Committees, the Governing Body shall:

- define the authority delegated to the Committee;
- set out the activities of the Committee required to discharge the delegated authority;
- determine the membership of the Committee;
- appoint the Chair and (if appropriate) Vice Chair of the Committee; and
- define the terms of office of the Chair and the Committee members (which shall normally be one year, except in the case of the Principal, or as otherwise specified in these Standing Orders), and review annually the extension of such terms of office.

Each Committee shall through its Chair report to the Governing Body at its last meeting in each term the activities it has undertaken in exercising its delegated authority. Such report shall include a summary of the key observations, issues and actions arising from the Committee's consideration of business.

The Committee structure, delegated authority and terms of reference of the Standing Committees shall be reviewed by the Governing Body at its final Ordinary Meeting during any academic year. The terms of reference of the Standing Committees are set out in appendix C.

For the avoidance of doubt, and in accordance with the Articles<sup>3</sup>, 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 corporation and for safeguarding their assets;
- the appointment of a Senior Postholder; and
- the modification or revocation of the Articles.

#### 2.4.4. *Considerations affecting membership of Standing Committees*

Other than where the circumstances are exceptional, each Governor shall be expected to serve on at least one Standing Committee. The Governing Body considers it desirable that every Governor should be prepared to serve for at least one year on the Audit Committee.

The Principal shall be ex-officio a member of all Standing Committees other than the Audit Committee.

Persons who are not Governors may be appointed to serve on Standing Committees. There shall normally be no more than one non-Governor member of a Standing Committee, and Governor members of each Standing Committee shall always be in the majority. The term of office of a non-Governor member of a Committee shall normally be one year, but this may be extended by the Governing Body.

#### 2.4.5. *Special Committee*

In accordance with the Articles<sup>4</sup>, the dismissal of Senior Postholders, and the hearing of an appeal against dismissal by a Senior Postholder, may not be delegated by the Governing Body, other than to a committee of the Governing Body. Such matters shall be conducted by a Special Committee, whose membership and terms of reference are set out in appendix C.

---

<sup>2</sup> Article 11

<sup>3</sup> Article 9

<sup>4</sup> Article 10

The Special Committee shall be convened only when all RACC disciplinary procedures which do not require the adjudication of the Special Committee have been properly exhausted.

## **2.5. RACC discipline, grievances and appeals**

### *2.5.1. Applicability*

The RACC disciplinary, grievance and appeals policies call for the Governing Body to adjudicate in certain instances of employee grievances, disciplinary appeals and appeals against dismissal.

All such adjudication shall be made in accordance with the relevant RACC policies, with the procedures set out in the Governors' Handbook, and with these Standing Orders. In instances of any conflict between these Standing Orders and the Governors' Handbook or the RACC policies, the provisions of these Standing Orders shall prevail at all times, with the exception that, if the conflict concerns a RACC policy which forms part of a legal contract, then in that instance the RACC policy in question shall prevail.

The Governing Body shall adjudicate in these matters only when all RACC grievance and disciplinary procedures which do not require the involvement of the Governing Body have been properly exhausted.

With regard to timescales set out in RACC policies, the Governors' Handbook and these Standing Orders, these shall be subject to modification if either:

- circumstances (including without limitation the availability of people) so require; or
- the parties so agree.

The Clerk shall advise Governors of the procedure to be followed prior to and at any hearing, in accordance with RACC policy and the Governors' Handbook.

### *2.5.2. Disqualifications*

Any Governor who has been involved at any stage of a particular grievance, disciplinary case or appeal against dismissal is automatically disqualified from any further involvement in the Governing Body's adjudication of the matter in question.

The Chair of the Governing Body may not be appointed to adjudicate on behalf of the Governing Body. For the avoidance of doubt, a Vice Chair may be so appointed to, subject only to the above.

### *2.5.3. Other attendees*

Governors adjudicating a grievance or an appeal are entitled to be supported by a reasonable level of expertise in respect of the matters being dealt with. In order to provide this, an independent specialist advisor may be appointed to provide such expertise. By way of example only, such an external advisor might be an employment relations professional.

## **3. Conduct of meetings (Governing Body and Standing Committees)**

### **3.1. Frequency and attendance**

The Governing Body shall hold an Ordinary Meeting at least once a term<sup>5</sup>. The required frequency of Ordinary Meetings of the Standing Committees is set out in appendix C.

The programme of Ordinary Meetings of the Governing Body and the Standing Committees for any academic year shall be determined by the Governing Body at the final meeting of the previous academic year, notwithstanding which each Standing Committee may vary the dates of its meetings if circumstances so require.

Governors are expected to attend all meetings of the Governing Body and of those Committees of which they are members. In the event that a Governor is unable to attend a meeting, he or she must notify the Clerk as soon as possible, in order to enable the Clerk to record apologies for absence and to assess whether the meeting will be quorate.

---

<sup>5</sup> Instrument clause 12.1

The Clerk shall maintain a register of attendance for Governors, and shall report on attendance levels annually to the Governing Body. The register shall show, for each Governor, the percentage of Governing Body and Standing Committee (including only those Standing Committees of which the Governor in question is a member) meetings which the Governor has attended. Governors whose attendance percentage at Ordinary Meetings is below 70% may be liable to removal from office. Before such a stage is reached, the Clerk shall draw the Governor's attention to the level of non-attendance, and shall also report the matter to the Chair, who shall determine whether any action is required.

The Clerk shall attend all proceedings of the Governing Body.

In the absence of the Clerk for whatever reason, or in the event of there being no Clerk in post at any given time, the Governing Body shall agree appropriate temporary clerking arrangements. Neither the Chair nor the Principal shall act as a temporary clerk.

### **3.2. Notice, agenda and papers**

Special Meetings may be summoned at any time by the Chair, in the event of there being special circumstances which require such a Special Meeting.

The normal minimum period of notice for a Special Meeting shall be seven calendar days, unless otherwise agreed by the Chair.

The provisions set out in this section 3.2 regarding Special Meetings shall not normally be used for regular business as set out in the Governors' Handbook.

The contents of agendas for meetings shall be determined by the Chair in consultation with the Principal (and/or the Lead Executive in the case of Committees) and the Clerk, taking into account the following:

- each agenda (except that for a Special Meeting<sup>6</sup>) shall start with the approval and signature of the minutes of the previous meeting, together with consideration of matters arising from those minutes;
- the next agenda item shall call for declarations of interest, in accordance with the provisions of section 3.5;
- the Governing Body's programme of business for each year shall be taken into account when determining the agendas of the Governing Body and its Committees.

The Clerk shall, at least seven calendar days before the meeting, send to all Governors the agenda for the meeting, together with supporting papers.

In the event that an item of urgent business arises after distribution of an agenda, then that item shall be notified to the Clerk before the meeting starts, and the Clerk shall (subject to the approval of the Chair) include that item under "any other business".

### **3.3. Person presiding, quorum and decision-making**

At any meeting, the Chair, if present, shall preside. In the absence of the Chair, the Vice Chair (if appointed) shall preside. In the absence of the Chair and the Vice Chair, the body in question shall nominate one of its number, who shall be an Independent Member, to preside.

Meetings of the Governing Body shall be quorate if there are eight Governors, of whom at least four must be Independent Members, present in the room and participating in consideration of the business of the meeting. The quoracy rules for Standing Committees shall be set out in each Committee's terms of reference. For the avoidance of doubt, those who have left the meeting temporarily as a result, for example, of having declared an interest, may not form part of the quorum in such circumstances.

If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, and the meeting remains inquorate for fifteen minutes, then the person presiding shall adjourn the meeting. In such an event, any business not conducted shall stand deferred until the next meeting, which may be a Special Meeting called specifically for the consideration of the deferred business.

In the event that a meeting becomes inquorate solely as a result of temporary withdrawal, then the person presiding shall defer the agenda item which gave rise to the withdrawal(s), but may then resume the meeting to proceed with the remainder of the business of the meeting.

---

<sup>6</sup> Instrument, Clause 15 (2)

In instances where a vote is deemed to be necessary, this shall normally be undertaken by a show of hands, the Chair having discretion to order a vote by secret ballot, if circumstances so require.

Immediately following a vote, any Governor or member of a Committee may require that her or his vote for or against the question or the fact that he or she abstained from voting be recorded in the minutes, in which case the Clerk shall oblige accordingly.

In the case of equality of votes, the Chair or person presiding at the meeting shall have a second or casting vote.

A resolution which is in writing and signed by all members shall be as valid as a resolution passed at a meeting and, for this purpose, the resolution may be contained in more than one document and shall be treated as passed on the date of the last signature.

#### **3.4. Attendance by non-members**

No person other than Governors and Senior Postholders may attend meetings of the Governing Body as of right. Others shall attend by invitation from the Chair in consultation with the Principal, or where their presence is required for the conduct of business, or where the Chair has specifically given permission for the said person to attend.

The same principle shall apply to Committees, with the exceptions that:

- Lead Executives shall have the right to attend all meetings of the Committee(s) for which they are the Lead Executive, but
- Senior Postholders (excluding the Principal and the Clerk) shall not as of right attend meetings of the Remuneration Committee and the Search & Governance Committee.

#### **3.5. Declarations of interest and disqualification**

Any Governor or other person who is present at a meeting when a matter in which he or she has a financial or other interest which might influence or appear to influence her or his independent judgement is being discussed, shall declare such interest forthwith. The Chair of the meeting shall then decide whether that Governor or other person should withdraw from the meeting and take no part in the discussion of that matter. A person who has an interest in a matter under consideration shall not vote on any question with respect to it.

The Clerk shall compile a register of Governors', non-Governor Committee members', Senior Postholders' and other staff with significant financial responsibilities' interests which shall be kept in a secure place on RACC's premises. This register shall be made available for inspection, with the exception of the section relating to "Spouse/Partner".

The Clerk shall verify annually whether the details contained in each declaration still apply. At the same time, Governors shall be asked to re-affirm that nothing in their personal circumstances has rendered them ineligible for office in accordance with the provisions of the Instrument<sup>7</sup>.

If a Governor or non-Governor member of a Committee is a member of an organisation, or participates in activities which, in the opinion of the Governing Body, bring RACC into disrepute, then the suitability of that person to continue as a Governor or non-Governor member of a Committee shall be liable to review by the Governing Body. Any such review shall be treated as Confidential Business.

#### **3.6. Confidentiality of certain business**

Confidential Business shall form a separate and distinct part of any agenda.

Confidential Business shall be minuted separately from other business.

Confidential Business shall not be disclosed unless it has been:

- subsequently discussed in non-confidential session,
- the subject of an official statement released by the Chair of the Governing Body in consultation with the Principal,
- deemed to be no longer confidential by the Governing Body or Committee in question, or
- declassified by the Search & Governance in its annual review of matters excluded from publication.

---

<sup>7</sup> Clause 8

### **3.7. Minutes of meetings**

Minutes of every meeting of the Governing Body or Committee shall, in normal circumstances, be drafted by the Clerk, sent for approval to the Lead Executive (where appropriate), Principal and Chair, and submitted to the next meeting for approval and signature by the Chair. Minutes once approved by the Chair (and marked as draft minutes) shall be circulated by the Clerk to all Governors, and to all other attendees at the meeting in question.

## **4. Protection policies**

### **4.1. CRB checks**

The Governing Body has determined that Governors and non-Governor members of Committees are required to complete an enhanced CRB check, normally on appointment. In the event that such an enhanced CRB check gives rise for due concern, then the Chair in consultation with the Principal shall conduct a risk assessment to determine the suitability of the person in question to continue as a Governor or non-Governor member of a Committee.

### **4.2. Safeguarding**

The Governing Body is committed to protecting the safety of young people and vulnerable adults. Governors are required to comply with the safeguarding procedures set out in the Governors' Handbook.

### **4.3. Whistleblowing**

The Governing Body shall approve and keep under review a whistleblowing policy which enables employees to draw attention to malpractice, whilst at the same time protecting such employees against victimisation. The whistleblowing policy shall normally be set out in the Financial Regulations.

## **5. The Clerk**

The Clerk shall have direct unfettered access to the Chair, and Vice Chair and all other Governors, including the Principal.

The Clerk shall be authorised to approve individual Governors' expenses in a sum of up to £100 in any one transaction, and for higher amounts with the counter-signature of the Principal.

## **6. The corporation seal**

The corporation seal shall be kept in a secure place in the custody of the Clerk.

The application of the corporation seal to a document shall normally be attested by the signature of the Clerk together with that of the Chair and one other Governor. The Governing Body hereby generally authorises any Independent Governor to act on behalf of the Chair in attesting the application of the corporation seal.

Instances of the application of the corporation seal shall be entered in a register kept by the Clerk.

The Clerk shall report to the Governing Body at its first meeting in each academic year all instances of the application of the corporation seal during the previous year.

## APPENDIX A: DEFINITIONS

In these Standing Orders, the following terms shall have the meaning ascribed to them below:

<b>“Articles”</b>	means the Articles of Government;
<b>“CE of Skills Funding”</b>	means the Chief Executive of Skills Funding;
<b>“Chair”</b>	means the Chair of the Governing Body, unless the context reasonably implies otherwise;
<b>“Clerk”</b>	means the Clerk to the Governing Body;
<b>“Committee”</b>	means the Standing Committees, the Special Committee, and any other committee established by the Governing Body;
<b>“Confidential Business”</b>	means matters affecting individuals such as students, members of staff, individual Governors or Senior Postholders, or other matters (including without limitation the letting of contracts, commercially related matters and issues affecting RACC’s development) which are considered by the appropriate Chair to be sufficiently sensitive that it is not in RACC’s interests for them to be disclosed, and which are minuted separately from the Non-Confidential Minutes;
<b>“Controlled Access”</b>	means inspection of documents by arrangement with and in the presence of the Clerk, but with no copies being taken;
<b>“CRB”</b>	means the Criminal Records Bureau;
<b>“Financial Regulations”</b>	means the document approved by the Governing Body which governs the conduct of RACC’s financial affairs;
<b>“Governing Body”</b>	means the members from time to time of the Corporation as defined in the Instrument and Articles of Government;
<b>“Governor”</b>	means a member of the Governing Body;
<b>“Governors’ Handbook”</b>	means the RACC handbook which sets out inter alia Governors’ occasional duties, code of conduct and procedures which Governors are required to follow, and which is modified from time to time by the Clerk to reflect changes approved by the Governing Body;
<b>“Independent Member”</b>	means a Governor who is not the Principal, a Staff Member or a Student Member;
<b>“Instrument”</b>	means the Instrument of Government;
<b>“Instrument and Articles of Government”</b>	means the Further Education Corporations (Former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007, which came into force on 1st January 2008, as modified by the Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2010;
<b>“Lead Executive”</b>	means a Senior Postholder or RACC manager appointed by the Principal from time to time to act as the prime RACC management contact for a Committee;
<b>“Non-Confidential Minutes”</b>	means the minutes of a meeting, excluding Confidential Business, which is minuted separately;
<b>“Ordinary Meeting”</b>	means a meeting of the Governing Body or a Committee which is held in accordance with the schedule of meetings approved in advance by the Governing Body;
<b>“Principal”</b>	means the Principal and Chief Executive Officer of RACC;
<b>“RACC”</b>	means the Richmond Adult and Community College;

<b>“Senior Post”</b>	means a post designated by the Governing Body which, in accordance with the Articles <sup>8</sup> , must be subject of a national advertisement in the event of a vacancy and for which special procedures apply in the event of dismissal or proposed dismissal.
<b>“Senior Postholder”</b>	means the holder of a Senior Post. In RACC, the Senior Postholders are: <ul style="list-style-type: none"> <li>▪ the Principal,</li> <li>▪ the Vice Principal (Finance and Corporate Services),</li> <li>▪ the Vice Principal (Curriculum &amp; Quality), and</li> <li>▪ the Clerk;</li> </ul>
<b>“Special Committee”</b>	means a Committee established by the Governing Body with responsibilities in respect of the dismissal of a Senior Postholder;
<b>“Special Meeting”</b>	means a meeting of the Governing Body or a Committee which is not an Ordinary Meeting;
<b>“Staff Member”</b>	means a Governor who is a member of staff at RACC, other than the Principal;
<b>“Standing Committee”</b>	means the committees established by the Governing Body and given delegated authority. These are: <ul style="list-style-type: none"> <li>▪ the Audit Committee,</li> <li>▪ the Employment &amp; Organisational Development Committee,</li> <li>▪ the Finance &amp; Resources Committee,</li> <li>▪ the Quality &amp; Curriculum Committee,</li> <li>▪ the Remuneration Committee, and</li> <li>▪ the Search &amp; Governance Committee;</li> </ul>
<b>“Strategic Plan”</b>	means the current three year RACC strategic plan approved by the Governing Body;
<b>“Student Member”</b>	means a Governor who is a student at RACC and has been elected by the students or has otherwise been appointed as a Student Member on the advice of the Search & Governance Committee; and
<b>“Vice Chair”</b>	means the Governor(s) appointed to act as Vice Chair of the Governing Body or of a Standing Committee, as the context reasonably implies.

---

<sup>8</sup> Article 12

## **APPENDIX B: RESPONSIBILITIES OF THE CHAIR OF THE GOVERNING BODY**

In addition to the duties ascribed to the Chair of the Governing Body elsewhere in these Standing Orders, the Chair shall:

- preside over meetings of the Remuneration and Search and Governance Committees unless there are compelling reasons why this should not be the case;
- ensure with the support of the Clerk that:
  - the Governing Body provides strategic oversight of the College;
  - appropriate issues are brought for consideration by the Governing Body;
  - business is conducted efficiently and effectively;
  - all Governors have the opportunity to contribute to discussion; and
  - all discussions and decisions are properly recorded;
- ensure that Governing Body discipline is maintained, and take appropriate action if any Governor has acted improperly;
- act as a spokesperson and ambassador for the Governing Body outside the College;
- develop an effective working relationship with the Principal and the Senior Postholders, based on a clear understanding of the distinction between governance and management;
- provide support and critical friendship for the Principal both on strategic matters and when issues of sensitivity arise;
- in partnership with the Vice Chair, appraise the Principal and the Clerk, and determine their development;
- in consultation with the Principal, oversee the system for the appraisal of Senior Postholders (with the exception of the Principal and the Clerk); and
- instigate disciplinary action against Senior Postholders should this be required.

In the event of there being more than one Vice Chair, the Governing Body shall specify which is to act as the accredited deputy in respect of all duties and responsibilities of the Chair, as set out in these Standing Orders. The accredited deputy shall deputise for the Chair in the event of the latter's absence or inability to act, and may be involved in the duties of the Chair at any time and in conjunction with the latter and at her or his invitation.

## APPENDIX C: TERMS OF REFERENCE

### THE GOVERNING BODY

In addition to its responsibilities as set out in the Instrument and Articles of Government or in these Standing Orders, the Governing Body shall:

1. appoint Governors in accordance with the Instrument<sup>9</sup>, after consulting and considering the advice of the Search and Governance Committee;
2. appoint the Chair and Vice Chair and determine the length of office in each case;
3. make rules and bye-laws relating to the government and conduct of RACC in the form of Standing Orders which shall include inter alia arrangements for the delegation of authority and taking urgent decisions as and when necessary;
4. receive reports from the Standing Committees at the last Ordinary Meeting of the Governing Body in each term, and determine all matters referred to it from Committees for decision or approval;
5. review on an annual basis all corporate governance arrangements;
6. determine RACC's long term strategy, using such documents as vision and mission statements, strategic plans, financial forecasts, and risk management plans;
7. approve RACC's annual accounts and receive the management letter from the financial statements auditor;
8. monitor the overall financial health of the College on a termly basis (notwithstanding the more detailed scrutiny undertaken by the Finance & Resources Committee at each of its meetings);
9. appoint internal auditors and financial statements and regularity auditors on the recommendation of, and receive an annual report from, the Audit Committee; and
10. determine any other matters for which the approval of the Governing Body is specifically required.

### AUDIT COMMITTEE

#### Authority

In addition to the requirements of the Audit Committee as laid down in the Articles<sup>10</sup>, the Audit Committee has received delegated authority from the Governing Body in respect of:

- co-operation with the CE of Skills Funding's auditor<sup>11</sup>;
- internal audit<sup>12</sup>;
- Accounts and audit of accounts<sup>13</sup>

#### Responsibilities

The Audit Committee shall:

1. advise the Governing Body on matters relating to the Corporation's audit arrangements and systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
2. advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal auditors;
3. advise the Governing Body on the scope and objectives of the work of the internal auditors, the regularity auditors and the financial statements auditors;
4. ensure effective coordination between the internal auditors, the regularity auditor and the financial statements auditor, including assessing whether the work of the internal auditor should be relied upon for regularity audit purposes;
5. consider and advise the Governing Body on the audit strategy and annual internal audit plans submitted by the internal auditors;

---

<sup>9</sup> Clause 5

<sup>10</sup> Article 6

<sup>11</sup> Article 20

<sup>12</sup> Article 21

<sup>13</sup> Article 22

6. advise the Governing Body on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity), and management's responses to these;
7. monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the regularity auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter;;
8. consider and advise the Governing Body on relevant reports by the National Audit Office (NAO), the CE of Skills Funding and other funding bodies, and, where appropriate, management's response to these;
9. establish, in conjunction with RACC management, relevant annual performance measures and indicators, and monitor the effectiveness of the internal auditors and financial statements auditors through these measures and indicators, and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
10. produce an annual report for the Governing Body and accounting officer, which should include the Committee's advice on the effectiveness of RACC's risk management, control and governance processes, and any significant matters arising from the work of the internal auditors and the financial statements auditor,
11. ensure that all allegations of fraud and irregularity are properly followed up;
12. co-operate with any person who has been authorised by the CE of Skills Funding to audit any returns of numbers of students or claims for financial assistance and give any such person access to any documents or records held by the Corporation, including computer records;
13. at such times as it considers appropriate, examine and evaluate the Corporation's systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources;
14. arrange for the examination and evaluation mentioned above to be carried out on behalf of the Governing Body by internal auditors;
15. review a statement of accounts for each financial year for the Finance & Resources Committee to recommend for approval by the Governing Body;
16. ensure that the annual statement of accounts gives a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year;
17. ensure that the annual statement of accounts complies with any directions given by the CE of Skills Funding as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication;
18. receive the financial statements to help formulate the Committee's review of the management letter of the financial statements auditor and consideration of the statement on corporate governance (including assurance that RACC has spent its funds with propriety and regularity);
19. consider all significant audit findings or recommendations (but need not be concerned with the more detailed findings unless the Audit Committee considers this valuable);
20. recommend the terms of reference of the College's internal auditors for approval by the Governing Body;
21. recommend for approval by the Governing Body the internal auditors' annual audit plans designed to implement the audit strategy;
22. receive the internal auditors' report to the Audit Committee of any management responses that they judge to be inadequate for the identified risk, recognising that it is the internal auditors' responsibility to alert the Audit Committee how far RACC could be exposed by any shortcomings in the area under review; and
23. be informed of all additional services undertaken by the internal auditors, the financial statements auditors and the regularity auditors.

### **Conduct of business**

The Audit Committee shall hold Ordinary Meetings at least once in each term.

The membership shall normally be six, but this may be varied at the discretion of the Governing Body . Membership may include up to two non-Governors appointed for the purpose of providing professional expertise, but the number of members who are non-Governors shall not exceed those who are Governors.

The Audit Committee shall include at least one person, whether a governor or not, with relevant financial or audit expertise.

Neither the Chair of Governors nor the Principal nor any member of the Finance & Resources Committee, nor any senior RACC manager with significant executive, management, financial or budgetary responsibilities, nor any Governor with a significant interest in RACC may serve on the Audit Committee.

Non-Governor members may be appointed at any time. Their membership will automatically lapse on 31<sup>st</sup> July on the year following their appointment, but they may be re-appointed to serve if so agreed by the Governing Body at the first meeting of the academic year.

The Committee Chair shall always be an Independent Member.

The quorum shall be three members of whom two must be Governors.

RACC's internal auditors, regularity auditors and financial statements auditors may attend meetings as of right and have speaking rights, as may Senior Postholders, particularly where their area of responsibility is under discussion.

Any one of the College's auditors shall have the right of access to the Chair of the Audit Committee, and may also request a meeting of the Audit Committee if they consider that such a meeting (with or without other participants, but not to the exclusion of the Clerk) is necessary, and the Audit Committee shall endeavour to comply with such request.

The Audit Committee must be informed of all additional work for RACC undertaken by RACC's auditors. Where the cumulative value of such additional work exceeds £20,000 in any one 12-month period, then approval for such work must be given by the Governing Body.

Where the Audit Committee feels there is evidence of irregularity, fraud, corruption or any impropriety, the Chair shall notify the Chair of the Governing Body, who must raise the matter at the next meeting of the Governing Body. Where the matter is considered significant, the Governors must consider holding a Special Meeting.

The Audit Committee may, whenever it considers it necessary to do so, go into confidential session, thus excluding all participants and observers, other than the Clerk. When the audit committee exercises this right, the rules relating to quoracy shall be observed.

The Audit Committee shall have the right of access to all information it considers necessary from members of RACC staff and Governors, and shall have the right to consult all the auditors directly.

The Audit Committee may meet jointly with the Finance & Resources Committee, if both agree, to recommend the annual financial statements to the Governing Body for approval.

The Audit Committee membership shall form a panel to receive presentations from potential auditors prior to appointment. At such presentations, at least three members of the Committee shall be present.

The Director of Finance shall review annually overall accounting procedures in conjunction with the financial statements and internal auditors in order to ensure that they remain appropriate for the College's current and likely future circumstances and are in accordance with statutory requirements and accounting bodies' recommendations of best practice. The Audit Committee will also review accounting policies and any changes annually and make recommendations to the Governing Body.

The Audit Committee have the right of access to any minutes, books, documents or other information kept by the College and also have the right of access to the Chair of the Governing Body and any College staff.

## **EMPLOYMENT & ORGANISATIONAL DEVELOPMENT COMMITTEE**

### **Authority**

The Committee has received delegated authority from the Governing Body in respect of the governance review of:

- the framework for the pay and conditions of service of RACC's staff,
- rules concerning the conduct and discipline of RACC's staff,
- RACC's training strategy and continuous personal development (CPD) programme
- development of the organisation of the College, and
- RACC's policies regarding health and safety, and equality and diversity

### **Responsibilities**

The Employment & Organisation Development Committee shall:

- Staff
  1. approve the framework for the pay and conditions of service of RACC's staff
  2. monitor the employment policies of RACC in order to be satisfied that they accord with legislation and best practice and support the Strategic Plan and mission statement, and report its findings to the Governing Body
  3. in the case of those employment policies which include Governor involvement, consider in detail those sections which call for such involvement, and recommend them to the Governing Body for approval,
  4. monitor arrangements for staff appraisal, training and development
  5. monitor on an annual basis RACC's human resources key performance indicators
- **Training and CPD**
  6. keep under review the development of RACC's training strategy
  7. monitor RACC's CPD programme in order to be assured that its execution achieves effective development of RACC's staff
- **Organisation development**
  8. monitor the College's plans for changes to, and development of, its organisation
  9. be satisfied that any planned changes to the organisation of the College will achieve expected benefits at an acceptable level of risk;
- **Policies**
  10. review RACC's health and safety policy, and monitor on a termly basis the implementation of RACC's health and safety plan;
  11. monitor RACC's policies for promoting and encouraging diversity, with particular emphasis on equality of opportunity and widening participation

### **Conduct of Business**

The Employment & Organisation Development Committee shall normally hold Ordinary Meetings once in each term.

Membership shall normally be six, of whom at least three must be Independent Members, although this may be varied at the discretion of the Governing Body. The Principal shall be a member ex officio. The Chair of the Governing Body shall not be a member of the Employment & Organisation Development Committee.

The quorum shall be three.

## **FINANCE & RESOURCES COMMITTEE**

### **Authority**

The Finance & Resources Committee has received delegated authority from the Governing Body in respect of the governance review of:

- the annual estimates of income and expenditure,
- effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets,
- capital expenditure programmes and the progress of capital projects;
- RACC's annual financial statements; and
- all of the above are to be reviewed in the light of the RACC mission and strategic plan as approved by the Governing Body.

The Finance & Resources Committee has received delegated authority from the Governing Body in respect of the approval of:

- policies and procedures relating to procurement and capital equipment and the use of the RACC estate,
- RACC's management of financial risk, and
- planning applications and appointments of consultants associated with building development.

### **Responsibilities**

The Finance & Resources Committee shall:

▪ **Annual estimates of income and expenditure**

1. consider in detail the annual estimates of income and expenditure;
2. recommend the annual estimates of income and expenditure to the Governing Body for approval;
3. review actual income/expenditure in comparison to the estimate, and recommend any corrective action for approval by the Governing Body;
4. approve proposed virements between revenue and capital or vice versa;
5. review and endorse on an annual basis RACC's charges and fees;
6. receive an annual report on the write-off of outstanding debts;
7. receive reports of donations to or sponsorship of any one body in excess of £1,000 per annum;

▪ **Effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets**

8. monitor and make recommendations to the Governing Body on all aspects of RACC's finances, financial policies and controls, ensure that such policies and controls are in place, and make recommendations to the Governing Body;
9. monitor RACC's effective and efficient use of resources, including detailed quarterly income and expenditure, cash flow and capital expenditure reports, and ensure that management provide a termly summary financial report to the Governing Body for its approval;
10. endorse the opening and closing of RACC official bank accounts;
11. endorse RACC's debt recovery procedures;
12. recommend measures to the Governing Body for safeguarding the solvency of RACC and the protection of its assets, and advise on the purchase and disposal of assets;
13. advise RACC management on the disposals of assets with an original cost in excess of £10,000;
14. monitor investment policies and borrowings, approve the seeking of appropriate advice from outside sources, and make recommendations to the Governing Body;
15. approve RACC cashflow forecasts, especially in the light of any proposed borrowings;
16. review RACC's investment strategy for approval by the Governing Body;
17. recommend revisions and updates to RACC's Financial Regulations for approval by the Governing Body;
18. consider in detail the annual financial statements, and recommend them to the Governing Body for approval, meeting jointly with the Audit Committee if considered appropriate;
19. review RACC's policies for data protection and data security
20. monitor the College's progress in terms of its Information Technology (IT) strategy;

▪ **Capital expenditure programmes and the progress of capital projects**

21. review a three year rolling programme of expected capital expenditure to be included in the financial forecasts for approval by the Governing Body;
22. monitor actual capital expenditure against the planned programme;
23. consider any items of capital expenditure not contained in the annual capital estimates approved by the Governing Body, taking full account of the requirements of the Financial Regulations;
24. approve variations from RACC's standard tendering policies, as required by the Financial Regulations;
25. for capital projects in excess of £1m, consider and determine on their merits the appointment of project managers, the use of consultants, the frequency and extent of monitoring of project progress, and retention/certification, release of payment as the occasion demands, and submit a report thereon to the Governing Body;

▪ **Policies and procedures**

26. monitor all matters affecting the College's procurement policy;
27. monitor and keep under review policies relating to the effective use of the RACC estate;

▪ **Financial risk**

28. monitor financial risk as identified in RACC's risk management plan; and

▪ **Planning applications and appointments of consultants**

29. approve under delegated authority, all planning applications and appointments of consultants associated with building development.

### **Conduct of Business**

The Finance & Resources Committee shall normally hold Ordinary Meetings four times per year.

The membership shall normally be six (including the Principal ex officio), but this may be varied at the discretion of the Governing Body.

No member of the Audit Committee may serve on the Finance & Resources Committee.

The quorum shall be three.

In discharging its responsibilities set out above, the Finance & Resources Committee shall at all times comply with any relevant requirements regarding RACC's financial management which are specified in the Financial Regulations.

In accordance with the Financial Regulations, the Chair of the Finance & Resources Committee, under delegated authority, may:

- approve RACC's list of authorised signatories for cheques or payments using other methods, and any changes thereto;
- authorise budget virements of more than 10% or £100,000 (whichever is the greater);
- authorise in writing, after consulting with as many other members of the Committee as possible, urgent requests capital expenditure beyond any maximum variance previously approved; and
- in the absence of the Principal, approve the receipt of fewer than three tenders for expenditure estimated to be over £50,000, and five tenders for capital projects up to £500,000 in value.

In the event that the Chair exercises such delegated authority, a report thereon shall be made to the next meeting of the Finance & Resources Committee.

## **QUALITY & CURRICULUM COMMITTEE**

### **Authority**

The Committee has received delegated authority from the Governing Body in respect of the governance review of:

- RACC's quality strategy for recommendation for approval by the Governing Body,
- the curriculum and its provision in the context of the educational character of RACC and its mission statement as determined by the Governing Body,
- compliance with internal and external quality assurance regulation including self assessment and inspection, and
- rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason),

### **Responsibilities**

The Quality & Curriculum Committee shall:

▪ **Quality strategy**

1. consider in detail the quality strategy and review the quality improvement plan proposed by RACC
2. recommend the quality strategy for approval by the Governing Body

▪ **Curriculum and provision**

3. keep under review RACC's plans for the development of its curriculum strategy
4. monitor RACC's procedures for the curriculum's continuous review and evaluation

5. monitor RACC's adherence to those procedures and its effect on providing outstanding teaching and learning quality

▪ **Quality assurance**

6. monitor and keep under review RACC's arrangements for self assessment and inspection
7. consider in detail the content of RACC's self assessment reports and recommend such reports to the Governing Body for approval
8. monitor RACC's internal quality assurance systems in order to be assured that they are effective in securing high standards of service delivery
9. monitor RACC's performance against targets on student recruitment, retention, achievement and progression in order to be assured that such performance reflects outstanding quality in teaching, learning and support services
10. monitor RACC's compliance with external quality assurance awards
11. monitor the effectiveness of RACC's procedures for obtaining feedback on RACC services from students and other stakeholders including analysis and actions arising from such feedback, and the effect of such actions in improving the quality of RACC's services

▪ **Students**

12. monitor arrangements for student advice and support, student participation and voice, the quality of the student experience, and student discipline
13. keep under review learner and employer engagement in the context of the client markets that the College serves

**Conduct of Business**

The Quality & Curriculum Committee shall hold Ordinary Meetings at least once in each term, but normally twice in the Spring term

Membership shall normally be six, of whom at least three must be Independent Members, although this may be varied at the discretion of the Governing Body. The Principal shall be a member ex officio.

The quorum shall be three.

**REMUNERATION COMMITTEE**

**Authority**

The Remuneration Committee has received delegated authority from the Governing Body in respect of:

- establishing the policy for the recruitment of Senior Postholders; and
- determining the grading and determination of the pay and conditions of service of Senior Postholders.

**Responsibilities**

The Remuneration Committee shall:

1. establish a fair and effective policy for the recruitment of candidates to Senior Posts;
2. determine a framework for the pay and conditions of Senior Postholders;
3. consider all matters in relation to the engagement of Senior Postholders, including conditions of service and remuneration, and formulate appropriate recommendations to the Governing Body with regard to their appointment or dismissal
4. determine, under powers delegated by the Governing Body, all matters relating to the conditions of service, grading, appraisal and remuneration of Senior Postholders; and
5. monitor arrangements for the disciplining, suspension and dismissal of Senior Postholders.

**Conduct of business**

The Remuneration Committee shall normally meet in the Autumn term, and otherwise as and when required.

Membership shall normally be six (although this may be varied at the discretion of the Governing Body), including the Chair and Vice Chair, Principal ex officio, the Chair of the Finance & Resources Committee, and one other Independent Member.

The quorum shall be three, but this may not include the Principal if matters affecting her or him are being considered.

Because of the personal and sensitive nature of the much of the business to be considered by the Remuneration Committee, its proceedings shall in the main be conducted as Confidential Business.

All Independent Governors may have Controlled Access to the records of the proceedings of the Remuneration Committee.

## **SEARCH & GOVERNANCE COMMITTEE**

### **Authority**

In addition to the requirements of the Search Committee as laid down in the Articles<sup>14</sup>, the Search & Governance Committee has received delegated authority from the Governing Body in respect of:

- taking steps to ensure that an appropriate mix of skills and experience is represented in the membership of the Governing Body;
- undertaking the process by which the Governing Body makes its annual assessments of its effectiveness, skills availability and training needs, and
- recommending the terms of reference and regular business of the Standing Committees.

### **Responsibilities**

The Search & Governance Committee shall:

#### **▪ Search**

1. advise the Governing Body on the appointment of Independent Members, after interviewing candidates for appointment;
2. interview elected Staff Members and Student Members in order to advise the Governing Body on their terms of office and membership of Standing Committees;
3. when there is a vacancy for a Student Member which cannot be filled by election, interview students in order to advise the Governing Body on appointments, terms of office and membership of Standing Committees; and
4. advise the Governing Body on the reappointment of Independent Members on expiry of their terms of office;
5. advise the Governing Body on the appointment of non-Governor members of Standing Committees

#### **▪ Governance**

6. review the annual return of Governors' attendance at meetings before this is presented to the Governing Body for information;
7. define the process by which and the timescales within which the Governing Body, at the request of the Clerk, shall undertake annual assessments of its effectiveness, skills availability and training needs, taking account of the terms of office of members of the Governing Body;
8. develop, with the assistance of the Clerk, programmes for the training of Governors, both collectively and individually;
9. approve the procedures to be followed in the induction of new Governors;
10. consider and recommend for approval by the Governing Body the structure, terms of reference and membership of the Standing Committees;
11. monitor and keep under review the organisation of student representation on the Governing Body;
12. review and recommend for approval by the Governing Body the annual schedule of key business for the Governing Body and its Committees;
13. review and recommend for approval by the Governing Body the framework for publication of documents relating to the Governing Body and its Committees; and

---

<sup>14</sup> Article 5

14. review all items excluded from publication on the grounds of confidentiality, in order to determine whether those items should still be excluded from publication, and advise the Governing Body accordingly.

### **Conduct of business**

The Search & Governance Committee shall normally meet in September and June, and at other times as appropriate.

Membership shall normally be six (although this may be varied at the discretion of the Governing Body), of whom one shall normally be a non-Governor. The Principal shall be a member ex officio.

The quorum shall be three.

The Chair shall normally be the Chair of the Governing Body.

The Chair of the Search & Governance Committee shall have delegated authority to approve suitable training events for Governors.

### **SPECIAL COMMITTEE**

The Special Committee shall meet as required in order to consider the case for the dismissal of a Senior Postholder.

Membership shall be five Independent Members, excluding the Chair of the Governing Body and any Governor who has previously been involved in development or review of the case for dismissal of the Senior Postholder in question.

The Quorum for the Special Committee shall be three.

The Chair of the Special Committee shall be elected by the members of the Special Committee, and shall be responsible for ensuring that the Special Committee complies with prescribed procedures.

All proceedings of the Special Committee shall be conducted as Confidential Business.

The Special Committee shall, in respect of the case for dismissal, conduct hearings in order to:

- examine the facts of the case; and
- investigate the case for dismissal a Senior Postholder.

The purpose of, and procedure for, the meeting of the Special Committee shall be in accordance with the provisions of the RACC Disciplinary Procedure for the Principal, or the RACC Disciplinary Procedure for Senior Postholders, as appropriate, as also shall consideration of the case by the Governing Body.