

# Board of the Corporation

## Section 1: Information & Procedures

**Manager Responsible:** Chair of the Board

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## **AMENDMENT SUMMARY**

<b><u>Version</u></b>	<b><u>Date</u></b>	<b><u>Remarks</u></b>
1.0	11 Sep 2018	Periodic Review
1.1	21 Feb 2020	Extension of Review Date
2.0	23 Jul 2020	Periodic Review

### **Age, Disability, Gender & Race Equality Statement**

Age, Disability, Gender and Race Equality Impact Measures will be set and monitored through analysis of all data related to potential suspected or actual abuse of this policy.

A copy of the Equality Impact Assessment Initial Screening Form is attached as an Annex to this document

# Chelmsford College

## **BOARD OF THE CORPORATION INFORMATION AND PROCEDURES**

**R I MILLEA FCA  
CLERK TO THE CORPORATION**

**(revised September 2018 and subject to Annual Review)**

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# **BOARD OF THE CORPORATION**

## **SECTION 1**

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## College Information

### College Information

The College was established in 1962 and became a Further Education Corporation in 1993. The College occupies two main campuses at Moulsham Street and Princes Road. The Chelmsford College Group comprises: the College and Dovedale Nursery, the latter being a wholly owned subsidiary. The group turnover is c. £16m and there are over 4000 enrolments annually of whom c 2300 are 16-18. The College employs 480 full and part time staff which equates to c 320 FTE. The Chelmsford College Group provides an extensive range of education and training opportunities for both young people and adults. The College offers apprenticeship provision across the county as well as running specialist hairdressing and beauty therapy salons for training purposes.

Provision across the group includes:

- Care and Public Services
- Construction and the Built Environment
- Art, Design and Media
- Business, Travel and Tourism
- Hospitality
- Sport and Leisure
- Engineering and Electrical Installation
- Hair and Beauty
- Extended Learning
- ICT
- Apprenticeships in Hair, Beauty, Engineering, Construction, ICT, Business Administration, Sport and Active Leisure, Accountancy, Catering, Business

The Chelmsford College Group has a wide range of both specialist and generalist teaching and learning spaces and has in recent years invested c £12m in new and refurbished College buildings. It is continuing this investment.

The College has a 50% interest in Essex Shared Services Limited, together with South Essex College This company provides finance, clerking and health & safety services to the College. ESS has also has third party clients in the FEC sector.

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## **CHELMSFORD COLLEGE CORPORATION**

### **THE ROLE OF THE CHAIR AND VICE-CHAIR**

- 1 The Chair and Vice-Chair of the Corporation of Chelmsford College shall be elected by the full Corporation. The process of election of a Chair and Vice Chair and, where considered necessary, Chair Designate is outlined in the attached Appendices A and B. The term of office is currently a four-year term, confirmed annually.
- 2 The Chair shall preside at meetings of the Corporation, and in his/her absence, the Vice-Chair shall preside. If both of the above are absent from the Meeting, the remaining Governors shall appoint a person from amongst their number to act as Chair for that meeting.
- 3 The Chair may call a special meeting of the Corporation (if necessary with less than seven days notice) if there are matters of significance to be dealt with which are too urgent to await the next scheduled meeting.
- 4 At meetings of the governing body where there is an equal division of votes on a particular issue, the Chair may exercise a second or casting vote.
- 5 The Chair and Vice-Chair are also members of the Corporation's Search, Governance & Remuneration Committee and can also be Chairs of Committees of the Corporation, except that the Chair of the Corporation cannot be Chair of the Audit Committee.
- 6 The Chair is also the Chair of the Corporation's Search, Governance & Remuneration Committee unless they choose not to be when a potential conflict is identified or otherwise.
- 7 The Chair and Vice-Chair will strive to build an effective Board through:
  - leading and promoting the Mission and Values and educational character of the College
  - the development of a strong team spirit among Board members
  - demonstrating highly professional chairing skills, in ensuring clear decisions are determined through allowing all members to have an opportunity to speak and not personally dominating the discussion
  - positive leadership in shaping the style and tone of meetings
  - providing personal support to other Board members and, if and when necessary, discuss matters relating to poor attendance and unsatisfactory performance or conduct where necessary.
  - promoting a critical self assessment of Board processes
  - ensuring managerial freedom and scope of action to the Principal and Chief Executive, and other Senior Postholders, to achieve their agreed objectives within executive limitations.
  - Encouraging on-going member participation in all issues and strategic decisions.
  - Addressing the balance of the Board with respect to gender, age, ethnicity and stakeholder representation.
- 8 The Chair and Vice-Chair shall, together with the Principal, act as the principal spokespersons for the college in communication with the media in the event of any circumstance likely to damage the interest of the College.
- 9 The Chair will ensure that business of the Board is conducted properly in accordance with the Instrument and Articles of Government, Corporation Standing Orders, the AoC Code of Good Governance for English Colleges and recognised 'Good Practice'.
- 10 The Chair will meet regularly with the College Principal to review the business situation and major on-going developments within the College.

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- 11 The Chair will liaise with the Clerk on routine Board business and regulatory requirements, and determine the agenda for meetings of the Corporation in consultation with the Principal and the Clerk.
  - 12 The Chair and Vice-Chair shall seek to promote the interests of the College wherever possible.
  - 13 The Chair may act on behalf of the governing body between Meetings on matters such as the signing of routine documents on behalf of the Corporation in accordance with the procedures outlined in paragraphs 21 to 24 below.
  - 14 The Chair (or the Vice-Chair) will represent Chelmsford College at meetings, presentations and conferences as and when appropriate.
  - 15 The Chair and Vice-Chair will collaborate with the Principal and the Clerk in formulating a programme for Governor training events.
  - 16 The Chair will assist in compiling a job description and person specification for the Senior Postholders of the College and will organise with the Clerk and the Principal the appropriate arrangements for the selection process. If the appointment is for Principal, the Chair and the Clerk will organise a Selection Panel of governors to establish the arrangements including job description and person specification.
  - 17 The Chair and the Vice-Chair will undertake the annual appraisal of the Principal and report the results thereof to the Search, Governance & Remuneration Committee. As part of the appraisal process, the Chair and the Vice-Chairs will canvass views from other Members of the Board.
  - 18 The Chair and Vice-Chair will undertake the annual appraisal of the Clerk to the Corporation.
  - 19 The Chair and Vice-Chair will exercise those responsibilities detailed in the Articles of Governance with regard to the suspension and dismissal of Senior Postholders.

#### **CHAIR'S ACTION**

- 20 From time to time, it will be necessary for the Chair, or in his/her absence, one of the Vice-Chairs, to act on behalf of the Governing Body between meetings. The Board empowers the Chair to act on its behalf when dealing with **routine actions** which would not normally merit an agenda item at a Board meeting, for example the signing of routine documents on behalf of the Corporation.
- 21 Occasionally, it will be necessary for the Chair or Vice-Chair to act on behalf of the Board between meetings on more weighty issues. This is normally preceded by a minuted record at the previous meeting to empower the Chair or Vice-Chairs to act accordingly.
- 22 **Exceptionally**, Chair's action will be required on an urgent matter, where delay would **seriously prejudice** the College. At the Board Meetings on 22 March 2013 and 23 July 2020 the Board agreed to decisions being taken via email resolution, where it is not possible to convene a Board Meeting or for another exceptional/urgent reason. The Chair will then act on that email decision and the matter will be reported by the Clerk to the next Board Meeting.

A resolution in writing agreed by such number of Members as required if it had been proposed at a Meeting of the Corporation or of a Committee of the Corporation shall be effectual as it had been passed at a Meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every Member entitled to attend and

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vote on the matter seven clear days in advance of the date at which the resolution shall lapse if not passed. The resolution may consist of several instruments in the like form each agreed by one or more Members. Written resolutions shall only be used in exceptional circumstances and where a decision is urgently required and it is impractical to call a Special Meeting of the Corporation or the relevant Committee. It will be a matter for the Chair, in consultation with Principal and Clerk to the Corporation, to decide whether a matter needs to be dealt with using this process.

- 23 In respect of all the circumstances in paragraphs 20 to 22 above, advice will be sought from the Clerk to ensure proper procedure is followed and Action is not taken ultra vires.

### **THE ROLE OF CHAIRS OF COMMITTEES**

- 1 The Chairs of Committees of the Corporation of Chelmsford College shall be elected by the Board for a four year term in each case, confirmed annually.
- 2 Membership of Committees is approved by the full Corporation, on the advice of the Search, Governance & Remuneration Committee.
- 3 The Chair of a Committee shall preside at meetings of the Committee. In his/her absence, a Chair drawn from the remaining members may be appointed to act for that particular meeting. Alternatively, a Committee may appoint a Vice Chair of that Committee.
- 4 At meetings of the Committee where there is an equal division of votes on a particular issue, the Chair of the Committee may exercise a second or casting vote.
- 5 The unapproved Minutes of each Committee meeting will be presented to the next scheduled Corporation meeting and the Chair of that Committee may wish to report on a particular item in those minutes.

Approved by the Board on 28 September 2018

***Policy and Procedure for the Appointment of Chair of the Corporation or Chair Designate*****1. Introduction**

A policy and procedure for the appointment of a Chair or Chair Designate is set out below.

**2. Policy**

2.1 Appointment to the office of Chair shall be carried out in accordance with the Instrument of Government (clause 6). Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair. Nomination shall be open to all independent members of the Corporation.

2.2 At the last Meeting of the Board before the expiry of the term of office of the Chair, or the Meeting following the resignation or removal from office of the Chair, Members shall appoint a new Chair from among their number in accordance with the Instrument of Government.

2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

2.4 In the event of a planned or expected vacancy arising for the office of Chair, a Chair Designate may be appointed up to six months prior to the office being vacated. The Chair Designate will work with the Chair for the remainder of his or her period of office, and will continue in this role until a new Chair is appointed. The Chair Designate is not a statutory office. In the absence of the Chair, the Vice-Chair shall assume the statutory responsibilities of the Chair, in accordance with the Articles of Government. The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

**3. Procedure**

3.1 In the event of a planned or expected vacancy arising for the office of Chair:

3.1.1 The Clerk will provide Members with written notice that an appointment is to be made to the role of Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit. This will normally be a minimum of four weeks

3.1.2 The Clerk will request written nominations be submitted to him/her at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee and a Member who seconds the proposal. The proposer shall also confirm, in writing the nominee's willingness to accept the office, if he or she is elected.

3.2 In the event of an unexpected vacancy arising for the office of Chair, at the first Meeting following the expiry of the term of office or the resignation of the Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.

3.3. The Clerk will table the names of nominees.

3.4 The method of election of the Chair will be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

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3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

3.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

#### ***4. Procedure for the Selection of Chair Designate***

4.1 Members shall receive a minimum of four weeks' notice that an appointment is to be made to the role of Chair Designate.

4.2. Written nominations shall be submitted to the Clerk at least 24 hours prior to the Meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee and a Member who seconds the proposal. The proposer shall also confirm, in writing, the nominee's willingness to accept the position, if he or she is elected.

4.3 The Clerk will table the names of nominees.

4.4 The method of election of the Chair Designate shall be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

4.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

4.6 In the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot shall be conducted and the process described in paragraphs 4.4 and 4.5 repeated until the matter is resolved.

4.7 The role of Chair Designate shall cease to exist upon the appointment of a new Chair.

***Policy and Procedure for the Appointment of Vice-Chair of the Corporation******1. Introduction***

A policy and procedure for the appointment of a Vice-Chair is set out below.

***2. Policy***

2.1 Appointment to the office of Vice-Chair shall be carried out in accordance with the Instrument of Government (clause 6). Neither the Principal nor any staff or student member shall be eligible to be appointed as Vice-Chair. Nomination shall be open to all independent members of the Corporation.

2.2 At the last Meeting of the Board before the expiry of the term of office of the Vice-Chair, or the Meeting following the resignation or removal from office of the Vice-Chair, Members shall appoint a new Vice-Chair from among their number in accordance with the Instrument of Government.

2.3 The Clerk will be responsible for the organisation and proper conduct of the election process.

***3. Procedure***

3.1 In the event of a planned or expected vacancy arising for the office of Vice-Chair:

3.1.1 The Clerk will provide Members with written notice that an appointment is to be made to the role of Vice-Chair. The Clerk will endeavour to provide adequate notice and, where circumstances permit. This will normally be a minimum of four weeks

3.1.2 The Clerk will request written nominations be submitted to him/her at least 24 hours prior to the meeting at which the election is to take place. Nominations shall include the signatures of a Member who proposes the nominee and a Member who seconds the proposal. The proposer shall also confirm, in writing the nominee's willingness to accept the office, if he or she is elected.

3.2 In the event of an unexpected vacancy arising for the office of Vice-Chair, at the first Meeting following the expiry of the term of office or the resignation of the Vice-Chair, the Clerk will seek nominations. Nominees must be proposed and seconded by other Members, and confirm their willingness to accept the office, if elected.

3.3. The Clerk will table the names of nominees.

3.4 The method of election of the Vice-Chair will be by secret ballot. All Members shall be entitled to vote. The Clerk will provide each Member with a ballot paper. Each Member will be asked to indicate his or her choice by casting a single vote. A Member will be entitled to vote for himself or herself.

3.5 The method of election shall be that of simple majority. The Clerk will count the votes and report the number of votes cast for each nominee.

3.6 in the event of a tie, each nominee will be given the opportunity to withdraw his or her nomination, thus changing the situation. If two or more nominees remain, a further ballot

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shall be conducted and the process described in paragraphs 3.4 and 3.5 repeated until the matter is resolved.

**BOARD OF THE CORPORATION COMMITTEE STRUCTURE & MEMBERSHIP  
2019-20**

<p><u>CLERK TO THE CORPORATION</u></p> <p>Robert I Millea FCA CA ANZ Reports to the Chair of the Corporation</p>	<p><u>BOARD OF THE CORPORATION (16)</u> The individuals/vacancies identified below total 16</p> <p><b>Elaine Oddie Chair</b> Sarah Noble Vice Chair Jenny Beaumont Trevor Bolton Stuart Hodges (staff) Susan Hughes Amanda Montague Christian Norman Jaya Patten Thomas Pipe (student) Seena Shah Andy Sparks (Principal) Barbara Vohmann Doug Zeeman 2 vacancies</p> <p>Quorum 6</p>	<p><u>MEMBERSHIP</u></p> <p>Governors 11 Principal 1 Staff Governors 1 Student Governor 1</p> <p><b><u>Total Members 14</u></b></p>
<p><u>AUDIT COMMITTEE (8)</u></p> <p><b>Susan Hughes Chair</b> Jenny Beaumont Trevor Bolton Stuart Hodges Amanda Montague Jaya Patten Doug Zeeman 2 vacancies</p> <p>Quorum 2</p>	<p><u>QUALITY &amp; LEARNERS COMMITTEE (10)</u></p> <p><b>Sarah Noble Chair</b> Susan Hughes Christian Norman Elaine Oddie Seena Shah Andy Sparks (Principal) Barbara Vohmann Thomas Pipe (student) 2 vacancies</p> <p>Quorum 3</p>	<p><u>SEARCH, GOVERNANCE &amp; REMUNERATION COMMITTEE (5)</u></p> <p><b>Elaine Oddie Chair</b> Sarah Noble Vice Chair Jenny Beaumont Susan Hughes Andy Sparks (Principal)</p> <p>Quorum 3</p>
	<p><u>SPECIAL COMMITTEE</u></p> <p>Any 3 Governors excluding the Chair, Vice-Chair, Principal, Staff &amp; Student Governors.</p>	

<b>1.</b>	<b><u>ACTIVITY: CORPORATION MEMBERSHIP</u></b>		
	<b>QUALITY STANDARD</b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
1.1	The membership of the Corporation will include the skills most required/deemed as most important.	Skills Matrix Corporation Members' CVs Review of proposed re-appointments Interviews of potential governors	Search Governance & Remuneration Committee
1.2	Members will be selected so as to represent the balance of the local community.	Audit of Corporation membership.	Search Governance & Remuneration Committee
1.3	Vacancies will be targeted to be filled within 6 months.	Records.	Clerk and Search Governance & Remuneration Committee
<b>2.</b>	<b><u>ACTIVITY: CORPORATION &amp; COMMITTEE MEETINGS</u></b>		
	<b><u>QUALITY STANDARD</u></b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
2.1	Governors will attend minimum 75% of Corporation Meetings overall.	Attendance Records.	Clerk
2.2	Meetings of the Board and its Committees should not exceed 3 hrs duration	Minutes	Clerk & Chairs
2.3	Each Governor will be a member of at least 1 committee.	Membership list of each Committee.	Clerk
2.4	All Corporation and Sub-Committees will be quorate.	Attendance Records.	Clerk

<b>2.</b>	<b>ACTIVITY: CORPORATION &amp; SUB-COMMITTEE MEETINGS</b>		
	<b><u>QUALITY STANDARD</u></b>	<b>HOW MEASURED</b>	<b><u>RESPONSIBLE</u></b>
2.5	Agendas and Papers will be sent out 7 days prior to the meeting and will be uploaded at that time to the Governors' Portal.	Comparison of Dates and Letters/Meetings.	Assistant to Clerk
2.6	Draft Minutes will be produced for review by the appropriate Chair within 14 days of the meeting taking place. Once reviewed by the Chair, the unapproved Minutes will be uploaded to the Governors' Portal.	Records of meetings/letters/emails circulating draft minutes.	Clerk
2.7	The Board and all Committees will have an Annual Schedule of Business approved by the Board before the start of each academic year.	Records of agendas.	Clerk
<b>3.</b>	<b><u>ACTIVITY: INDUCTION/TRAINING</u></b>		
	<b>QUALITY STANDARD</b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
3.1	New Governors will meet the Chair, Principal and Clerk, and receive Induction within 6 weeks of appointment and meet the Senior Management Team as soon as possible after appointment but no later than 3 months thereafter	Letters/records of Meeting.	Clerk
3.2	New Governors will be encouraged to attend external Induction courses for Governors (when these are available) within 9 months of appointment.	Letters/records. Staff Development records	Clerk and Assistant to Clerk

<b>3.</b>	<b><u>ACTIVITY: INDUCTION/TRAINING</u></b>		
	<b>QUALITY STANDARD</b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
3.3	All Governors will be encouraged to attend courses on governance issues and will be expected to attend at least 1 training event/workshop per year (either internal or external)	Letter/records.	Clerk
<b>4.</b>	<b><u>ACTIVITY: COLLEGE PERFORMANCE</u></b>		
	<b>QUALITY STANDARD</b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
4.1	The Corporation will monitor the College's financial performance and the Strategic Plan Operating Statement.	Records of agendas/papers/minutes and reports.	Clerk
4.2	The Corporation will review & approve the College's 3 Year Development Plan at the July Board Meeting in accordance with the requirements of the ESFA.	Records of agendas/papers/minutes.	Clerk
4.3	The Corporation will monitor student achievement regularly by reviewing KPIs set by the Board.	Records of agendas/papers/minutes.	Clerk
4.4	The Corporation will set and monitor student retention, Success Rates and achievement targets termly/annually and ensure these are met by reference to KPIs set by the Board at the start of the academic year.	Records of agendas/papers/minutes.	Clerk
4.5	The Corporation will approve and file Year-End Accounts and Report of the Members by 31 December each year with the ESFA.	Records of agendas/papers/minutes.	Clerk
4.6	The Corporation will ensure effective scrutiny of Reports from the Internal Audit Service and other assurance providers via the Audit Committee.	Records of agendas/papers/minutes.	Clerk

5.	<b><u>ACTIVITY: GENERAL GOVERNANCE</u></b>		
	<b>QUALITY STANDARD</b>	<b>HOW MEASURED</b>	<b>RESPONSIBLE</b>
5.1	All Governors will complete and/or annually update their "Register of Interests" and their Declaration of Eligibility as noted in the Governors' Code of Conduct	Records kept by the Clerk to the Corporation.	Assistant to Clerk
5.2	All Governors will take an active part in the annual College SAR process, including attendance at validation meetings for each Department (where possible) and undertaking scrutiny of the whole College SAR.	Records kept by the Clerk to the Corporation.	Clerk and Chair
5.3	The Terms of Reference of each Committee will be reviewed annually and the Clerk will prepare a Report annually for each Committee demonstrating compliance by the Committee with its Terms of Reference.	Minutes of Committee Meetings. Written Compliance Reports.	Chair of Committees and Clerk
5.4	In the interests of openness and accountability, Corporation agendas, and approved minutes (excluding items declared Confidential) will be available from the Clerk and non-confidential minutes will be placed on the College website when approved by the relevant Committee or the full Board. Unapproved minutes will be placed on the Governors' Portal.	Clerk to the Corporation to ensure approved non-confidential minutes are placed on the College Website	Clerk