

HEART OF WORCESTERSHIRE COLLEGE

**Statement of Governance Principles
and Scheme of Delegation**

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Review Frequency: Triennial

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Clerk to the Corporation

STATEMENT OF GOVERNANCE PRINCIPLES

Introduction

This document sets out the principles underpinning the College Corporation's work.

College governance concerns the work and responsibilities of the Corporation and its immediate relationships with College senior managers, with auditors, inspectors and regulators, and with the College's stakeholders, who include students, staff, employers, government agencies and the local community.

The work of the non-executive Corporation Members is in many ways similar to that of the non-executive directors of a business enterprise. They set the framework of policies and strategies within which the College's managers operate and then monitor these operations. For their period of office, Governors hold the College in trust on behalf of the local community, ensuring that it serves the needs of the community effectively and that the College remains in good shape to meet the needs of future generations of students.

The College's Corporation seeks to uphold the highest standards of openness and accountability. It recognises not only its responsibility to its community for ensuring the effective and efficient conduct of the College, and for determining its shaping for the future, but also that the Corporation itself is seen to behave in a principled and transparent fashion.

The Corporation will seek to uphold the following Governance Principles:

1 Setting Strategy

The Corporation is responsible for the approval of the strategic documents that are listed in **Annex A** to the Scheme of Delegation, the Recurring Document Schedule. The Clerk to the Corporation will periodically update this document. Key strategic documents for Corporation approval include the Risk Management Review and Self Assessment Report, the Strategic Plans informing the College Mission Statement, the Quality Strategy, the Annual Budget and Three Year Financial Plan and the College Estates Strategy.

2 Approving High Level Policy

The Corporation is responsible for the approval of the high level policies that are listed in **Annex B** to the Scheme of Delegation, the Policy Schedule for Corporation Approval. The Clerk to the Corporation will periodically update this document. The Principal will implement these policies through appropriate means, which may include delegation.

3 Monitoring Implementation

The Corporation is responsible for monitoring the Principal's implementation of the policies that are listed in **Annex B** to the Scheme of Delegation, the Policy Schedule for Corporation Approval. The Principal will provide appropriate data for monitoring, which may take the form of an annual report or a periodic review of a particular policy.

4 Informed Governance

The Corporation will not be involved in the day to day running of the College, this is the responsibility of the Principal and Chief Executive. The Principal is responsible for ensuring the approval, review, implementation and monitoring of all supporting procedures and detailed policies. Detailed policies will include those listed in **Annex C** to the Scheme of Delegation, the Delegated Policy Schedule, but this list is not intended to be exhaustive.

Items presented to the Corporation will normally be for decision making ("approval") or "monitoring" rather than just for discussion. There are occasions when it is appropriate for the Corporation to "consider" proposals or to "review" existing practice and this will be indicated on the Agenda for the meeting. Members of the Executive will normally attend

all Corporation meetings and other Senior Leadership Team members will attend meetings where appropriate.

The Corporation has a system of “Committees” with Governor members and these operate under Terms of Reference approved by the Corporation. Committee activity is recorded in Minutes and reported to the Corporation. Governors will not be members of College management committees. (For the avoidance of doubt, there will be a Governor Member of the Academic Board.) Minutes from management meetings will not normally be included in Corporation papers, with the exception of relevant Tender Committee Minutes in accordance with the Financial Regulations.

The Corporation may create “Governor Champion” roles for specific areas of expertise (for example, Safeguarding, Equality and Diversity) and Governor Champions may attend relevant College management committees at the invitation of management in order to become better informed. The existence of a Governor Champion does not detract in any way from Corporation responsibility for these areas of activity. The Principal is the Corporation’s nominated Health and Safety Governor.

The College Executive may also create “Groups” which have Governor and Manager members and these will operate outside the control of the Corporation under Terms of Reference approved by the Group. Group activity will be recorded in management Notes and reported to the Corporation. These groups are intended to engage Governors with Managers in a more in depth and co-creative capacity – for instance the Quality Group may conduct “Deep Dive” reviews of key areas of College work and the Estates Group may be involved in site visits – but Governors are not expected to provide advice to management where professional advice should properly be sought.

The Corporation has approved the “Governor Insight Scheme” which encourages Governors to attend a variety of events such as Quality Reviews, accompanied Learning Walks, award ceremonies and shows. This provides an opportunity to Governors to interact with Staff and Students and to gain an overview of life in the College. It also allows Governors to understand some key management processes and to triangulate information provided in meetings.

The Clerk to the Corporation provides a monthly email briefing for Governors which includes local and national press information, Governance circulars from law firms, auditors and funding bodies and training opportunities. Items for information or “noting” may be passed on to Governors outside meetings through the Clerk to the Corporation at other times.

4 Meeting Legal Requirements

The Principal is responsible for ensuring that the College complies with all relevant legislation. Where legislative changes affect policies that are approved by the Corporation, the Principal will bring appropriately revised policies to the Corporation for consideration. The Principal may be assisted in this task by the Clerk to the Corporation.

The Corporation and the Principal will be guided by the Instrument and Articles of Government. The Clerk to the Corporation will interpret the requirements of this document where necessary.

5 Cyclical Focus

The Clerk to the Corporation is responsible for drafting Agendas to ensure that key aspects of Corporation Business are considered once in the course of each term. The Corporation Cycle of Business is a working document used by the Clerk to the Corporation in the preparation of Agendas. Agendas are approved by the relevant Chair.

6 Propriety

The Corporation supports the Nolan Principles of Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership in the conduct of public life.

Governors will always act honestly and reasonably as Corporation Members. Governors will comply with the Corporation Code of Conduct.

SCHEME OF DELEGATION

1. Purpose of the Scheme of Delegation

- 1.1. This Scheme of Delegation distinguishes between matters reserved exclusively for the Corporation's approval or decision, and matters delegated to committees and individuals. These have been cross-referenced against the legal framework governing colleges, i.e. the Instrument and Articles of Government, (February 2016) Education and Skills Funding Agency's Financial Memorandum (issued July 2017) and Post -16 Audit Code of Practice (issued March 2017).

2. Delegation Framework

- 2.1 This enables all parties to fulfil their roles and responsibilities, provides clarity on individual and collective responsibilities, and delegated responsibilities, as outlined below. Responsibilities that have been retained and delegated by the Corporation are detailed in **ANNEX A – C**.

- 2.2 The Board has authority to delegate matters to its committees and to the Principal in accordance with the provisions of Article 4(1):

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

- 2.3 Appropriate levels of responsibility and accountability for the Corporation, individuals and its committees are set out. (The Corporation and Committee structure is shown in **ANNEX D**).

3. Role of the Corporation

- 3.1 The Corporation sets the strategic and operational framework within which the Principal will manage the College and the Corporation will monitor and hold the Senior Leadership Team to account to achieve the College's Strategic Plan.

- 3.2 The responsibilities of the Corporation are set out in the Articles of Government. 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 the oversight of its activities;
- (aa) Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (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; and
- (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.
- (f) setting a framework for the pay and conditions of service of all other staff.

3.3 Article 9 states that 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 or 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 of a member of staff); and
- (f) The modification or revocation of these Articles.

3.4 Article 10 states that:

- (1) The Corporation may not delegate -
 - (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.
- (2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

3.4 These responsibilities are supplemented by reference within the Financial Memorandum as follows:

3 Responsibilities of the Governing Body

3.1 The Governing Body of the College has responsibilities for ensuring that the College's funds are used only in accordance with the College's powers as set out in the Further and Higher Education Act 1992 and the College's own statutory duties and other obligations.

3.2 The Governing Body is responsible for ensuring the solvency of the College and shall inform the ESFA of any transactions that could jeopardise financial viability. The Governing Body is responsible for achieving value for money in all transactions involving Public Funds.

3.3 The Governing Body shall appoint an accounting officer with an appropriate separation of duties between executive and non-executive roles and responsibilities. The expectation is that the accounting officer will be the Principal of the College. The Governing Body shall inform the ESFA in writing of the name and position of the accounting officer and if the accounting officer is absent from the College for an extended period as determined by the College, the name of the person who will discharge the accounting officer's responsibilities during the absence.

3.4 The College shall inform the ESFA in writing of the vacating or filling of the positions of chair of the Governing Body and Principal and the clerk.

3.5 The College must notify the ESFA in writing if there is a change in its Corporation name.

4. Role of the Principal

4.1 The statutory powers and duties of the Principal are set out in Article 3(2). The Principal shall be the Chief Executive of the institution, and shall be responsible for:

- (a) Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- (b) The determination of the institution's academic and other activities;

- (c) Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- (d) The organisation, direction and management of the institution and leadership of the staff;
- (e) The appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- (f) Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

4.2 These responsibilities are supplemented by reference within the Financial Memorandum as follows:

4. Responsibilities of the Accounting Officer

4.1 The Governing Body shall require the accounting officer to take personal responsibility, which shall not be delegated, to assure them that there is compliance with the Financial Memorandum and all other terms and conditions of funding. The accounting officer may be required to appear before the Parliamentary Committee of Public Accounts on matters relating to the College's use of Public Funds.

4.2 The accounting officer shall be responsible for advising the Governing Body in writing if at any time, in his or her opinion, any action or policy under consideration by the Governing Body is incompatible with the Financial Memorandum. If the accounting officer has evidence that the Governing Body is acting in breach of the Financial Memorandum or any other terms and conditions of funding the accounting officer shall inform the ESFA in writing.

4.3 Article 11 states that the Principal may delegate functions to any member of the Senior Leadership Team other than:

- (a) The management of budget and resources; and
- (b) Any functions that have been delegated specifically to the Principal by the Corporation

5. Role of the Clerk

5.1 The Clerk shall be responsible for the following functions set out in Article 3(3): -

- (a) Advising the Corporation with regard to the operation of its powers;
- (b) Advising the Corporation with regard to procedural matters;
- (c) Advising the Corporation with regard to the conduct of its business; and
- (d) Advising the Corporation with regard to matters of governance practice.

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

- 5 (5) Receiving written notice of the Chair/Vice Chair's resignation
- 7 (6) Receiving notice of a Member's disqualification from office
- 9 (1) Receiving written notice of a Member's resignation
- 10 (5) The maintenance of a Register of Members' Interests
- 11 (2) Calling meetings and sending out agendas

6 Role of the Chair and taking Chair's Action

6.1 The Chair has the same legal authority as other Corporation Members and acts as "First among Equals". The Chair is responsible for the leadership of the Corporation and is ultimately responsible to the College's stakeholders for the effectiveness of the Corporation. The following responsibilities are defined in the Instrument of Government:

- 11 (3) Issuing the agenda item and relevant papers relating to any proposal regarding the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk
- 11 (4), 11 (5), 12 (4) Calling special meetings
- 13 (2) Second or casting vote in situations where there is an equal division of votes
- 14 (3) where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed by the Chair as a true record
- 19 Authentication of the use of the Corporation Seal

6.2 The following responsibilities are defined in the Articles of Government:

12(1) The Chair or Vice Chair shall form part of the selection panel for the Principal

6.3 The Chair or in the Chair's absence, the Vice-Chair may also deal with those matters specifically delegated to him/her by the Corporation. However, the Chair shall not have delegated authority in relation to any matters listed in Article 3(1) see 3.2 above, or those responsibilities specifically delegated to the Principal under Article 3(2) see 4.1 above.

6.4 The Corporation Chair is empowered to take Chair's Action as follows under the Standing Orders for the Corporation and its Committees:

21.1 There are occasions when issues arise which should be placed before the Corporation, but the next meeting is scheduled for a date too distant in the future, and there is no time to call a Special Meeting. Such issues will normally be crucial to the well being of the College. In such circumstances the Corporation has agreed that the Chair may take action on its behalf, on condition that such a course of action is not contrary to the Instrument and Articles of Government or other regulations. The Chair will consult the Principal and at least two other Corporation Members, including the Vice-Chair if available, before the decision is made.

21.2 A written note of the Chair's action will be placed on file and reported at the next Corporation meeting for information.

7. Committees

7.1 Under Article 4, the Corporation may establish committees for any purpose or function other than those assigned elsewhere in the Articles to the Principal and may delegate powers to such committees, the Chair or the Principal. The number of Members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.

7.2 The Corporation may also establish other committees. These will have clear terms of reference, setting out their responsibilities to the Governing Body. If they are given delegated powers, these will be explicitly stated.

7.3 The Corporation has retained the requirement under the Articles to have:

5.1 A Search Committee to advise on the appointment of Members (other than as staff or student Members) and such other matters relating to membership and appointments as the Corporation may ask it to. The functions of this committee have been extended and it is now known as the "Governance and Search Committee".

6.1 An Audit Committee (to advise on matters relating to audit arrangements and systems of internal control).

7.4 The Corporation has also approved Terms of Reference for:

Remuneration Committee
Governance and Search Committee

- 7.5 The Corporation may not delegate to committees any matters listed in Article 9 (listed in 3.3).
- 7.6 Tasks which have been delegated by the Corporation are listed in Annex C.

ANNEX D

**HEART OF WORCESTERSHIRE COLLEGE
CORPORATION AND COMMITTEE STRUCTURE CHART**

