

Loughborough College Corporation – Standing Orders

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 Corporation and its members in discharging their responsibilities under the Instrument & Articles of Government and other relevant regulatory documents
- To set out Terms of Reference for the Corporation and its Committees; and
- To complement the following regulatory documents:
 - Further and Higher Education Act 1992
 - Any subsequent Education Acts
 - The Learning and Skills Act 2000
 - Any relevant laws, regulations, orders or directions made by the Secretary of State
 - The provisions of the Instrument and Articles of Government and
 - Other documents which have been adopted by the Corporation to regulate Corporate Governance
 - The Financial Memorandum
 - The Joint Audit Code of Practice
 - The AoC Foundation Code of Governance

1.2 Interpretation and Distribution

The appendices to these Standing Orders shall be regarded as being an integral part of these Standing Orders. These Standing Orders shall be reviewed and approved periodically by the Governing Body. A copy shall be circulated to all Corporation Members following that meeting and to other interested parties; an electronic version will also be accessible from the College Website.

2. The Governing Body

2.1 Determination of Membership

Unless otherwise determined by the Corporation, the Corporation shall consist of a maximum of seventeen members, of whom:

Twelve shall be Independent Members

One shall be the Chief Executive

Two shall be Student Members

Two shall be Staff Members

Membership numbers shall be reviewed regularly on the advice of the Chairs' Standing Committee (acting as a Search committee)

In accordance with Clause 9 of the Instrument – with the exception of the Student Member(s) who shall hold office for up to two years; and the Chief Executive, the normal period of office of a Member of the Corporation shall be four years; with a one year probationary review.

A Member may be re-appointed for a second term of not more than four years. The Chairs' Standing Committee will consider a re-appointment of a Member, including undertaking a review of their membership, contribution and attendance record before making a recommendation to the Corporation on whether or not to re-appoint. In exceptional circumstances, a Member may be re-appointed for further periods of two years.

The Student Member(s) shall be nominated in consultation with the Loughborough Students' Union and shall be a student currently enrolled at the College who has been elected. Ideally there will be an FE and an HE Student.

2.2 Officers

The Members shall appoint a Chair to serve for a period of three years with the possibility of re-election for subsequent terms. At the end of the second year, should the Chair make it clear that s/he is considering the possibility of standing down from this position (this is a reversible decision); the Chair and Clerk should take a sounding for a Chair Elect and the appointed person will spend one year shadowing the Chair, prior to taking up the post at the end of the Chairs' term of office. The Chair Elect will also be encouraged to attend workshops for Aspiring Chairs during the year.

The Vice Chair will be appointed for a period of two years with the possibility of re-election for subsequent terms. S/he will not automatically become Chair Elect or Chair; although the Vice Chair will be expected to take the position of Chair in the Chair's absence.

If the Chair, Vice Chair and Chair Elect are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as

Chair for that meeting, provided that the Member chosen shall not be the Chief Executive, nor a Staff or Student Member.

At the last meeting before the expiry of the term of office of the Chair, Members will give approval for the Chair Elect to be appointed as Chair. If the Chair resigns or is removed before the end of the appointed term, then Members will approve the early appointment of the Chair Elect to Chair.

At the last meeting before the expiry of the Vice Chair, or at the first meeting following the resignation or removal from office of the Vice Chair, the Members shall appoint a new Vice Chair, as the case may be.

The officers posts shall be filled only from among the Membership and existing office holders shall be eligible for re-election.

2.3 Election Process

Neither the Chief Executive, Staff or Student Members shall be eligible to be appointed as Chair or Vice Chair or to act as Chair in their absence.

A candidate must be nominated and seconded by current Members. Self nomination is permissible.

Where there is more than one candidate, the appointment shall be made following one or more secret ballots until a single candidate has obtained a majority of the votes cast.

No Member may act as Chair for that part of the meeting where that Member is a candidate for election. If neither the Chair or Vice-Chair is able to act as Chair during the election process, the Clerk shall act as Chair but only for the purposes of conducting the election. The Clerk does not have a vote.

The Chair and Vice Chair shall be free to choose the mode of address they wish to be used; eg Chairman, Chairwoman, Chairperson, Chair

2.4 Self Assessment

The Corporation shall consider on an annual basis:

- The training and development of its members

- An assessment of its own performance as perceived by individual Corporation Members
- Attendance levels of Corporation Members at meetings of the Governing Body and its Committees; and
- Its own range of skills and experience, in order to identify and rectify any deficiencies

In considering these matters, the Corporation will take into account the advice of the Chairs' Standing Committee.

The Terms of Reference for the Corporation are set out in Appendix A

2.5 Communicating with the Public or Outside Bodies

Corporation Members shall at all times observe the principles of collective responsibility.

Official communications on behalf of the Corporation with any outside person or body shall be undertaken only through the Chair of the Corporation, in consultation with the Chief Executive. In conveying information on decisions or policies of Loughborough College, the Chair of the Corporation shall be deemed to be acting on behalf of the Corporation.

2.6 Delegated Authority

2.6.1 Chair's Action

The Chair or Vice Chair (in Chair's absence), shall, in accordance with authority delegated to her/him, take all appropriate actions on behalf of the Corporation during the periods between meetings which are urgently required to ensure that Loughborough College's interests are safeguarded. Committee Chairs have similar authority with their respective committees, provided the matter to be actioned does not involve financial actions.

The Chair or Vice Chair (and in the case of matters which have been delegated to a Committee, the Chair of that Committee), shall ensure that the Chief Executive 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 the Corporation and approved by the next meeting of the Corporation. In the event that the Corporation does not

approve the decisions taken, the Corporation shall decide what further action to take.

2.6.2 The Chief Executive

The Chief Executive of the College, has personal functions derived from the Articles of Government, rather than by delegation from the Corporation. The decisions required for the purpose of carrying out those personal functions are a matter for the Chief Executive, and s/he may choose to delegate those personal functions, except the management of the College budget and resources and any functions that have been delegated to the Chief Executive by the Corporation, to a member of the Executive.

From time to time the Chief Executive may choose to consult the Corporation, Committee, any Chair or Vice Chair to obtain their view of a particular issue arising within her/his Articles functions; regardless of the outcome of that consultation, responsibility for any necessary decision will remain with the Chief Executive.

Where the Chief Executive has been granted additional functions by delegation from the Corporation or a Committee, the Chief Executive may, nonetheless, choose to refer a particular issue arising within those additional functions back to the Corporation or Committee; in those circumstances, responsibility for any necessary action will rest with the Corporation or Committee as the case may be.

The role of the Chair and Vice Chair, Chief Executive and Clerk are detailed in Appendix J at the back of this document.

2.6.3 Committees

The Corporation will appoint the following committees:

Required by Articles:

- (i) Audit and Risk Committee

Required by these Standing Orders:

- (ii) Chairs' Standing Committee
- (iii) Remuneration Committee

(iv) Special Committee (as and when required)

The Chairs' Standing Committee will consist of the Chair and Vice Chairs of the Corporation, the Chair of each Committee (other than a Task & Finish Group) and the Principal.

The Corporation may establish other Committees as the need arises, with a composition, terms of reference and delegation of powers (if any) as it sees fit, other than those powers identified in Clause 3(1) of the Articles.

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

A Committee which has been granted delegated powers may nonetheless, choose to refer a particular issue back to the Corporation.

In establishing Committees, the Corporation shall:

- Define the authority delegated to the Committee
- Set out the activities of the Committee normally required to discharge the delegated authority
- Determine the membership of the Committee
- Appoint the Chair of the Committee and
- Define the terms of office of the Chair and the Committee Members (Chair shall normally be two years); and review biennially the extension of such terms of office.

Each Committee, shall through its Chair, report to the Corporation, the minutes and activities it has undertaken in exercising its delegated authority and identify any items that have been recommended for the approval of the Corporation.

The Committee structure, delegated authority and terms of reference of the Committee(s) shall be reviewed by the Corporation annually. The Terms of Reference of each Committee are set out in Appendices B and C.

For the avoidance of doubt, and in accordance with the Articles the Corporation shall not delegate:

- The determination of the educational character and mission of the institution
- The approval of 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 Post Holder
- The modification or revocation of the Instrument and Articles

The Chief Executive shall be ex-officio member of all Committees excluding the Audit & Risk Committee and the Remuneration Committee.

The Chair shall not serve on the Audit and Risk Committee.

Members who serve on the Audit and Risk Committee shall not serve on any Committees with spending powers.

The Staff or Student Corporation Members shall not serve on the Search or Remuneration Committee.

Persons who are not Corporation Members may be appointed to serve on Committees. Corporation Members shall always be in the majority on each Standing Committee. The term of office of a non-Corporation Member shall normally be one year, but this may be extended by the Governing Body.

A person appointed to a Committee who is not a Corporation Member may not vote on any expenditure decision. Such a person may be appointed or act as Chair of the Committee, but if so appointed:

- (i) shall not have a second or casting vote;
- (ii) is not authorised to take Committee Chair's action under paragraph 2.6.1 above;
- (iii) shall not be a member of the Chair's Standing Committee.

Where such a person is appointed as Chair, the Committee will agree who from among the Committee membership will present the minutes of that Committee to the Corporation Board.

2.6.4 Task and Finish Groups

The Corporation may set up one or more Task and Finish Groups, to examine the detail, advise and make recommendations to the Corporation on matters of organisational significance. Such groups will include a majority of serving Corporation Members but may, at the discretion of the Corporation, include outside advisors or Corporation Advisors drawn from the Register of Expertise.

A Task and Finish Group will be given a clear brief and a completion date (which can be extended by the Corporation at its discretion).

If the Terms of Reference for the Group include the power to commit resources, they will include a maximum financial limit without referral to the Corporation.

2.6.5 Register of Expertise

The Corporation on the advice of the Search Committee, will appoint Corporation Advisors – these people will not be Members of the Corporation but will be recognised as Special Advisors and their details will be kept on a Register of Expertise and will be consulted when necessary or appointed to a Committee.

Such persons shall not normally serve as Committee Chairs, but shall count towards the quorum of the Committee.

2.6.6 Special Committee

A Special Committee shall comprise of no fewer than three members of the Corporation, other than the Chair and Vice Chair of the Corporation, the Chief Executive and Staff and Student Members. The quorum shall be three members.

In accordance with any rules determined by the Corporation for the conduct of the Committee examining the case for the dismissal of a Senior Post Holder; the hearing of any written or oral representations and the preparation of a written report for consideration by the Corporation.

A Special Committee has the power to dismiss.

2.6.7 College Companies

The Corporation is able to establish companies and trusts for specific purposes.

Any profits made by the companies are gifted to the College.

The Corporation shall appoint at least two directors to each wholly owned company, at least one should be a member of the Corporation.

The Corporation appoints the Directors of the companies.

3. Corporation Away Days

The Corporation will normally hold Corporation Away Days twice per academic year with the purpose of reviewing and, if necessary, updating the Strategic Plan and reviewing the performance of the Corporation against its key functions and vision, and any other business the Corporation sees fit.

4. Discipline, Grievances and Appeals

The Loughborough College Disciplinary, Grievance and Appeals Policies call for the Corporation 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 Loughborough College policies.

The Corporation will adjudicate these matters only when all Loughborough College Grievance and Appeals Policies have been properly exhausted.

Any Corporation Member 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 Corporation's adjudication of the matter in question.

Corporation Members adjudicating a Grievance or Appeal are entitled to be supported by a reasonable level of expertise.

4.1 Senior Post Holders: Discipline, Grievance and Appeals

Policies for Senior Post Holders may make different provisions relating to Discipline, Grievances and Appeals. These policies should be referred to in considering the involvement of Corporation Members in such matters.

5. **Conduct of Meetings**

5.1 Frequency and Attendance

The Corporation shall hold regular Ordinary Meetings, no fewer than one per term. Ordinary meetings shall be called by the Clerk.

The programme of Ordinary Meetings of the Corporation and Committees for any academic year shall be determined by the Corporation by the final meeting of the previous academic year, notwithstanding that the Board (or for Committee meetings, the Committee) may vary the dates of meetings if circumstances so require.

Corporation Members are expected to attend all meetings of the Corporation and of those Committees of which they are members. In the event that a Corporation Member is unable to attend a meeting, s/he 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.

The Clerk shall maintain a register of attendance for Corporation Members and shall report on attendance levels annually to the Corporation.

The Clerk shall attend all proceedings of the Corporation.

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 Corporation shall agree appropriate temporary clerking arrangements. Neither the Chief Executive, Staff or Student Corporation Member shall act as temporary Clerk.

5.2 Notice, Agenda and Papers

The contents of agenda for meetings shall be determined by the Chair in consultation with the Chief Executive and the Clerk and the right of Members to put forward matters for consider; taking into account the following:

- Each Agenda (except that for a Special Meeting) shall include the approval and signature of the minutes from the previous meeting, together with consideration of matters arising from those minutes.
- The meeting will start with a call for declaration of interests, in accordance with the provisions of the Instrument & Articles of Government.
- The business of an Ordinary Meeting shall be clearly set out in an Agenda.
- There shall appear on the Agenda for each Ordinary Meeting of the Corporation, an item entitled “Any Other Business”. Members shall notify the Chair before the start of each meeting, of any matters which they wish to raise under this heading; the decision of the Chair on whether or not to permit that matter to be discussed will be final.
- The Annual Schedule of Business for the Corporation or its Committees shall be taken into account when determining the agenda of the Corporation and its Committees
- Items “For Information” shall be deemed to be as read, but opportunity will be available for queries to be raised

The Clerk, shall at least five days before the meeting, send to all Corporation Members the agenda for the meeting together with supporting papers.

Items for Agendas of Corporation Meetings (and supporting papers if appropriate), shall be given to the Clerk in sufficient time to enable the Clerk to issue (whether written or by electronic means), the Agendas and Papers.

The format of Corporation Reports should be agreed by the Corporation. Verbal reports are not permissible without prior agreement with the Chair.

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 an appropriate item in the Agenda.

Meetings are normally held around the table, but in special circumstances, with agreement by the Chair, some or all Members can participate in a meeting by telephone conference or video conferencing. Usual meetings protocol still applies.

The Corporation does not permit participation in meetings by email.

However, where no other alternative is practicable and the matter is urgent,

the provision relating to Chair's Action above will apply. The Chair (or relevant Committee Chair) may wish to consult with other Members by email before taking such action, but is not bound to do so.

5.3 Special Meetings

Special Meetings may be summoned at any time by the Chair, or as a consequence of a notice in writing to the Clerk, signed by any five members; in the event of there being special circumstances which require a Special Meeting.

Any five members notice given shall be accompanied by:

- (i) an explanation of the reasons for the meeting
- (ii) the nature of the business to be transacted and
- (iii) copies of any relevant papers upon which the notice is based and to which reference will be made at the meeting

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

Where at any time before the Special Meeting is held, one or more of the members who signed the notice, gives further notice to the Clerk that they now withdraw their support, the notice shall thereupon fail and the meeting shall not be held.

Agendas for Special Meetings of the Corporation shall not have items of Any Other Business

At any meeting of the Corporation, the Chair if present shall preside. In the absence of the Chair, a Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Chair Elect (if appointed/present), shall preside. In the absence of the Chair, Vice Chair, Chair Elect, the Clerk will invite the Corporation to nominate one of its number, who shall be an Independent Member, to preside.

5.4 Quoracy and Decision Making

The calculation of one-third for a quorate meeting is based on actual membership numbers at the time of the meeting, the majority of whom should be Independent Members. Members present by video-conference or

by telephone are to be counted in the quorum.. The quoracy rules for Standing Committees shall be set out in each Committee's Terms of Reference. (Appendix B and C).

If the number of members assembled for a meeting of the Corporation does not constitute a quorum within 30 minutes of the advertised starting time, the meeting shall not be held.

If during the course of the meeting of the Corporation, the number of members present ceases to constitute a quorum, the meeting shall be halted for a period of up to fifteen minutes, after which, the Chair shall adjourn the meeting forthwith. Informal discussion can, however, continue but will not be minuted and any matters raised will have to be considered anew at a quorate meeting, (if accepted by the Chair). The Chair may:

- (i) Call a Special Meeting called specifically for the consideration of the deferred business
- (ii) If s/he sees fit, exercise any power previously delegated to him/her to authorise urgent action to protect the interests of the College or the Corporation
- (iii) Will defer consideration of the outstanding matters on the agenda to the next ordinary meeting.

For the avoidance of doubt, those who have left a meeting temporarily as a result, for example, of having declared an interest, may not form part of the quorum in such circumstances.

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

In instances where a vote is 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.

In the case of equality of votes, the Chair shall have a second or casting vote. This does not apply where a non-Corporation member is appointed as Chair of a Committee.

The decision of the Chair of the meeting on questions of order and his/her interpretation of these Standing Orders and the Instrument and Articles shall be final. The Chair shall be advised by the Clerk.

5.5 Attendance by Non-Members

No person other than Corporation Members and the Clerk may attend meetings of the Corporation as of right. Others shall attend by invitation from the Chair in consultation with the Chief Executive, or where their presence is required for the conduct of the business, or where the Chair has specifically given permission for the said person to attend. Such persons will have no voting rights.

At its sole discretion, the Corporation may decide to allow non-members to attend meetings for other purposes agreed in advance, but may determine to exclude one or more non-members from attending a meeting if it is of the view that such attendance might adversely affect its deliberations.

The same principle shall apply to Committees, except that a non-Corporation member appointed to a Committee can attend meetings of that Committee without further permission

5.6 Declarations of Interest and Disqualification

Members should refer to the Declaration of Interests Policy.

Any Corporation Member or other person who is present at a meeting when a matter in which s/he 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 Corporation Member 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 Corporation Members' and non-Corporation Member Committee Members interests, which shall be kept in a secure place on Loughborough College premises. The Register shall be made available for inspection.

The Clerk shall verify annually whether the details contained in each declaration still apply. In turn Corporation Members will 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.

If a Corporation Member or non-Corporation member of a Committee is a member of an organisation, or participates in activities which, in the opinion of the Corporation, bring Loughborough College into disrepute, then the suitability of that person to continue as a Corporation Member or non-Corporation member of a committee shall be reviewed by the Corporation. Any such review shall be treated as “Confidential Business”.

5.7 Confidentiality of Certain Business

Confidential Business shall normally form a separate and distinct form of any agenda

Confidential Business should be minuted separately from other business

Confidential Business should not be publicly disclosed unless it has been:

- Subsequently discussed in non-confidential session
- The subject of an official statement released by the Chair of the Corporation in consultation with the Chief Executive
- Deemed to be no longer confidential by the Corporation or Committee in question, or
- Declassified by the Corporation in its annual review of matters excluded from publication

5.8 Minutes of Meetings

Minutes of every meeting of the Corporation or Committee shall, in normal circumstances, be drafted by the Clerk and sent to the Chair and Chief Executive for approval within 10 working days of the meeting. Minutes, once approved by the Chair (and marked as draft minutes), shall be circulated by the Clerk by email to all Corporation Members and they will be deemed for approval prior to the next meeting when they will be formally approved.

6. Protection Policies

6.1 DBS Checks

The Corporation has determined that Corporation Members are required to complete an enhanced DBS check, as a condition of appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair, in consultation with the Chief Executive shall conduct a risk assessment to determine the suitability of the person in question to continue as a Corporation Member or non-Corporation member of a Committee.

6.2 Safeguarding

The Corporation is committed to protecting the safety of young people and vulnerable adults. Corporation Members are required to comply with the safeguarding procedures set out in the Safeguarding Policy.

6.3 Whistle Blowing

The Corporation shall approve and keep under review a Whistle Blowing Policy which enables employees to draw attention to malpractice, whilst at the same time, protecting such employees against victimisation. The Whistle Blowing Policy shall normally be accessible via the College website.

7. The Clerk

The Corporation shall appoint a person to serve as Clerk to the Corporation.

That person shall be accountable to the Corporation and not to the Chair nor to the Chief Executive. Any issues regarding the performance of the Clerk may initially be discussed between the Chair and the Clerk.

The Clerk shall have direct, unfettered access to the Chair, Vice Chair and all other Corporation Members, including the Chief Executive.

8. 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 shall be witnessed by two persons, drawn from the Chair, the Vice Chairs or any individual Member of the Corporation including the Chief Executive in his/her capacity as a Member of the Corporation. Staff and Student Members and the Clerk cannot witness the application of the Seal. No person below the age of 18 or who has a financial interest in the matter to which the Seal is to be applied can witness the application of the Seal.

If it is not possible for a second Member of the Corporation to witness the use of the Seal in person, s/he can authorise use of the Seal either verbally or by electronic means and sign the witness record retrospectively.

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

The Clerk shall report all instances of the application of the Seal at an Ordinary Meeting of the Corporation.

9. Standing Financial Regulations

The Corporation shall adopt standing financial regulations which satisfy the requirements of the Financial Memorandum and Joint Audit Code of Practice.

The Corporation and the staff of the College shall act in compliance with the Financial Regulations.

10. Membership of the Corporation – Availability of Information to the Public

A list of the names of the Members of the Corporation will be available for inspection on request to the Clerk.

In addition:

10.1 any person wishing to send information to Members of the Corporation may do so by providing the Clerk to the Corporation with sufficient copies of any such documentation.

10.2 normally no charge will be made for postage for forwarding a document to Members, although the Clerk will use discretion when considering if the costs to be incurred are reasonable. Thus a charge could be made to cover direct and in-direct costs as a condition of forwarding documentation.

Addresses, telephone numbers and email addresses of Members of the Corporation will not be made available to third parties without prior consent of Members.

11. Suspension, Revocation and Modification of Standing Orders

11.1 These Standing Orders may not be suspended.

11.2 These Standing Orders may be rescinded or amended by resolution of the Corporation itself, provided that such revocation or amendment:

- (i) Appears as a specific item on an agenda for a meeting of the Corporation, supported by a written report of the Clerk to the Corporation; and
- (ii) Is consistent with the Instrument and Articles of Government.

[Revised by the Corporation in April 2016]

Loughborough College Corporation

Terms of Reference

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

- Appoint Corporation Members in accordance with the Instrument, after consulting and considering the advice of the Chairs' Standing Committee
- Appoint the Chair, Vice Chair and Chair Elect in accordance with the Standing Orders
- Make rules, bye-laws and procedures relating to the government and conduct of Loughborough College in the form of Standing Orders which shall include arrangements for the delegation of authority and taking urgent decisions as and when necessary
- Ensure compliance with regulation and its own Standing Orders
- Receive reports and approve minutes from the Committees and determine all matters referred to it from Committees for decision or approval
- Review on an annual basis all corporate governance arrangements
- Determine the long term strategy of Loughborough College
- Monitoring management progress towards the achievement of strategic objectives
- Approve Loughborough College annual accounts and receive the management letter from the financial statements auditor
- Monitor the overall financial health of the College
- Appoint internal auditors and financial statements and regularity auditors on the recommendation of, and receive an annual report from the Audit & Risk Committee; and
- Determine any other matters for which the approval of the Corporation is specifically required

The Corporation will govern with emphasis on:

- Outward vision rather than internal preoccupation
- Strategic leadership rather than administrative detail
- Clear distinction between Corporation and Executive roles
- Decision making that is collective rather than individual
- The future rather than the past or present
- Pro-activity rather than reactivity

- Encouragement of equality and diversity

Except in the most unusual circumstances, it is not the function of the Corporation to become involved in detailed management of the College. Rather, it will encourage the Chief Executive to get on with the task but within a clear framework of accountability, including the policies and objectives in the College's Strategic Plan.

The Corporation meets periodically to agree its key objectives.

The Corporation will have the discretion to delegate powers to a Committee or Task and Finish Group, to a Corporation Member or to the Chief Executive except for those functions which it is not permitted by the Instrument and Articles of Government so to delegate. Such delegation shall be recorded.

The Corporation may nominate certain Members to be Specialists or Link Governors for certain key functions, as determined. Training and support will be provided as needed.

Audit and Risk Committee – Terms of Reference

Overview

To advise on the on-going surveillance by the Internal and External Audit Services; the review of the Final Accounts and the Management Letter.

To be the first point of contact beyond management in issues relating to bribery or fraud

To regularly monitor and report to the Corporation on operational risk

The Audit and Risk Committee may, if it thinks fit, require the Chief Executive or any other members of the College staff, or any representative of the Internal or External Audit service to withdraw from any part of its meetings.

The Chair of Audit & Risk will follow procedures set out in the Whistle Blowing Policy.

1. Membership and Meetings:

No fewer than five members of the Corporation with a quorum of three members including at least one full Corporation member.

In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:

- (a) Chair of the Corporation
- (b) Chief Executive
- (c) Student Member
- (d) a nominated director of College companies.

Collectively members of the Audit & Risk Committee whether full Corporation Members or External Co-Opted Members, must have a range of skills and recent experience to risk, governance, finance, audit, assurance and control.

The Committee may co-opt external members on the recommendation of the Search Committee provided that external members are not in the majority. External members shall not be connected with firms providing professional services to the College, including: banking; insurance, legal, property and audit.

The Committee will meet at least three times per year (once per term) unless otherwise determined by the Corporation.

2. The committee may invite other persons to attend its meetings for the purpose of providing information or advice, provided that representatives from the firms providing internal and external audit services shall not be present when items connected with their own appointment are being considered, in accordance with the Audit Code of Practice. Special meetings may be called by the committee's Chair, upon written notice by two of its members, or upon written notice by the internal or external auditors.

Delegated functions:

- The Audit & Risk Committee must have the authority to investigate any activity within its Terms of Reference.
 - The Audit & Risk Committee must have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
3. (a) Ensuring effective co-ordination between the internal audit service (IAS), and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes.
 - (b) Monitoring, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit, annual reports, the funding auditor's management letter and spot check reports (*where appropriate*) and the financial statements auditor's management letter; and of any reports submitted by other providers of audit and assurance services to the College
 - (c) Establishing, in conjunction with College Management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators, and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;

Monitoring the effectiveness of the risk management arrangements by receiving reports on the status of risks as identified in the Risk Register.
 - (d) Producing an annual report for the Corporation and accounting officer, annual report must be submitted to the relevant funding body with the annual accounts.

- The report must summarise the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report.
- It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the audit committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness.
- The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed.

A copy of the Audit & Risk Committee's

- (e) Overseeing the college's policies on fraud and irregularity and whistleblowing and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;
- That investigation outcomes are reported to the Audit & Risk Committee; that the external auditors (and internal auditors where appointed) have been informed, if relevant
 - That appropriate follow up action has been planned/actioned,
 - That all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body
- (f) Identifying all additional services undertaken by the IAS, and the Financial Statements Auditors.

Advisory Functions:

4. Providing advice to the Corporation on:

- (a) The adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money);
- (b) The appointment, reappointment, dismissal and remuneration of the Financial Statements and regularity Auditors and other assurance providers including Internal Auditors ;and establish that all such assurance providers adhere to relevant professional standards.
- (c) The scope and objectives of the work of the IAS, and the Financial Statements Auditor

- (d) The audit strategy and annual internal audit plans for the IAS;
- (e) Internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements audit or (including their work on regularity) and Management's responses to these;
- (f) Relevant reports by outside agencies, and where appropriate, Management's responses to these;
- (g) The annual financial statements submitted to the Corporation for approval and
- (h) The monitoring of business continuity planning and critical incident planning and notify the Corporation of any major concerns
- (i) The provision of any additional services by the financial statements, regularity and other audit and assurance providers, and to explain how independence and objectivity have been safeguarded

Chairs' Standing Committee - Terms of Reference

Overview

To co-ordinate the business of the Corporation Board and its Committees; to oversee the College's governance arrangements ("Co-ordination functions")

To advise on and/or determine any matters not falling wholly within the remit of another Committee ("Cross-cutting functions") which the Board may from time to time delegate to the Chairs' Standing Committee.

To regularly review the membership of the Corporation; to recommend new appointments and the determination of existing appointments in accordance with the Standing Orders ("Search functions").

To act as a confidential sounding board for the Chair and Principal ("Confidential advisory functions")

1. Delegated Powers

(a) Co-ordination functions:

The Chairs' Standing Committee will:

- In advance of the final Board meeting of the academic year, make recommendations on the committee structure, membership and calendar of meetings for the forthcoming year
- Make recommendations on improvements to the College's governance arrangements including, where appropriate, changes to the Instrument, Articles, Standing Orders or other corporate governance documents

The Chairs' Standing Committee will consider any advice from the Clerk before carrying out any of its Co-ordination functions.

(b) Cross-cutting functions:

(c) Search functions:

The Chairs' Standing Committee will:

- Determine a *modus operandi* for gathering, screening and short-listing nominations in respect of vacancies on the Corporation and will include the process whereby candidates are nominated and selection criteria agreed by the Corporation and the need to reflect the College's area of work
- Take steps to ensure that an appropriate mix of skills and experience is represented in the membership of the Corporation;
- Undertake the process by which the Corporation makes its annual assessments of its effectiveness, skills and training needs
- Develop, with the assistance of the Clerk, programmes for the Induction of new Corporation Members and training for existing Corporation Members
- Review the composition and balance of the experience of the existing Corporation Members and its committees;
- Advise on the re-appointment of individual members on expiry of their terms of office, having regard to the composition and balance of the Corporation; and the disqualification of individual members of the Corporation
- Determine and oversee the nomination and election process for Staff Corporation Members
- Oversee the election and nomination process for students
- If there is a vacancy for a Student Corporation Member that cannot be filled by election, interview students in order to advise the Corporation on the appointment
- Advise the Corporation on the appointment of non-Corporation Members to Committees
- Review annually the impact/outcomes of the work of the Committee
- Review annually and make recommendations to the Corporation on composition and membership of the Corporation

Advise the Corporation of any alternative appointments if necessary

(d) Confidential advisory functions:

The Chair of the Corporation Board or the Principal may, from time to time, take soundings from the Chairs' Standing Committee on any matter. Such discussions fall outside of the powers of recommendation or determination delegated to the Committee. Such discussions do not form part of the formal business of the meeting, are not minuted as such, and remain confidential until the matter falls to be considered by the Corporation Board or one of its committees during the normal course of business.

2. Search functions: **Modus Operandi**

- The committee will develop and maintain a database of appropriate persons interested in making a voluntary contribution to the work of the Corporation, including those interested in Corporation membership.
- At least once each year, the committee will normally place an open advertisement in the local media for persons wishing their names to be added to the database; this can be in the form of a press release

- The committee will initiate searches for additions to the database through consultation with interested bodies. Including local community/employer representatives and local authorities
- When a vacancy occurs, it is expected that the committee will research suitable candidates drawn from the database, through a process of interview, confidential reference and satisfactory DBS check.
- The Corporation shall not appoint any members of the Corporation (other than the Chief Executive) unless it has first considered the advice of the committee. Appointments shall be made in accordance with the Instrument and Articles of Government.

3. Membership and meetings

The Chairs' Standing Committee will consist of the Chair and Vice Chairs of the Corporation, the Chair of each Committee (other than a Task & Finish Group) and the Principal.

- 3.1 The quorum of the committee shall be three members. The committee may invite other persons to attend its meetings for the purpose of providing information or advice. The committee shall meet a minimum of three times per year, at least once per academic term.
- (i) For the purpose of interviews, the Committee may delegate powers to a Sub-Group Interview Panel in order to screen and short-list nominations and interview applicants for vacancies for the Corporation.
 - (ii) The Sub-Group will comprise of a minimum of three members drawn from the Search Committee and it will require three members present to be quorate.
 - (iii) The Sub-Group will recommend the appointment of individual applicants (other than the Chief Executive and the Staff and Student Corporation Members), directly to the Corporation, applying a *modus operandi* previously determined by the Corporation.
 - (iv) The Sub-Group will provide a report to the Chairs' Standing Committee.

Remuneration

1. The Committee shall:
 - (i) Determine and review the terms and conditions of employment of the Chief Executive, Senior Post Holders and the Clerk to the Corporation.
 - (ii) Consider and advise upon the annual salary and benefits payable to the Chief Executive, Senior Post Holders and the Clerk to the Corporation
 - (iii) Determine and implement a mechanism for the annual appraisal of the Chief Executive and the Clerk.

This should be informed by a report to the Committee following the individual annual appraisal meetings the Chair and/or Vice Chair holds with them.

- (iv) Monitor and review the Chief Executive's policy and procedure for the annual appraisal of Senior Post Holders. The Committee will also receive a report, either written or verbal, from the Chief Executive on the performance of other members of the Executive Team.
- (v) Determine any compensation (including the augmentation of pension benefits) which may be payable upon the early termination of the employment of the Chief Executive or a Senior Post Holder or the Clerk
- (vi) To set a framework for the Pay and Conditions of Service of all staff other than Senior Postholders
- (vii) To receive reports from the Chief Executive on a scheme for the appointment, grading, appraisal, pay and Conditions of Service of staff and for related procedures.
- (viii) To keep under review Human Resources matters, including consideration of KPIs and of an annual HR report
- (ix) To monitor the impact of the Pay and Conditions framework and HR policies for all groups of staff and Senior Postholders, to ensure compliance with equalities legislation and guidance.
- (ix) The Remuneration Committee will report to the Corporation on an annual basis.
- (x) Following Corporation approval, the Chair of Corporation Members will inform the Chief Executive and Clerk individually of the Corporation's individual decisions relating to their remuneration, terms and conditions and

ask the Chief Executive to inform Senior Post Holders of the Committee's decisions.

(xi) Discussion on remuneration issues will be kept confidential at Corporation Meetings and the minutes and papers kept by the Clerk.

Membership and Meetings

A minimum of three Independent Corporation Members.

The quorum is three members. Meetings shall be held as necessary.

Appendix C1

Quality of Teaching, Learning & Assessment Committee

The remit of the T, L & A Committee is to monitor all aspects of the quality of teaching and learning, primarily through self-assessment report focus and quality improvement plan monitoring, including:

- Staff voice
- Staff performance management (including learner observation)
- Monitoring the process of academic target setting (student retention and achievement).
- Receiving reports from external quality inspections
- Receiving the annual self-assessment report and other quality related reports and to monitor action plans
- Advising the Corporation on all issues relating to the quality and standards of College provision in business support areas
- Monitoring learner success rates
- Monitoring learner satisfaction.
- Monitoring the progress of the Post Inspection Action Plan
- Monitoring College-determined 'notice to improve' programme areas
- Monitoring progress on equality and diversity issues.
- Monitoring the impact of College management action if and when necessary.

Membership and Meetings

There shall be at least five members appointed to the Committee. This may include staff and student members and non-Corporation members, provided that Independent Corporation Members are in a majority.

The quorum is three members, including one Independent member.

Meetings shall be held at least once per term.

Financial Performance & Efficiency Committee

The remit of the Financial Performance & Efficiency Committee will be:

- to consider and advise the Board on any matter relating to College policy and strategy, including:
 - strategic planning (including the accommodation strategy)
 - quality & self-assessment of support services
 - financial matters (including investment and borrowing)
 - land, buildings and estates
 - human resources
- to monitor established College policies in relation to support services (e.g. human resources policies) and to recommend changes thereto as necessary
- to recommend the annual estimates of income and expenditure for approval by the Board
- to consider, at each meeting, a monitoring report on the revenue finances of the College and to advise the Board on progress towards achieving its financial objectives
- to consider proposals for major capital expenditure and to make recommendations thereon to the Board
- to monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Board on the effectiveness of the use of such resources
- to monitor key efficiency indicators on behalf of the Board
- to review the financial statements and audit management letter

N.B. The Committee wishes to emphasise the link between strategic planning and objectives and financial performance and efficiency

Chair of the Corporation

The Chair of the Corporation is appointed by and is accountable to the Corporation. The Chair is appointed for a period of up to three years and is eligible for re-appointment.

Main Responsibilities

1. To provide leadership to the Corporation and to its Officers and ensure that the Corporation has clear direction and operates within the Instrument and Articles of Government.
2. To keep up-to-date with issues relevant to the Corporation.
3. To chair meetings of the Corporation, determining questions of order and interpreting the Standing Orders and the Instruments and Articles, as advised by the Clerk to the Corporation.
4. To agree the agenda of normal and special meetings of the Corporation other than any meetings called at the request of five individual members under the Standing Orders.
5. To convene a Special Committee when the item of business relates to the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation.
6. To approve special meetings of the Corporation, other than those called by five individual members under the Standing Orders.
7. To decide whether or not to accept items of "Such other business previously agreed by the Chair" for the agenda of normal meetings.
8. To determine the confidentiality of items of business at meetings.
9. To request the attendance of non-members at meetings on behalf of the Corporation.
10. To undertake an annual Performance Review of the Chief Executive and the Clerk to the Corporation.
11. To act in accordance with powers specifically delegated by the Corporation **including Chairs Action**.
12. To sign minutes as a true record on behalf of the Corporation.
13. The Chair of Corporation Members shall not serve as a member of the Audit and Risk Committee.

Vice-Chair of the Corporation

The Vice Chairs of Corporation are appointed by and are accountable to the Corporation. The Vice-Chairs are appointed for a period of up to two years and are eligible for re-appointment.

Main Responsibilities:

1. To deputise for the Chair of the Corporation, when the Chair is unavailable and time dictates that action is taken. In these circumstances, to observe the responsibilities of the Chair.
2. To chair meetings of the Corporation in the absence of the Chair.
3. To act up as Chair of the Corporation on the resignation of the Chair pending the election of a new Chair.
4. To chair the election of a new Chair of Corporation, if not a candidate. If s/he is a candidate then members should elect a Chair from amongst themselves.
5. To undertake the annual Performance Appraisal of the Chief Executive and the Clerk to the Corporation, when required.
6. Undertake duties set out in the Capability Procedure for Senior Post Holders.
7. Undertake duties set out in the Disciplinary procedure for Senior Post Holders
8. Undertake duties set out in the Grievance Procedure for Senior Post Holders

Where two Vice-Chairs are in post, they will agree between themselves the allocation of responsibility for particular functions of the Vice-Chair, either on an ad hoc or an ongoing basis. Any ongoing allocation of responsibilities will be notified in writing to the Chair, the Clerk and the Chairs' Standing Committee.

Committee Chairs

Committee Chairs are appointed by and are accountable to the Corporation. The committee Chairs are appointed for a period of up to two years and are eligible for re-appointment.

Main Responsibilities

1. To provide leadership to the committee and ensure that it has clear direction and operates within its terms of reference.
2. To keep up-to-date with issues relevant to the work of the committee
3. To agree the agenda for meetings of the committee
4. To determine issues of order and interpretation of the Standing Orders, as advised by the Clerk to the Corporation
5. To approve the attendance of non-members
6. To determine issues of confidentiality
7. To sign minutes as a true record on behalf of the committee
8. To present the minutes of committee meetings to the Corporation and draw the attention of the Corporation to any items recommended for the approval of the Corporation
9. To act in accordance with powers specifically delegated by the Corporation
10. To attend meetings as reasonably required with the Chair and Vice Chair of the Corporation
11. To ensure that a support/buddying system for newly appointed Corporation Members including providing a general overview of the current situation at the College and at Corporation level is offered by a current Corporation Member. This would include making regular contact to ensure there were no concerns and if possible, provide a telephone number to be contacted on by the new Corporation Member. The Vice Chair would also introduce the new Corporation Member to the Corporation at their first meeting.
12. Chair of Audit & Risk to following procedures set out in the Whistle Blowing Policy.

13. To take "Chairs Action" on behalf of the committee when necessary, other than financial matters which would not be permissible without full committee approval.

APPENDIX G

Role of the Corporation/Independent Corporation Member

The role of the Corporation is to agree and oversee the strategic direction of the College, setting objectives and monitoring performance - in essence to support the College in providing a high quality and effective learning experience for all who attend the College. The responsibilities can be summarised as:

- Agreeing, setting and monitoring the strategic direction of the College
- Approving the Quality Strategy of the institution
- Determining the educational character and mission of the College and overseeing its activities
- The effective management of resources to ensure the solvency of the College and the safeguarding of young people and vulnerable adults
- Approving annual estimates of income and expenditure
- The employment of Senior Post Holders, including their appointment and determination of pay and conditions
- Setting a framework for the pay and conditions of service of all other staff
- Potential of sitting on a Disciplinary Panel regarding a member of staff

The Corporation normally meets at least six times per year and Members are encouraged to attend all meetings.

The Corporation structure comprises of the following Committees:

- Audit & Risk Committee;
- Chairs' Standing Committee;
- Remuneration Committee;
- Quality of Teaching, Learning & Assessment Committee;
- Financial Performance & Efficiency Committee
- Occasional ad hoc Task & Finish Groups.

Committees meet between three and six times per year. The majority of meetings take place in the early part of the evening at Loughborough College.

The Chief Executive has broad delegated responsibilities and as a result, the Corporations role is strategic and members do not involve themselves in the day-to-day management of the College.

Terms of Reference of Committees are outlined in the Governance Standing Orders and in this document.

The role of the Corporation is detailed in the Instrument and Articles of Government and this document.

Principal/Chief Executive Officer

The Chief Executive is accountable to the Corporation and provides leadership and vision for the College.

The Chief Executive is the Accounting Officer in respect of public funds allocated to the College.

Main Responsibilities

To be responsible:

1. For making proposals to the Corporation about the educational character and mission of the College and for implementing the decisions of the Corporation;
2. For the organisation, direction and management of the College and leadership of the staff;
3. For 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 and Senior Post Holders;
4. For the determination of the College's academic activities, and for the determination of its other activities;
5. For preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and for the management of budget and resources, within the estimates approved by the Corporation
6. For the maintenance of student discipline and, within the rules and procedures provided for within the Articles, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons;
7. For maintaining effective relationships with the funding body and other funding bodies and Higher Education institutions, to secure good understanding and promote investment;
8. For promoting and maintaining the international links of the College;
9. For liaising specifically with the RNIB Vocational College at Loughborough, to promote positive learning outcomes for vision impaired students
10. For establishing detailed systems for strategic and operational planning in order that the physical, financial and human resources are used to best effect

11. For promoting sound systems of management which secure existing business and support growth
12. For ensuring that information systems adequately support the planning system in order that decisions can be made with a high degree of confidence
13. For developing organisational structures and communication systems which encourage two-way flow of information and ensure there is clarity and timeliness in decision making
14. For effectively managing change in the College so that efficiency, economy and enthusiasm can be maximised and an organisational culture can develop in which staff feel motivated and valued
15. For promoting the image of the College in the eyes of the public and employers to ensure, where appropriate that they see Loughborough College as their first choice for vocational and academic education
16. For ensuring that the requirements of health and safety legislation are satisfied and that the College provides a safe environment in which to work and study
17. For contributing to the establishment of an environment in which all staff have equal and fair access to development and job satisfaction
18. For maximising external income for the College within the context of agreed policies and priorities to enhance the financial security and growth
19. For ensuring that the curriculum is developed in line with the strategic plan, taking account of the needs of the different communities served and the need to promote flexibility and open access
20. For reviewing and developing effective systems for student support and discipline including advice, guidance, counselling and pastoral support to ensure progression into, within and out of the College
21. For achieving satisfactory performance of the College against agreed indicators which ensure the achievement of high quality standards
22. To undertake an annual Performance Review of Senior Post Holders and report their performances to the Remuneration Committee

Clerk to the Corporation

The Clerk to the Corporation is appointed by and is accountable to the Corporation.

The Clerk to the Corporation is responsible for the servicing and supporting of the Corporation, its committees and any other groups established from time to time

The Corporation has approved a detailed job description for the Clerk to the Corporation which sets out the role and responsibilities. The job description shall be reviewed annually as part of the Clerk to the Corporation's performance review.

No resolutions of the Corporation should be made without the Clerk (or person acting in the role of Clerk) being in attendance at the meeting to carry out the servicing role.

Main Responsibilities:

1. Advising the Corporation and its committees on the proper exercise of their powers and on the application of the legislation affecting their work procedural matters, the conduct of its business and matters of governance practice.
2. In consultation with the Chair and the Chief Executive, planning the forward programme of meetings of the Corporation and its committees; identifying the main items to be taken at those meetings and liaising with those members of staff or individual members of the Corporation preparing papers for forthcoming meetings.
3. Facilitating communication on Corporation matters between the Chair, Corporation Members, Chief Executive and senior staff.
4. Summoning meetings and preparing and despatching agenda and papers for Corporation and committee meetings.
5. Either in person, or by delegation to a named individual, attending all meetings of the Corporation and its committees, giving advice on procedure at such meetings and preparing draft minutes for the proceedings.
6. Acting as correspondent for the Corporation.
7. Giving administrative support to the Chair of Corporation Members, to committee Chairs and to individual members of the Corporation, as required.
8. Ensuring compliance with the law as regards public access to Corporation papers.
9. Making arrangements of the safe custody of the official record of the Corporation's business and maintaining a record of outstanding business.

10. Drawing up for approval, and keeping under review, Standing Orders for the conduct of business of the Corporation and its committees.
11. Maintaining a record of the membership of the Corporation and its committees; notifying it of any vacancies; making arrangements for staff elections; and advising the Chairs' Standing Committee on strategies for recruiting Corporation Members.
12. Maintaining an attendance record of individual Corporation Members, notifying any individual Corporation Members whose membership lapses as a result of non-attendance or who become disqualified for some other reason.
13. Maintaining a Code of Conduct for the Corporation and a register of the financial and personal interests of individual Corporation Members; and advising individual Corporation Members on the declarations of interest.
14. Administer any scheme for the reimbursement of individual Corporation Members' expenses.
15. In conjunction with the College or outside agencies, facilitating an induction and training programme for individual Corporation Members.
16. Taking appropriate action if and when the Corporation, its Chair or one of its committees appears to be at risk of acting outside their powers or to be proposing actions that may be unlawful; seeking, if required, independent legal advice relating to the operation of the Corporation.
17. Receiving the resignation of individual Corporation Members.
18. First point of contact for the invoking of the Whistle Blowing Policy
19. Arranging for the election of the Chair, Vice Chair, Chair Elect and Committee Chairs