EAST SUSSEX COLLEGE

The Governance Arrangements of the East Sussex College Board

Standing Orders

Policy Area:	**Governance**
Policy Lead:	**Director of Governance**
Approval By:	**Board**
Date of Approval:	**July 2026**

Ofsted Good Provider GOOD & STRONG

POSITIVITY RESPECT OPPORTUNITY UNITY DIVERSITY PROUD

Contents

1. Introduction 3
1.1. The Instrument & Articles of Government 3
2. Rules of Conduct for ESCG Board Governors 4
2.1. General Expectations of Conduct 4
2.2. Standards of Public Life & Code of Conduct 4
2.3. Independence & Other Interests 4
2.4. Collective Decision Making 5
2.5. Communication on behalf of the ESCG Board 5
2.6. Attendance 5
3. Legal Framework & Statutory Responsibilities 6
3.1. Further & Higher Education Act 1992 and other Regulations 6
3.2. Charity Law 6
3.3. Group Companies 6
3.4. Other Statutory Responsibilities of Governors 6
4. Board Structure & Procedures 7
4.1. Committees of the Corporation 7
4.2. Powers of Delegation 7
4.3. Urgency Powers 8
4.4. Notice of Meetings 9
4.5. Proceedings of Committees 9
4.6. Voting 9
4.7. Minutes 9
4.8. Quorum 9
4.9. Absence of the Director of Governance 10
5. Membership 10
5.1. Composition of the Corporation 10
5.2. Appointment of Corporation Members 10
5.3. Eligibility to Serve 13
5.4. Appointment procedures for Chair and Vice-Chair/s of the Board 14
5.5. Other Key Governor Roles 14
6. Procedure for the Removal of a Member from Office 15
6.1. Absence from Meetings for Periods of longer than Six Months 15
6.2. Inability or Unfitness for Office 15
6.3. Meetings of the Board Regarding the Removal of a Governor 16
6.4. Removal of an External Co-opted Member from a Committee 16
7. Public Accountability 17
7.1. Access to information 17
7.2. Public Access to Meetings 17
7.3. Confidentiality 17
7.4. Performance, Evaluation & Self-Assessment 18
8. Governor Services 18
8.1. Expenses & Allowances to Governors 18
8.2. Indemnity & Insurance 18

8.3. Access to Legal Advice 18
9. Review of the Standing Orders 18
10. Application of the College Seal 18
11. Complaints Against the Board 19
12. Director of Governance's Responsibilities Where Governors Act Beyond Their Powers 19
13. Suspension of Standing Orders 19
Appendix A: Nolan Committee Standards of Public Life 20
Appendix B: Code of Conduct & Register of Interest for Governors of the ESCG Board Code of Conduct 21
Appendix C: Extracts from the Further and Higher Education Act 1992 23
Appendix D: Terms of Reference for Committees 24
Appendix E: ESCG Board Terms of Office & Committee Membership 24
Appendix F: Board Protocols 24
Appendix G: Governance Framework for Estates & Major Projects 26
Appendix H: Approvals Process – Estates & Major Projects 28
Appendix I: Managing Governor Attendance Procedure 29
Summary of Changes 32

1. Introduction

1.1. The Instrument & Articles of Government

These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 and the Instrument and Articles of Government of the East Sussex College Group (ESCG), which at all times are to be regarded as the primary sources of guidance. The contents of the Instrument & Articles are given below.

It is the responsibility of the Director of Governance to interpret the Instrument and Articles of Government, Standing Orders and associated ESCG Board approved policies, and to advise the ESCG Board (or if appropriate the Chair of the ESCG Board) if at any time it appears that the ESCG Board (or an individual Governor) is in breach of the regulations.

Instrument		Articles	
1.	Interpretation of the terms used	1.	Interpretation
2.	Composition of the Corporation	2.	Conduct of the Institution
3.	Determination of membership numbers	3.	Responsibilities of ESCG Board, the Principal and the Clerk
4.	Appointment of the members of the Corporation	4.	Establishment of committees and delegation of Functions generally
5.	Election of Chair and Vice-Chair(s)	5.	Search Committee
6.	Appointment of the Director of Governance to the Corporation	6.	Audit Committee
7.	Persons who are ineligible to be members	7.	Composition of committees
8.	Term of office of a member	8.	Access to committees by non-members and publication of minutes
9.	Termination of membership	9-11.	Delegable and non-delegable functions
10.	Members not to hold interests in matters relating to the College	12-13.	Appointment and promotion of staff
11.	Meetings	14.	Rules relating to the conduct of Staff
12.	Quorum	15.	Academic Freedom
13.	Proceedings of Meetings	16.	Grievance, suspension and disciplinary procedures
14.	Minutes	17.	Suspension and Dismissal of the Director of Governance
15.	Public access to Meetings	18.	Students
16.	Publication of minutes and papers	19.	Financial Matters
17.	Copies of the Instrument of Government	20.	Co-operation with the CE of Skills Funding Agency Auditor
18.	Change of name of the Corporation	21.	Internal Audit
19.	Application of the College Seal	22.	Accounts and Audit of Accounts
		23.	Rules & Bye-laws
		24.	Copies of Articles of Government, Rules & Bye-laws
		25.	Modification/replacement of the Instrument and Articles
		26.	Dissolution of the ESCG Board

2. Rules of Conduct for ESCG Board Governors

2.1. General Expectations of Conduct

Governors have been appointed to serve in the expectation that they will:

- Participate fully in the work of the ESCG Board.
- Demonstrate a high level of commitment to the College's vision.
- Operate within the governance framework of the College.

Responsibility for the appropriateness of conduct as a Governor and for any act or omission in that capacity rests with the individual Governor.

These Standing Orders shall bound every Governor.

2.2. Standards of Public Life & Code of Conduct

Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Governors are expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report, "Standards in Public Life", for those holding public office. These are provided in full in **Appendix A**.

Every Governor will sign up to the ESCG Board's Code of Conduct on appointment and reaffirm their commitment to following the code on an annual basis. A summary of the Code of Conduct is available in **Appendix B**, and the full code is available on the College's website and on request from the Director of Governance.

2.3. Independence & Other Interests

Decisions made at meetings of the ESCG Board and its Committees must be for the benefit of the College as a whole and not for any improper purpose, or personal motive. The "benefit of the College" can be taken to mean, first and foremost, the interests of its students and other users of the College's services, and must not allow any sectional interest to take precedence. In particular, Governors are not appointed as "representatives" or "delegates" of any outside body, and may not lawfully be bound by mandate given by others.

Governors must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the ESCG Board. An "interest" means anything financial or any other interest which, if publicly known, could be perceived as being likely to affect a Governor's independent judgement.

Governors who have an interest in the matters relating to the College cannot vote on any question concerning it, nor may they be counted towards quorum for the issue. They are not, however, excluded from the meeting unless the ESCG Board votes to prohibit them. If the Chair has an interest, the above will apply, and the Vice-Chair may Chair the discussion/vote on the item.

Governors must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity.

The Director of Governance annually maintains and updates a Register of Interests, which is open for public inspection. Governors are routinely invited to disclose to the ESCG Board (and its Committees) all interests, financial or otherwise, which they or (so far as they are aware) their spouses, partners, children or other close relatives may have, for entry on the Register. Governors should inform the Director of Governance whenever their circumstances change and interests are acquired or lost.

2.4. Collective Decision Making

The ESCG Board operates by Governors taking majority decisions at quorate meetings. Therefore, a decision of the ESCG Board, even when it is not unanimous, is a decision made by Governors collectively and each individual Governor has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

If a Governor disagrees with a decision, they may request that their disagreement be minuted.

Dependent upon the nature of the business under discussion, Governors should keep confidential any matter which the ESCG Board considers to be confidential.

2.5. Communication on behalf of the ESCG Board

Unless otherwise agreed by the ESCG Board in individual circumstances, statements on behalf of the ESCG Board will only be made by the following:

- The Chair and Vice-Chair/s
- The CEO & Principal (or their representative)
- The Director of Governance

It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the ESCG Board and to respond to correspondence from staff, including representatives of the staff. This will be undertaken following consultation with the Chair of the ESCG Board and/or the CEO & Principal.

It is unethical for Governors to criticise publicly, canvass or reveal the views of other Governors, which have been expressed at a meeting of the ESCG Board or its committees.

2.6. Attendance

Governors are asked to give the Director of Governance as much notice as possible if they are unable to attend a meeting. This ensures that apologies for absence are registered at the meeting and allows the Director of Governance to judge if the meeting will be quorate.

A report on Governors' attendance will be produced by the Director of Governance and presented to the Governance, Performance & Reputation Committee at each meeting. Governors are expected to achieve an attendance record of at least 75%.

To enhance procedures for monitoring oversight of Governor attendance throughout the academic year, **Appendix I** outlines the proposed trigger points for managing diminishing governor attendance levels.

Any Governor who has not attended meetings for more than six consecutive months without permission of the ESCG Board, or become unable or unfit to discharge the functions of a Governor, may be removed from office by decision of the ESCG Board. The Governor concerned shall be given notice in writing. **Section 6** details the process for removal of a Member from office.

3. Legal Framework & Statutory Responsibilities

3.1. Further & Higher Education Act 1992 and other Regulations

The ESCG Board has been granted powers by Sections 18 and 19 of the Further & Higher Education Act 1992[1]. A summary appears in **Appendix C.** Within these powers, the ESCG Board has responsibilities for the functions set out in Article 3 (1) of the Articles of Government.

Article 3 (2) specifies the responsibilities of the CEO & Principal to implement the ESCG Board's decisions and to manage the College's affairs within the budgets and frameworks set by the Board. Article 3 (3) specifies the responsibilities of the Director of Governance to advise the ESCG Board on the operation of its powers, the conduct of its business, procedural matters and matters of governance practice.

As a condition of receiving public funds, the ESCG Board and CEO have duties and responsibilities as set out in the College's Financial Memorandum and the Audit Code of Practice[2] (ACOP), and for the proper use of income derived from the providers of other public funds.

3.2. Charity Law

Due to the status of a Further Education College as an exempt Charity, the Governors of a Further Education ESCG Board are also governed by Charity Law, in their role as Charity Trustees (Charities Act 2011)[3].

3.3. Group Companies

The ESCG Board has the powers to set up subsidiary companies without seeking consent from the Funding Agency, within guidelines set out in policy provided by the Funding Agency. The rules of Company Law, (as set out by the Companies Act 2006) shall also apply to these companies.

3.4. Other Statutory Responsibilities of Governors

Governors of a Further Education College have a responsibility for setting policy and monitoring its implementation according to the following areas of legislation:

- Health and Safety at Work Act
- Equalities Act 2010
- Employment Law
- Data Protection Act
- Freedom of Information Act
- Bribery Act
- Safeguarding legislation

[1] https://www.legislation.gov.uk/ukpga/1992/13/contents
[2] https://www.gov.uk/government/publications/post-16-audit-code-of-practice
[3] https://www.legislation.gov.uk/ukpga/2011/25/contents

4. Board Structure & Procedures

4.1. Committees of the Corporation

The ESCG Board operates a board structure with committees as follows:

- Audit, Risk and Compliance (ARaC) Committee
- Resources, Culture & Impact (RC&I) Committee
- Curriculum, Skills & Quality (CS&Q) Committee
- Governance, Performance & Reputation (GP&R) Committee
- Estates & Major Projects (E&MP) Committee
- Special Committee – to consider disciplinary, capability and grievance matters related to Senior Post Holders, as well as appeals from staff and students.

Terms of Reference for each of these committees are available on the Governance pages of the ESCG Website.

All of the statutory roles and responsibilities, as set out in Article 3 (1) of the ESCG Board's Instrument & Articles, shall be performed by the ESCG Board or delegated to its standing committees. The ESCG Board reserves the power to constitute any committee, working group or task & finish group required to delegate any of its functions.

The remit, responsibilities, frequency of meetings and membership of any committee shall be determined by the ESCG Board, and ratified annually by the ESCG Board.

The quorum, constitution, membership and terms of reference of these committees are agreed by the Corporation from time to time; copies are available from the Director of Governance and are on the College website. Memberships and Chairs of all committees will be kept under review by the Governance, Performance & Reputation Committee and recommendations will be made by that committee to the full Corporation. Minutes of all committee meetings will normally be reported to the following ordinary meeting of the Corporation.

4.2. Powers of Delegation

The ESCG Board has exercised its powers, provided by Article 4, to delegate its functions to committees and the CEO & Principal. This scheme is notwithstanding the 'reserved' responsibilities of the Board, which are set out in Article 9 and are considered so vital that they cannot be delegated:

- The determination of the educational character and mission of the College.
- The approval of the annual estimates of income and expenditure.
- The effective and efficient use of resources, the solvency of the College and the Corporation and the safeguarding of their assets.
- The appointment of the Principal or holder of a senior post.
- The appointment of the Director of Governance, (including, where the Director of Governance is, or is to be, appointed as a member of staff, the Director of Governance's appointment in the capacity of a member of staff).
- The modification or revocation of the Articles of Government.

Whilst some functions are non-delegable, certain duties have been delegated to the Committee for approval. The following table distinguishes between those reports, policies and key documents that have been designated for Committee level (rather than ESCG Board) approval:

Item	Owner	Approval Level	Frequency
Annual Reports			
1. Compliance with the DfE's Publication Requirements for College Websites	GP&R	Committee	Annual
2. Compliance with the AoC Code of Good Governance	GP&R	Committee	Annual
3. Cyber Security & Resilience Assurance Report	ARaC	Committee	Annual
4. Information Governance – Data Protection Report	ARaC	Committee	Annual
5. Internal Audit Annual Report	ARaC	Committee	Annual
6. Mapping Against the Senior Post Holder Remuneration Code	GP&R	Committee	Annual
7. Report on Individualised Learner Record Data Checks	ARaC	Committee	Annual
8. Reputation & Brand Report	GP&R	Committee	Annual
9. Senior Post Holder & Governor Expenses Report	RC&I	Committee	Annual
Policies & Key Documents			
1. Bad Debt Policy	RC&I	Committee	Annual
2. Disposal of College Property	RC&I	Committee	Every 2 Years
3. Governor Handbook	GP&R	Committee	Every 2 Years
4. Governor Networking & Development Programme			
5. Governor Recruitment & Succession Planning Policy	GP&R	Committee	Every 2 Years
6. Governor Visits Policy	GP&R	Committee	Every 2 Years
7. New Governor Mentoring Policy	GP&R	Committee	Every 2 Years
8. Senior Post Holder Capability Procedure	GP&R	Committee	Every 3 Years
9. Senior Post Holder Disciplinary Procedure	GP&R	Committee	Every 3 Years
10. Senior Post Holder Grievance Procedure	GP&R	Committee	Every 3 Years
11. Student Support Funds Policy	RC&I	Committee	Annual

The Board may opt to delegate further reports, policies and key documents to Committee level approval as required.

Appendix G outlines the governance framework for Estates & Major Projects will be managed, whilst **Appendix H** illustrates the related approvals process.

4.3. Urgency Powers

The Chair is authorised to act on behalf of the ESCG Board when there is a matter requiring urgent attention and any delay would disadvantage the College, as long as it does not contravene the statutory Instrument and Articles of Government and the circumstances are such that an extraordinary meeting of the ESCG Board could not practically be convened. Any such action shall be reported to the next meeting of the Corporation for transparency and formal noting.

Chair's action and urgency powers must not be applied in the case of:

- Any matter which the Instrument & Articles states cannot be delegated.
- It changing the character of the College.
- It not being lawful.
- It being in conflict with the personal interests of the Chair.

4.4. **Notice of Meetings**

Scheduled meetings of the ESCG Board shall be called by the Director of Governance giving at least seven calendar days' notice of the date of the meeting, together with a copy of the proposed agenda. Notice shall also state the time, date and place of the meeting.

Meetings which are additional to the published schedule of meetings are referred to as Extraordinary Meetings. The Chair of the ESCG Board (or Vice-Chair(s) in their absence) may summon an Extraordinary Meeting by giving less than seven days prior notice if, in the reasonable opinion of the Chair, there are matters which demand urgent attention.

4.5. **Proceedings of Committees**

- Vacancies occurring for any committee during any year shall be addressed by the Governance, Performance & Reputation Committee and formally reported to the Corporation.
- The Chair of a committee may, after appropriate consultation, invite other members of the Corporation to a committee meeting where the committee would benefit from their involvement.
- The membership of the Audit, Risk & Compliance Committee shall not include any member of the Resources, Culture & Impact Committee.
- The quorum of committees shall be set out in the appropriate Committee Terms of Reference and Standing Orders.

4.6. **Voting**

- Any question to be decided at a meeting of a committee shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie.
- Proxy votes, or votes by way of a postal vote, for absent members are not permitted.
- Voting need not necessarily be by way of a formal vote. The Chair will normally ask members, at the conclusion of a discussion, for their agreement to the proposal in question. A vote on an issue might only be required if there was a clear expression of dissent or if it were a matter of particular significance e.g. approval of the annual budget or accounts.

4.7. **Minutes**

- Minutes of the proceedings of every meeting shall be drawn up.
- Draft minutes will then be forwarded to the Chair of the Committee for comment before being placed as an item on the agenda for the next meeting of the committee.
- At the subsequent meeting the minutes shall be approved by the Committee.

4.8. **Quorum**

- The quorum of the Corporation and committees is 40% of the determined membership, rounded up to the nearest whole number.
- The Corporation determines the membership and quorum for committees.
- The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest.
- The Director of Governance shall keep a note of attendance, including any changes, which take place during the meeting.

- If a meeting becomes inquorate the Director of Governance shall immediately inform the Chair.
- An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

4.9. Absence of the Director of Governance

- In the event that the Director of Governance is temporarily absent for any meaningful period, the Corporation will take steps to find an appropriately skilled resource to provide clerking and advisory support.

5. Membership

5.1. Composition of the Corporation

The ESCG Board will keep under review and determine its membership from time to time, having regard to the provisions of the Instrument of Government, the ESCG Board's Succession Planning Policy, the recommendations of the Governance, Performance & Reputation Committee and sector best practice.

The ESCG Board is determined as follows:

- Up to 15 Independent Governors
- Up to 3 Staff Governors
- Up to 3 Student Governors
- The CEO & Principal

5.2. Appointment of Corporation Members

Independent Governors

In accordance with the Articles of Government, the Corporation has established a Governance, Performance & Reputation Committee, which operates agreed procedures for the process of selecting and making recommendations to the Corporation for the appointment of Corporation members.

The Corporation shall not appoint any member of the Corporation, other than staff and student members and the Principal, unless it has first considered the advice of the Governance, Performance & Reputation Committee.
The Governor Recruitment & Succession Planning Policy outlines the recruitment process Independent Governor appointments to the ESCG Board.

Independent Governors are appointed for a four-year term of office. In recognition of the Board's adoption of the Nolan Principles, no Governor will serve more than two terms of office of four years.

A Governor may at any time resign their office by notice of writing to the Director of Governance.

Staff Governors & The Election Process

Membership	• There shall be up to three Staff Governors. • Staff Governors can either be members of teaching staff or business support staff. • Each of the campuses (Lewes, Eastbourne and Hastings) may elect a Staff Governor to ensure balanced representation on the Board. • A further Staff Governor may be elected by all staff (from across all campuses), if desired. • If the Staff Governor ceases to be a member of the ESCG Board before the expiry of their term of office, an election shall be triggered.
Term of Office	• Staff Governors are appointed every four years and are eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), an election process would be triggered. • The election process may be carried out during the term immediately before the expiry of the term of office of serving Staff Governors. • The Governance, Performance & Reputation Committee will review the renewal to a second term of office for the Staff Governors, with a recommendation to the ESCG Board. If the roles are not renewed, an election process shall be triggered.
Eligibility	• All contracted staff working over 8 hours per week (including staff on fractional/hourly paid/short term contracts) are eligible to stand for election. • Agency staff and volunteers are not eligible. • A member of college staff may only be a Governor if elected as a Staff Governor or in their capacity as CEO & Principal.
Election Process	• Invitations to nominate candidates shall be sent to all staff. • Nominations may be submitted online or via a paper nomination form. • There shall be at least a two-week period for making nominations which must be returned to the Director of Governance. Nominees must sign the nomination form to confirm their willingness to stand for election. • Staff at each campus (Lewes, Eastbourne & Hastings) shall be able to elect one Staff Governor each. Nominees can be either teaching or support staff. If there is more than one nominee at each campus, an election will be arranged and all staff at that campus will have the opportunity to vote for their preferred candidate. • A further Staff Governor role may be elected by all staff, from across all campuses. • Prior to the ballot process being initiated, each candidate will meet with the Director of Governance and (if appropriate) a small panel of Governors to discuss the role of Staff Governor. • If only one nomination from any group has been received, then that person shall be appointed as Staff Governor. If more than one nomination for any group has been received, then an election for that group's representative shall be arranged by ballot. • There shall be at least a two-week period for voting. • In the event of no nomination being made, the nomination process will be repeated in an attempt to secure a nominee. In the event of more than one candidate receiving the highest but equal number of votes, a second election shall be arranged where only those candidates' names shall be put forward for election. • If the result is still a tie, the Governance, Performance & Reputation Committee shall compile a profile of each candidate for the ESCG Board to make its choice. • A candidate can withdraw their name at any point in the process. • The outcome of the Staff Governor election is taken to the ESCG Board for the formal appointment to be made.

Student Governors

Membership	• **Up to three Student Governors** will be elected from the student body, with representation from each campus (Eastbourne, Hastings and Lewes).
Terms of Office	• The Student Governors' term of office shall usually be for two years, though this may be extended on an annual basis at the discretion of the Board through to the end of the student's final academic year, for a maximum of four years. • The Governance, Performance & Reputation Committee will review the renewal to a second term of office for the Student Governors, with a recommendation to the ESCG Board. If the roles are not renewed, an election process shall be triggered.
Eligibility	• A Student Governor must be a student registered at the College.
Election Process	• The election process is led with support from Student Services. • Invitations to nominate candidates shall be sent to all students based at the campus where the vacancy resides. • Nominations may be submitted via an online form. • There shall be at least a two-week period for submitting nominations which must be returned to the Director of Governance. • Students at each campus may elect one Student Governor each. If there is more than one nominee at per campus, an election will be arranged and all students at that campus will have the opportunity to vote for their preferred candidate. • If only one nomination per vacancy has been received, that nominee may be recommended for appointment as Student Governor, subject to the Corporation being satisfied as to their suitability. • If more than one nomination for any group is received, then an election for that group's representative shall be arranged by ballot. • Prior to the ballot process being initiated, each nominee may meet with the Director of Governance and, where appropriate, a panel of Governors, to discuss the role of Student Governor to determine their suitability for appointment as a Corporation member. Nominees assessed as suitable for appointment shall proceed to the ballot process where a ballot is required. • In the event of no nominations being received, the nomination process will be repeated in an attempt to secure a nominee. • In the event of more than one candidate receiving the highest but equal number of votes, a second election shall be arranged where only those candidates' names shall be put forward for election. • If the result is still a tie, the Governance, Performance & Reputation Committee shall compile a profile of each candidate for the ESCG Board to make its choice. • A candidate may withdraw their name at any point in the process. • The outcome of the Student Governor election process, together with any recommendations arising from the Governance, Performance & Reputation Committee, shall be taken to the ESCG Board for formal appointment. • Participation in the nomination or election process does not of itself confer an automatic right to appointment to the Corporation.

Co-opted Members

The ESCG Board may co-opt persons (who are not Governors) to serve as Co-opted Members on committees subject to the prior approval of the ESCG Board. Co-opted Members may attend full ESCG Board meetings where appropriate, but do not have voting rights.

Co-opted Members will be appointed for a two-year renewable term of office up to a maximum of 8 years. Co-opted Members have full voting rights on committees and are counted as part of the quorum.

The Director of Governance maintains a list of Governors and Co-opted Members. The list is published on the website for public information.

Commitment to Board Diversity

As part of ESCG vision to be the learning provider of choice for East Sussex, the ESCG Board is committed to reflecting the diversity of people and communities the organisation serves, to ensure it has the breadth of insight and experience needed to govern a genuinely inclusive and successful organisation.

As part of the Board's Governor Recruitment & Succession Planning Policy, Governors will be drawn from a wide range of backgrounds, with an appropriate balance of skills, gender, race and ethnicity, age, disability, religion and sexual orientation sought. Governance practices, including meeting arrangements and communications, shall reflect best practice to ensure inclusion and remove any barriers to participation.

The ESCG Board is responsible for monitoring its membership, agreeing its recruitment and succession arrangements and for the appointment of governors.

5.3. Eligibility to Serve

Eligibility to serve on the ESCG Board in any capacity is determined in accordance with Charity Law and Company Law. Those who are ineligible to serve as Governors includes anyone who has been disqualified from acting as a Charity Trustee under the Charity Act 2011, as amended from time to time. This includes:

- Anyone who has an unspent conviction for an offence involving deception or dishonesty.
- Anyone who is an undischarged bankrupt; anyone who has been removed from trusteeship of a charity by the Court or the Commission for misconduct or mismanagement.
- Anyone under a disqualification order under the Company Directors Disqualification Act 1986.
- Anyone who has entered into a composition or arrangement with their creditors which includes an individual voluntary arrangement (IVA) and is currently on the Insolvency Service Register.

Furthermore, as per paragraph 7 of the Instrument of Government, the following are also ineligible to serve as Governors:

- No one under the age of 18 years may be a member, except as a Student Member.
- The Director of Governance may not be a member.
- A person who is a member of staff of the College Group except as a staff member or in the capacity of CEO & Principal. This does not apply to a student who is employed by the ESCG Board in connection with the student's role as an officer of a Student's Union or whose employment takes the form of an apprenticeship or a student who works part-time for the College Group fewer than 10 hours a week.
- No one who has been disqualified from acting as a Charity Trustee under the Charity Act 2011.
- Student Governors and Staff Governors will become ineligible to serve if they leave the College.

Upon becoming a Governor and annually thereafter, Governors are required to confirm their eligibility within the requirement of Instrument 7 of the Instruments & Articles of Government by completing the Confirmation of Eligibility form.

5.4. Appointment procedures for Chair and Vice-Chair/s of the Board

Paragraph 5 of the Instrument of Government details the provisions for appointing the Chair and Vice Chair(s) of the Board.

Appointment Procedures for Chair of the Board

- The Chair is appointed every two years. The Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be advertised externally. In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.
- Initial appointments will be conducted by a panel – to include Governors and at least one external panel member.
- Renewal to a second term of office for the Chair will be reviewed by Governance, Performance and Reputation Committee with a recommendation to the ESCG Board. If the role is not renewed, the role will be advertised externally.
- If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair/s shall act as Chair until an external process is arranged or an interim Chair is in place.

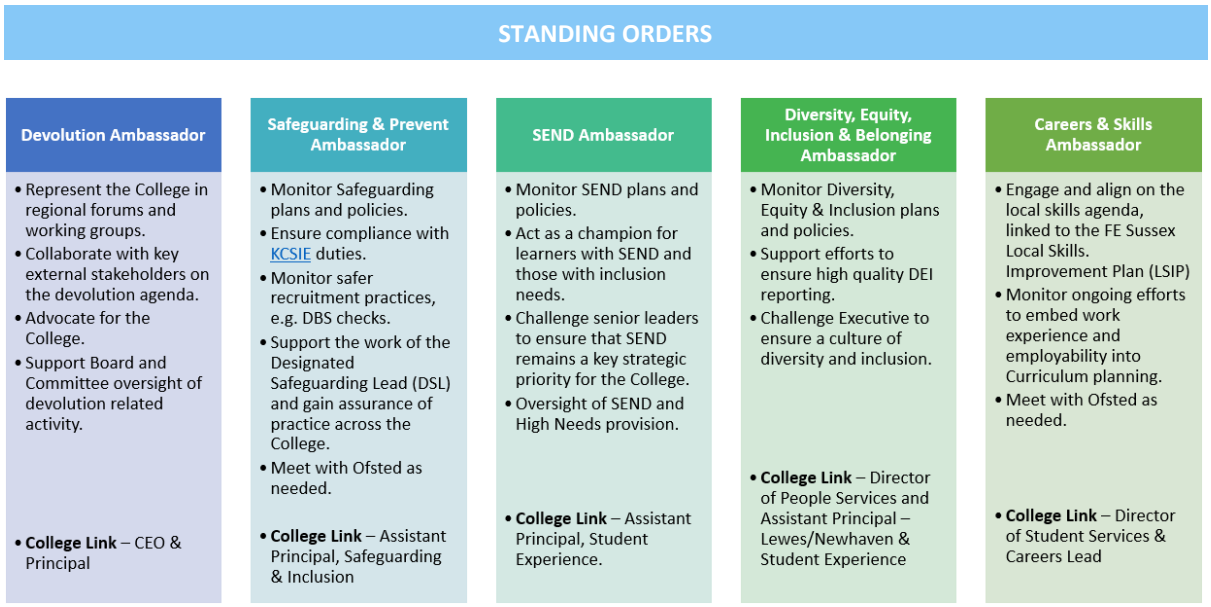
Appointment Procedures for the Vice-Chair of the Board

- The Vice-Chair is appointed every two years.
- The Vice-Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be recruited from within the ESCG Board membership through an internal election process.
- In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.
- It is possible to have more than one Vice-Chair.
- Renewal to a second term of office for the Vice-Chair will be reviewed by the Governance, Performance & Reputation Committee with a recommendation to the ESCG Board. If the role is not renewed, the role will go to an internal election process.
- If the Vice-Chair(s) should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

5.5. Other Key Governor Roles

Some Governors are appointed by the Board to perform additional duties, such as Committee Chairs/Vice Chairs and Ambassadors (*also known as Link Governors*). These roles are appointed annually, do not carry decision-making authority and do not replace the collective responsibility of the Board.

These Governors access additional training to support them in performing their roles. The summary table overleaf outlines the key responsibilities of individual Ambassadors.



6. Procedure for the Removal of a Member from Office

6.1. Absence from Meetings for Periods of longer than Six Months

- The Director of Governance will be responsible for monitoring the attendance of members at formally summoned Board and Committee meetings.
- If a member has been continually absent from Board meetings for a period of longer than six months without the Governance, Performance & Reputation Committee's agreement, the Director of Governance will immediately notify the Chair of the Corporation.
- The Director of Governance will then write on behalf of the Chair to the member concerned explaining the position regarding his attendance and advising that this could result in the member's removal from office.
- The member should be asked to provide, within seven days, written reasons for his non-attendance at meetings.
- The Director of Governance will then discuss the matter with the Chair.
- The Chair shall decide, in consultation with the Director of Governance, whether or not the matter should be referred to the Governance, Performance & Reputation Committee and, if necessary, shall authorise the Director of Governance to convene a special meeting.
- If the Governance, Performance & Reputation considers that there may be grounds for the removal of the member from office, it shall instruct the Director of Governance to convene a special meeting of the Corporation to consider whether the member should be removed from office.

6.2. Inability or Unfitness for Office

- Any question, regardless of its source, as to whether or not a member may be unable or unfit to discharge the functions of a Corporation member must be referred to the Director of Governance.
- When such a question is brought to the attention of the Director of Governance they shall immediately notify the Chair of the Corporation.
- If it appears to the Chair that the matter should be pursued, they will decide, in consultation with the Director of Governance, whether or not further investigation is necessary and, if so, how this should be carried out.
- The Chair will decide, in consultation with the CEO & Principal and the Director of Governance, whether or not the matter should be referred to the Governance, Performance & Reputation Committee and, if necessary, shall authorise the Director of Governance to convene a special meeting.

- If the Governance, Performance & Reputation Committee considers that there may be grounds for the removal of the member from office, it shall instruct the Director of Governance to convene a special meeting of the Corporation to consider whether the member should be removed from office.

6.3. **Meetings of the Board Regarding the Removal of a Governor**

- Meetings of the Corporation at which the removal of a member is to be considered shall be convened by the Director of Governance giving at least seven days' notice in writing to all parties entitled to attend the meeting.
- The member whose removal is being considered should be provided with written notification setting out why the Corporation is considering taking such action.
- The meeting shall be attended by members of the Corporation, the Director of Governance, and the member.
- The member has the right to be accompanied and/or represented by a person of their choice.
- The member shall be entitled to attend all parts of the meeting relating to whether they should be removed from office, save that they shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.
- At the meeting, the reasons why consideration is being given to the removal of the member shall be explained to the member and the member shall have the opportunity to state his case in full.
- Both the member and the Corporation shall have the right to examine witnesses if appropriate.
- The Corporation shall decide whether or not the member should be removed from office.
- In either case, the Director of Governance shall notify the member of the Corporation's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- A member removed from office shall have no right of appeal against the Corporation's decision.

6.4. **Removal of an External Co-opted Member from a Committee**

- A person co-opted by the Corporation to serve as a member of a committee may be removed from membership of that committee if they have failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Corporation.
- In the event that the Corporation is considering the removal of a member, the member shall be provided with written notification setting out why the Corporation is considering taking such action.
- The member shall be notified of the time and place of the Corporation meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why they should not be removed from membership of the relevant committee or to attend the meeting to state their case as to why they should not be removed. The member shall not be entitled to attend any part of the meeting not relating to their removal and shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.
- The Corporation shall decide whether or not the member should be removed from the membership of the committee and the member shall be notified of the Corporation's

decision in writing as soon as practicable after the meeting, and in any event within fourteen days.

- A co-opted member removed from membership of a committee shall have no right of appeal against the Corporation's decision.

7. Public Accountability

7.1. Access to information

The ESCG Publication arrangements can be read online Publication Arrangements.

In accordance with the College's Freedom of Information Act Publication Scheme outlined below, the Director of Governance shall make arrangements for the publication on the ESCG website of:

- The minutes of each ESCG Board and Committee meeting.
- Information about the ESCG Board Governors, its membership, meetings schedule, policies, rules and byelaws.

7.2. Public Access to Meetings

The ESCG Board may invite relevant persons to attend for specific items or for the whole meeting as appropriate.

Public access to meetings shall be in accordance with Clause 15 of the Instrument of Government. The ESCG Board will seek to balance the need for open discussion in which Governors are not inhibited by the presence of members of the public against the need to uphold the Nolan Principles of accountability and openness.

Persons seeking access to meetings should make their request in writing to the Director of Governance, stating the reason why they wish to attend. The Director of Governance will refer all such requests to the Chair for consideration.

7.3. Confidentiality

The following criteria are applied in considering whether the material should be dealt with on a confidential basis:

- Material relating to a named person employed at, or proposed to be employed at, the College (this will also apply to Governors of the ESCG Board).
- Material relating to a named student at, or candidate for admission to, the College.
- Information relating to an identifiable group of staff or students at the College.
- Negotiations with trade unions.
- Information relating to contract negotiations.
- Commercially sensitive or strategic information, the release of which might be disadvantageous to the College.
- Information which may have long term legal implications or contain legal advice which, if revealed, may prejudice the College's position.
- Any other matter which, because of its nature, the ESCG Board is satisfied should be dealt with on a confidential basis.

The Director of Governance shall review, with the Chair of the Board, confidential minutes annually, at the end of each academic year, and make recommendations for publication to the ESCG Board.

7.4. Performance, Evaluation & Self-Assessment

The ESCG Board shall self-assess its performance annually, and shall provide an opinion on its performance at the end of each year, which will be fed into the whole College Self-Assessment. The Self-Assessment methodology will be agreed annually by the Board.

Individual Governors will be asked to comment on their own performance annually, through a process of self-reflection and an invitation to meet with the Chair of the Board.

The skills needs of the ESCG Board will be evaluated annually and an audit performed of the skills and experience of Governors against those needs.

A summary of the Board's self-assessment will be published on the College website and will form part of the Annual Report and Financial Statements.

8. Governor Services

8.1. Expenses & Allowances to Governors

In accordance with Charity Law, Governors are ineligible to be remunerated for their work on the ESCG Board without the permission of the Principal Regulator.

Governors are encouraged to claim back any travel, subsistence, childcare or other allowances connected with their work on the ESCG Board. A claim form is available on request from the Director of Governance who has the authority to authorise payment.

8.2. Indemnity & Insurance

Governors are indemnified against personal liability in both their capacity as FE Governors (Under the Learning and Skills Act 2001) and as charity trustees. The legislation requires Governors to have acted honestly and reasonably in accordance with their fiduciary duties.

The ESCG Board provides Governor liability insurance.

8.3. Access to Legal Advice

The Director of Governance has access to the services of a legal advisor which is independent from that used by the College.

9. Review of the Standing Orders

The ESCG Board will review these Standing Orders annually or more frequently if policy changes require.

10. Application of the College Seal

The Seal shall be applied in accordance with procedures laid out in both Clause 19 of the Instrument of Government and the College's Financial Regulations.

11. Complaints Against the Board

Any complaint about a Governor who is alleged to have failed to comply with the Code of Conduct should be addressed to the Director of Governance.

Having received a complaint about a Governor's conduct, the Director of Governance will then carry out an investigation according to the following procedure:

- The Director of Governance will bring the complaint to the attention of the Chair or Vice-Chair(s) of the ESCG Board (as appropriate).
- The Director of Governance will convene a panel to investigate the complaint and to consider what action (if any) should be taken.
- The panel should consist of two "independent" members, i.e. persons who are not members of the ESCG Board, together with either the Chair or Vice-Chair of the ESCG Board.
- If the complaint relates to both the Chair and Vice-Chair of the Board, another senior member of the Board, e.g. Chair of Audit, Risk & Compliance Committee, would be a suitable alternative.
- This procedure should not apply to Staff Governors who are also employees of the College as separate disciplinary procedures exist for this group.
- The results of the panel's investigation of a complaint shall be reported to the ESCG Board of actions to be taken.
- The complainant will be informed, in writing, of the outcome of the investigation.

12. Director of Governance's Responsibilities Where Governors Act Beyond Their Powers

There may be occasions when the Director of Governance feels advice is being disregarded or overruled, and the ESCG Board is acting inappropriately or beyond its powers. The Director of Governance should, in the first instance, make every effort to resolve the matter through the avenues available within the College. The Director of Governance may take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent to the Chair and the CEO & Principal.
- Ensure the Chair of the Audit, Risk and Compliance Committee has been informed of those issues relevant to the Committee's Terms of Reference.
- Report the matter to the next meeting of the ESCG Board and ensure the matter is placed in the publicly available minutes.
- Consult the College's External Auditors.

The Director of Governance is authorised to obtain initial legal advice on such issues without the agreement of the College management or the ESCG Board. In such a case, the ESCG Board may decide to obtain further legal advice.

13. Suspension of Standing Orders

If any meeting of the Corporation or a committee is satisfied that, for the purpose of facilitating the conduct of the business, the provisions of any Standing Order, or part thereof, ought not to apply then the appropriate Standing Order, or part thereof, may be suspended by resolution of the Corporation.

Any recommendation for such suspension must state the specific Standing Order, or part thereof, which it is desired shall be suspended.

Appendix A: Nolan Committee Standards of Public Life

Selflessness	•Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefits for themselves, their family, or their friends.
Integrity	•Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
Objectivity	•In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
Accountability	•Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
Openness	•Holders of public office should be open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the broader public interest clearly demands.
Honesty	•Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
Leadership	•Holders of public office should promote and support these principles by leadership and example.

Appendix B: Code of Conduct & Register of Interest for Governors of the ESCG Board Code of Conduct

1. All Governors are required, on accepting office, to declare that the Code of Conduct will guide them and to make a return on an annual basis which will formally record any interests both personal and business-related which may have a direct or indirect connection with the East Sussex College Group
2. The following principles should guide the conduct of all Governors:
    - Governors should act at all times with integrity.
    - In dealing with public funds, Governors should set and abide by the highest standards of propriety.
3. Governors should at all times, act with awareness of their broader responsibilities as Governors of the ESCG Board. They should at all times:
    - Comply with this code.
    - Act in good faith and in the best interests of the College.
    - Uphold the confidentiality of any matter deemed confidential by the ESCG Board on the grounds of commercial or personal sensitivity.
    - Act fully in accordance with the standard principles of financial accountability.
4. Governors should not:
    - Act in a way which will bring the ESCG Board or the College into disrepute
    - Use information gained in the course of their membership of the ESCG Board for personal gain
    - Use their membership of the ESCG Board to promote or assist in any of their other activities.
5. As a general guide, Governors should not take any action which cannot be publicly explained. The overriding principle should be that Governors should declare any matter which may, to an observer, potentially influence their independent judgment in their role as a Governor.

Register of Interests

1. It is expected in public life that those responsible for decisions, particularly financial, should distance themselves from a possible conflict of interests between their personal activities and matters with which they are involved as members of a public body.
2. A Register of Interests is maintained and updated on an annual basis. Governors should advise the Director of Governance of any in-year changes to their interests. The Register is available for inspection through the Director of Governance.
3. The Register invites Governors, the Director of Governance and senior members of staff and those with a high level of financial responsibility to record interests in the following areas of activity:
    - Directorships
    - Employment, office of profession or other activity
    - Gifts and hospitality of a significant value arising from membership of the ESCG Board
    - Other interests; for example, known clients or business relationships which have a direct connection with the College or which might affect its business; any significant known shareholdings in organisations which have business with the College; unremunerated posts, honorary positions and other connections which may give rise to a conflict of interest or of trust.

- Trusteeship or participation in the management of charities, membership of professional bodies, trade union etc., membership of closed organisations.

4. Governors, and those staff listed in 3, are also required to record relevant and known interests held by their spouse, partner or close family.
5. Governors, and staff listed in 3, have a responsibility to notify the Director of Governance of any new activities which may create a conflict of interests with the College.

Declarations of Interest

1. Any Governor who has a clear and substantial interest in a matter under consideration by the ESCG Board should declare that interest at any meeting which the matter is to be discussed, whether or not that interest has already been declared and recorded in the Register of Interests. Such declarations would make clear the nature of the interest and whether it carried either direct or indirect financial interest to the Governor.
2. Where such an interest constitutes a direct or indirect financial interest, the Governor involved should not speak, participate in or otherwise seek to influence any decision taken by the ESCG Board relating to the matter under discussion, and should if requested by a majority of Governors present, withdraw from the meeting.
3. Governors who hold office with or are employees of other bodies which receive funds from the College may participate in general discussions and decisions regarding such bodies but should withdraw if requested by a majority of Governors present, and not participate in any discussion or decision which relates principally to the particular body with which they are associated.
4. Where a Governor has an interest which is not financial, but which is relevant to the ESCG Board's business, that interest should be declared. Where the interest is substantial, the Governor involved should withdraw from the discussions on any decisions relating to that interest, if requested to do so by a majority of Governors present. Where an interest arises from membership of a public body and where there is no financial interest, full participation in the discussion and decision is allowable. (A public body is deemed to be any institution or organisation in receipt of public funds, professional organisation or representative group.)
5. As a guide, Governors should ask themselves whether Governors of the public, knowing the facts of the situation, would reasonably conclude that the interests involved might influence the approach taken to the ESCG Board's actions. If so, the interest would be deemed to be sufficient for the Governor to withdraw, if requested by a majority of Governors present.
6. Governors should not agree to participate in committees or other representative groups acting on behalf of the ESCG Board where there is a clear possibility that a conflict of interest will regularly arise.
7. No member of the ESCG Board who is employed by the College shall, solely by virtue of remuneration for services as an employee, be deemed for the purposes of this code to have a declarable interest.

Acceptance of Gifts or Hospitality

Governors should treat with caution any offer of gift, favour or hospitality arising from their membership of the ESCG Board. In general, meals may be accepted provided that they are working or other recognised proper occasions and the apparent costs of the hospitality are reasonable. It is acknowledged that attendance at social events where the invitation is clearly made because of a connection with the ESCG Board is acceptable. Further details are found in **Section 2.3**.

Compliance with the Code

If Governors have difficulty in complying with this code or are in doubt concerning a particular matter arising from it, they should contact the Director of Governance who will provide appropriate advice.

Appendix C: Extracts from the Further and Higher Education Act 1992

Section 18: Principal powers of a further education ESCG Board.

(1) A further education ESCG Board may—

(a) provide further and higher education, and

(aa) provide secondary education suitable to the requirements of persons who have attained the age of fourteen years

(ab) provide education which is secondary education under section 2(2B) of the Education Act1996 (definition of secondary education),

(ac) participate in the provision of secondary education at a school,

(b) supply goods or services in connection with their provision of education,

Section 19: Supplementary powers of a further education ESCG Board.

(1) A further education ESCG Board may do anything (including, in particular, the things referred to in subsections (2) to (4) below) which appears to the ESCG Board to be necessary or expedient in connection with the exercise of any of their principal powers.

(2) A further education ESCG Board may conduct an educational institution for the purpose of carrying on activities undertaken in the exercise of their powers to provide further or higher education

(3) A further education ESCG Board may provide facilities of any description appearing to the ESCG Board to be necessary or desirable for the purposes of carrying on any activities undertaken in the exercise of their principal powers (including boarding accommodation and recreational facilities for students and staff and facilities to meet the needs of students having learning difficulties)

(4) A further education ESCG Board may:

(a) acquire and dispose of land and other property, (b) enter into contracts, including particular—

(i) contracts for the employment of teachers and other staff for the purposes of or in connection with carrying on any activities undertaken in the exercise of their principal powers, and

(ii) contracts with respect to the carrying on by the ESCG Board of any such activities,

(b) borrow such sums as the ESCG Board thinks fit for the purposes of carrying on any activities they have the power to carry on or meeting any liability transferred to them and, in connection with such borrowing, may grant any mortgage, charge or other security in respect of any land or other property of the ESCG Board,

(c) invest any sums not immediately required for the purposes of carrying on any activities they have the power to carry on,

(d) accept gifts of money, land or other property and apply it, or hold and administer it on trust for, any of those purposes, and

(e) do anything incidental to the conduct of an educational institution providing further or higher education, including founding scholarships or exhibitions, making grants and giving prizes.

Appendix D: Terms of Reference for Committees

Terms of Reference for Committees (see website or request a copy from the Director of Governance).

Appendix E: ESCG Board Terms of Office & Committee Membership

ESCG Board: Terms of Office & Committee Membership (see website or request a copy from the Director of Governance).

Appendix F: Board Protocols

Meeting Papers	
Director of Governance to draft cycle of business for agreement of Board and Executive Team. This will enable key data to be seen and challenged promptly.	Director of Governance
Director of Governance to prepare a calendar for each term with key dates and paper submission dates to allow the CEO to review papers before issue.	Director of Governance
Agendas to be drafted five weeks ahead of meetings for review and agreement in consultation with the Executive Lead Officer and Committee Chair. Agenda's will be timed and prioritised according to the importance of the issue. Items that do not require discussion to be listed as 'consent' items on the agenda	Director of Governance Executive Lead Officer Chair of the Board
Pre-Committee meetings to take place as soon as possible after the papers have gone out. These can be undertaken remotely.	Chair Executive Lead Officer Director of Governance
Agendas and papers to be sent out 7 calendar days before meeting and Governors invited to submit questions in advance, should they wish	Director of Governance CEO & Principal Governors
Late papers to be sent out only in exceptional circumstances, when lateness is inevitable, with agreement of Chair	CEO & Principal Chair of the Board Director of Governance
Papers to make full use of the Board cover sheet and indicate clearly the action required (for information, to discuss or to approve).	CEO & Principal Executive Lead Officer Director of Governance
Reports presented to Board and Committees should ideally be no more than 2 pages, and make use of e-links/ appendices to more detailed information. Reports should strike a balance between presentation and discussion of priorities. They should contain a mix of text, data and pictorials.	Executive Lead Officer Other authors
Appendices to be clearly marked.	Director of Governance
Committees to report/make recommendations to the main Board through their minutes.	Dir of Governance Committee Chairs
Committees to raise issues/make recommendations to other Committees via a Committee referral process	Director of Governance Committee Chairs
Any changes to ESCG Policies should be documented presented to the relevant Committee to support the sign off process.	Executive lead Officer Other authors
Conduct of Meetings	
Any apologies to be sent before meeting	All
All papers to be taken as read, so discussion focuses on questions, recommendations and decisions	Chair/all present
No papers or items requiring decision to be tabled at the meeting. It is vital that governors have ample time to familiarise themselves with the background and rationale for any decision required of them.	Chair Director of Governance CEO & Principal
Any other business to be urgent matters only, notified in advance of meetings.	All
After the Meeting	
A committee effectiveness evaluation will completed by members after each Board/Committee meeting.	Board & Committee Members

Draft minutes to be produced within 10 working days of meeting to an agreed, standard format.	Director of Governance
Draft minutes to be approved initially by the Executive Lead Officer (for factual and technical accuracy) and then the Chair and circulated within 15 working days of meeting.	Director of Governance Executive Lead Officer Chair/Committee Chair
Communications	
All communications (unless private) between Board members and College staff should be copied into the Director of Governance.	All
Unless away, recipients of communications asking for a response should aim to acknowledge/answer within 3 working days	All

Governors should refer to the Director of Governance for advice on any matter relating to governance and board matters. There are also a series of statutory and best practice documents and policies directly related to Governors.

This is not an exhaustive list but includes:

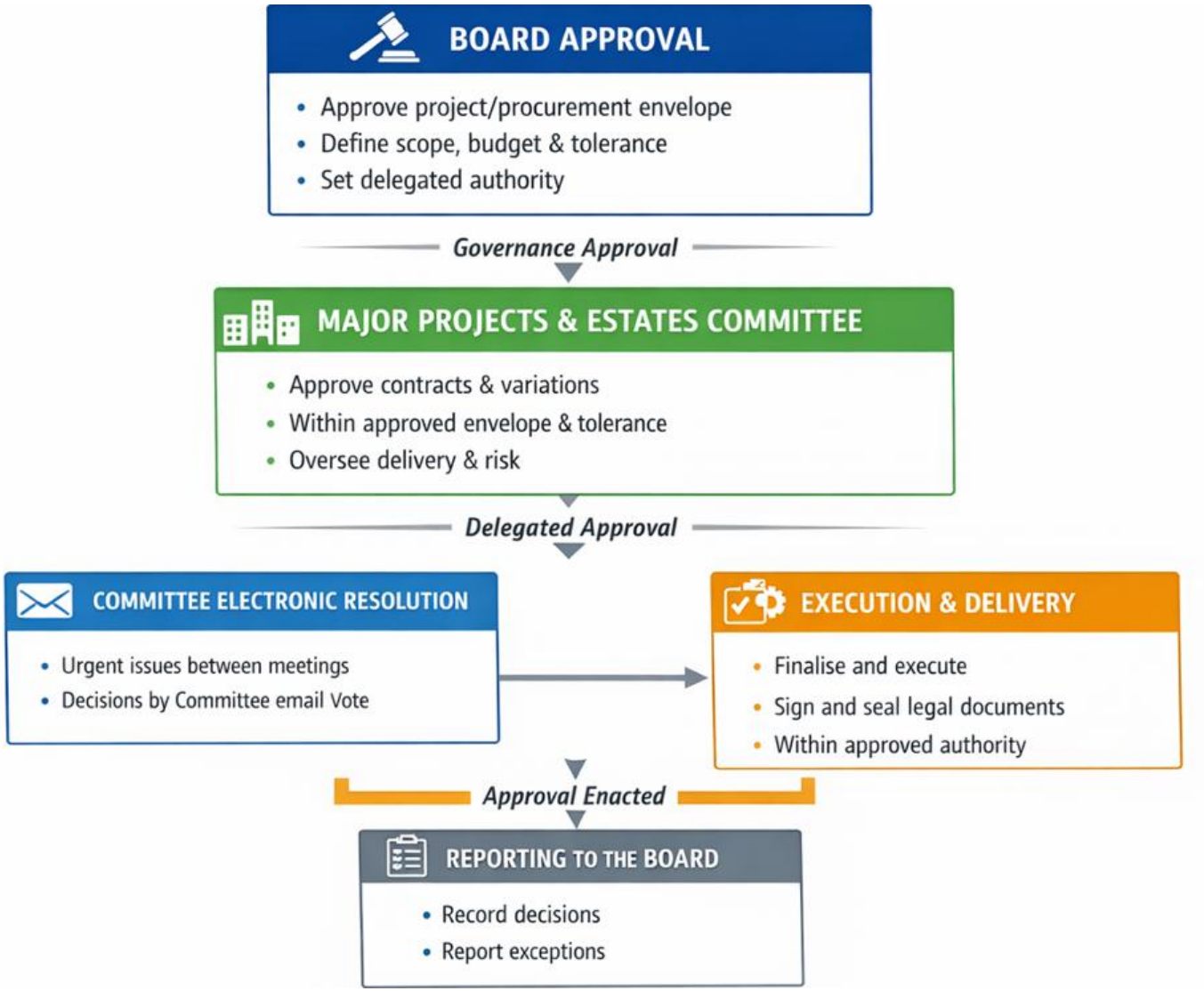
- Instrument & Articles of Government
- Standing Orders
- Scheme of Delegation
- Code of Conduct for ESCG Board Governors
- Governor Recruitment & Succession Planning Policy
- Governor Induction Booklet
- New Governor Mentoring Policy
- Protocols for Governor Visits in College
- Staff & Governor Expenses Policy
- Gifts, Hospitality & Declarations of Interest Policy

Appendix G: Governance Framework for Estates & Major Projects

Mechanism	Summary	Method	Example Scenarios
1. Full Board	The Board is the primary decision-making body for strategic estates, major capital investment and high-risk or high-value procurement. It sets the College's risk appetite, approves significant commitments and determines the parameters within which delegation operates.	• Decisions are taken through scheduled Board meetings or, where required, Board-level electronic resolutions. • Approvals are formally minuted and typically define scope, total financial envelope (including contingency), funding source, risk profile and delegated authority.	• Approval of the Estates Strategy or Estates Master Plan. • Approval of major capital project business cases. • Approval of strategic or high-value procurement contracts or frameworks above Financial Regulations thresholds. • Approval of material changes to scope, funding or risk exceeding delegated tolerance. • Approval of land disposals, acquisitions or development agreements of strategic significance.
2. Estates & Major Projects Committee *(Normal Cycle of Business)*	The Committee provides focused oversight and delegated approval for estates-led activity and associated procurement within Board-approved parameters. It ensures delivery remains aligned with strategy, financially controlled and managed within the agreed risk appetite.	• Decisions are taken through the normal committee cycle, with additional meetings if required. • Authority is exercised only where delegated by the Board and in accordance with Financial Regulations. • The Committee may approve actions within Board-approved envelopes and agreed tolerances and escalates matters that exceed those limits.	• Approval of contract awards for estates or infrastructure works within a Board-approved envelope. • Approval of estates-related procurement strategies and tender outcomes within delegated thresholds. • Approval of contract variations or extensions within agreed tolerance (e.g. up to 10%). • Approval of grant funding applications or acceptances where authority is delegated. • Monitoring delivery, cost, programme and risk with exception-based reporting to the Board.
3. Estates & Major Projects Committee *(Electronic Resolution)*	Enables timely decision making where urgency requires action between scheduled meetings.	• Electronic resolutions issued to all Committee members, where urgency requires, with sufficient information to enable informed decision making. • All decisions are reported at the next Board meeting.	• Urgent approval of a contract award within envelope. • Time limited funding acceptance. • Approval of variation within tolerance to avoid project delay.
4. Executive *(Delivery & Execution)*	The Executive is responsible for delivery and implementation of decisions approved by the Board or Committee. Execution of contracts,	• The Executive acts to execute legal documents from approval already granted.	• Finalising and executing construction or infrastructure contracts after Board/Committee approval.

Mechanism	Summary	Method	Example Scenarios
	including deeds requiring the College Seal, is an administrative act giving legal effect to an approved decision.	• The Director of Governance manages application of the College Seal and confirms execution aligns with approved authority. • Two authorised Governors to sign legal documents as formal signatories.	• Executing leases, licences or development agreements already approved. • Applying the College Seal to complete legally approved transactions. • Managing procurement processes, contract delivery and performance within agreed parameters.
5. Extraordinary Meetings	Urgent decisions that need to be taken in rare and extenuating circumstances, where there has been no prior opportunity for discussion/approval by the Full Board.	• Extraordinary meetings should be called by the Director of Governance (at the discretion of the Chair) where more complex decisions need to be made outside of the governance cycle. • Such meetings should be rare, to allow appropriate Governor scrutiny and challenge on urgent matters.	• New opportunities. • Significant changes to the Estates Strategy and/or capital projects. • Urgent or significant updates to the Board. • Approvals for extraordinary spend/budgetary changes. • Land disposal falls through, contractor goes into liquidation, legal action initiated against ESCG.

Appendix H: Approvals Process – Estates & Major Projects



Appendix I: Managing Governor Attendance Procedure

Governors are expected to attend at least 75% of Board and Committee meetings, as a minimum. An outline of time commitments is communicated to both prospective Governors at the point of application and again to all successfully appointed Governors, as part of the induction process.

Managing Governor attendance falls under the purview of the Governance, Performance & Reputation Committee, who annually receive a report on Governor attendance in the Summer Term.

To enhance procedures for monitoring oversight of Governor attendance throughout the academic year, the following trigger points for managing diminishing governor attendance levels have been defined:

Attendance Level	Apologies	Proposed Action
Rarely Absent *90% or more,* *0-1 absences – Board and Committee(s)*	Absent with apologies	• No immediate action required. • Apologies to be noted in meeting minutes by the Director of Governance. • Where an early notification of apologies has been provided, Governor to be encouraged to submit any questions or points of clarification in response to meeting papers, so that these can be considered by the Board or Committee.
	Absent without apologies	• Director of Governance to informally contact the Governor to check in and confirm the reason for absence. • Governor to be reminded to send apologies in advance of the meeting, to enable the Director of Governance to determine quoracy levels. • Unapproved absence to be noted in meeting minutes by the Director of Governance.
Sometimes Absent *75-90%,* *1-2 absences – Board and Committee(s)*	Absent with apologies	• Apologies to be noted in meeting minutes by the Director of Governance. • Director of Governance to contact the Governor by email, to check in from a wellbeing perspective and offer support as needed. • Director of Governance and Chair of the Board to explore the potential drivers for the Governor's falling attendance levels, such as work commitments, failing health, childcare issues, family matters etc. • Chair of the Board to discuss attendance as part of the annual 1:1 conversation and consideration to be given on any steps that may be taken to support the Governor in attending meetings more frequently moving forward, e.g. virtual meeting options or meeting timing adjustments, which should be balanced against the needs of the Board. • Director of Governance to provide a reminder that Governors are expected to attend at least 75% of governance meetings and provide advance notice to the Governor when this threshold is being approached. • Where an early notification of apologies has been made, Governor to be strongly encouraged to submit any questions or points of clarification in response to meeting papers, so that these can be considered by the Board or Committee.

Attendance Level	Apologies	Proposed Action
	Absent without apologies	• Director of Governance to contact the Governor by email to request a reason for absence. Follow up with a phone call if appropriate to check in from a wellbeing perspective and offer support as needed. • Director of Governance and Chair of the Board to explore the drivers for the Governor's falling attendance levels, such as work commitments, failing health, childcare issues, family matters etc. • Director of Governance to provide a reminder that Governors are expected to attend at least 75% of governance meetings and provide advance notice to the Governor when this threshold is being approached. • Chair of the Board to discuss attendance as part of the annual 1:1 conversation and consideration to be given on any steps that may be taken to support the Governor in attending meetings more frequently moving forward, e.g. virtual meeting options or meeting timing adjustments, which should be balanced against the needs of the Board. • Governor to be reminded again to send apologies in advance of the meeting, to enable the Director of Governance to determine quoracy levels. • Unapproved absence to continue to be noted in meeting minutes by the Director of Governance.
Frequently Absent *50-75%,* *3-4 absences – Board and Committee(s)*	Absent with apologies	• Apologies to be noted in meeting minutes by the Director of Governance. Consideration of the Governor's individual circumstances to be given by the Chair of the Board/GP&R Committee re ongoing absence levels. • **It should be noted that there needs to be a continuous six-month period timeframe before a Governor may be disqualified from the Board due to poor absence.** *However, the DfE have indicated that even if a Governor attends Committee meetings, they can still be disqualified if they've been continually absent from Full Board meetings without consent for a period of 6 months.** • With support from the Director of Governance, the Chair of the Board to meet with the Governor, with a view to more fully explore the drivers for absence and determine how this will be managed moving forward. This discussion should also explore the Governor's capacity to continue in role on an ongoing basis.
	Absent without apologies	• With support from the Director of Governance, the Chair of the Board to meet with the Governor, with a view to more fully explore the drivers for absence and determine how this will be managed moving forward. This discussion should also explore the Governor's capacity to continue in role on an ongoing basis. • Governor to continue to be reminded to send apologies in advance of the meeting, to enable the Director of Governance to determine quoracy levels. • Unapproved absence to continue to be noted in meeting minutes by the Director of Governance.
Usually Absent *Less than 50%,*	Absent with or without apologies	• Where these have been provided, apologies should continue to be noted in meeting minutes by the Director of Governance. Careful consideration of the Governor's individual circumstances to be given by the Chair of the Board/GP&R Committee re ongoing absence levels.

Attendance Level	Apologies	Proposed Action
5+ absences – Board and Committee(s)		• With support from the Director of Governance, the Chair of the Board should continue to liaise with the Governor to assess the situation. Wherever possible, an informal resolution should be explored. • If an informal resolution has not been possible and the Governor has been continually absent for 6 months or more (without consent), initiate the process for their removal from the Board, as detailed in Section 6 of the Standing Orders.

*Excerpt from Eversheds Sutherlands Instrument & Articles supporting notes guidance:

Paragraph (2)(b)

The second ground for removal is absenteeism. The importance of governors attending Corporation meetings regularly has been stressed by Ofsted and the FE Commissioner. This paragraph provides for the removal of a member if the Corporation is satisfied that s/he has been absent from meetings of the Corporation for more than six consecutive months without permission. The DfE's Guidance confirmed that permission for absence from a Corporation must be "… clear and definite". In considering whether a member should be removed on the grounds of absenteeism, consideration should be given as to whether any reasons for the absence have been given and whether any apologies have been offered by the member, although "merely accepting apologies for absence at meetings would not be considered giving permission for absence" (DfES Guidance). It may also be appropriate to take into account any other contributions to the College made by the member, such as attending other meetings and events, e.g. award presentations, the annual public meeting (if held), "link governor" involvement and training sessions.

Summary of Changes

Version	Effective From	Summary of Change	Prepared By	Approved By
1	04.12.2018	New Standing Orders.	Director of Governance	ESCG Board
2	31.03.2020	Updated.	Director of Governance	ESCG Board
3	21.10.2020	Revisions to board protocols.	Director of Governance	ESCG Board
4	26.01.2021	Gender neutral.	Director of Governance	Gov Dev Committee
5	23.03.2021	New committee structure & Removal of quantum for gifts as per new Financial Regulation's	Director of Governance	ESCG Board
6	12.10.2021	Student governors and co-opted member TOO, arrangements during the absence of the DoG.	Director of Governance	ESCG Board
7	05.07.2022	Amendment to Staff Governor Election Process, to align this to the Instrument & Articles, i.e. to reflect that up to 4 Staff Governors may be appointed. Additional amendment to enable one Staff Governor to be elected per campus, plus an additional Staff Governor to be appointed by all staff, if desired.	Director of Governance	ESCG Board
8	19.12.2022	Amendment to the term of office for Student Governors, i.e. to reflect that this may be extended through to the end of the student's final academic year at the discretion of the Board.	Director of Governance	ESCG Board
9	03.07.2023	• Clearer and simpler format throughout. • Amendment to the list of Committees to reflect the new governance structure for 2023-24. • Details of the reports, policies and key documents that have been delegated to Committee level approval. • Amendments to the Staff and Student Governor election processes to ensure greater consistency and clarity. • Inclusion of further detail on the non-delegable functions of the Board, in line with the Instruments & Articles of Government. • Additional content on quoracy, the proceedings of committees, voting and eligibility of Governors. • A new section outlining procedures for the removal of a member from office. • An amendment to the order of some sections for greater clarity. • New appendix, which outlines the governance framework, by which approvals related to the Estate Transformation Programme and other capital projects will be managed	Director of Governance	ESCG Board

Version	Effective From	Summary of Change	Prepared By	Approved By
10	14.12.2023	• Additional content on ineligibility to serve as a Governor. • Clarification of the requirement for Governors to be continually absent for the 'Removal of a Member' procedure due to absence to come into effect. • A new procedure for managing Governor absence has been incorporated into the appendices. • Minor amendment to the Student and Staff Governor recruitment process to enable nominees to meet with a panel of Governors (if appropriate) as well as the Director of Governance ahead of the ballot process.	Director of Governance	ESCG Board
11	08.07.2024	• Amendment to the procedure for managing Governor absence, i.e. the Board permission process before the 6 months absence period commences. • Alignment of the term of office for Staff Governors with Independent Governors, i.e. up to two terms of four years.	Director of Governance	ESCG Board
12	07.07.2025	• Minor grammatical amendments throughout. • Amendment to the list of committee level delegations. • Inclusion of additional information regarding the appointment of Committee/Vice Chairs and Ambassadors. • Amendment to the frequency of review.	Director of Governance	ESCG Board
13	09.07.2026	• Amendment to the Contents Page to include the full list of appendices. • Replacement of the Capital Development Board (CDB) throughout with the new Estates & Major Projects (E&MP) Committee. • Ensuring greater clarity in reporting to the Board when Chairs Action has been used. • Clarification that Ambassador roles are appointed annually and that they do not carry decision-making authority or replace the collective responsibility of the Board. • Amendment to the list of reports, policies and key documents delegated for committee level review/approval. • Correction to the composition of the Board to indicate that this includes up to 15 Independent Governors and up to 3 Staff Governors. • Moderate amendments to the Student Governor recruitment process to enable a Governor-led assessment stage. • Fully refreshed Governance Framework for Estates & Major Projects (Appendix G), along with a new Appendix H which illustrates the related approvals process. • Renumbering of the appendices for clarity.		