



## **Policy and Procedures for the appointment, re-appointment and replacement of members of Corporation**

*Abbreviations used in the text:*

*I of G*                *Instrument of Government - approved by the Corporation 22.5.18*  
*A of G*                *Articles of Government - approved by the Corporation 22.5.18*

1. The determined membership of Corporation (I of G 2-5, & 9, 10), and its committees, is subject to the Instrument of Government. The number of members in each category is to be determined by Corporation. The determination will be reviewed annually by Corporation's Search & Governance Committee which will make recommendations on changes to the determination to Corporation. (Current determination: see Annex A to this document).
2. Corporation wishes to maintain a range of skills within its membership. In particular, experience and expertise is valued in the following areas: education, financial management, IT management, legal matters, personnel management, health and safety, accounting and audit procedures, equality and diversity, resource management, quality assurance, risk management, safeguarding children and vulnerable adults and general management. (Corporation Skills Audit: see Annex B to this document).
3. Corporation is committed to promoting equality and diversity and will seek to achieve and maintain a membership which is representative of the community it serves.
4. Corporation requires its members to be committed to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, to act in the best interests of the College, and to declare an interest whenever necessary (I of G 11).
5. A person shall be disqualified from holding, or from continuing to hold, office as a Corporation member, if that person is disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time). (I of G 8 - see also Annex F).
6. All Corporation members will, on appointment, and at least annually, confirm their eligibility for appointment. All Corporation members, with the exception of the student members of Corporation and staff members who had been Disclosure and Barring Service (DBS) checked as a requirement of their employment, will be subject to an Enhanced DBS check on first appointment. Co-opted committee members will also be subject to DBS checks on first appointment.
7. The terms of membership, and the period of membership, of a Corporation member are determined by the Corporation constitution, as indicated in 1 above and by the Corporation itself in the meeting at which an appointment is approved (I of G 9 and see Annex A to this document). The governor will be notified in writing of these matters.
8. Upon the resignation of a Corporation member other than the Principal, a Staff or Student member of Corporation, the Corporation Search & Governance Committee will meet to consider a replacement, as described below (AoG 5).

9. Upon the expiry of the term of office of a member other than the Principal, a Staff or Student member of Corporation, the Search & Governance Committee will meet to consider whether to recommend that the member be invited to continue for another term, or whether they should be replaced (I of G 9, AoG 5). The Committee will be mindful of the value both of experienced members and of people new to the College: continuity and innovation should be held in balance (see re-appointment criteria at Annex E of this document).
10. Staff members (I of G 2 (1)(c), (3) – (5) and student members (I of G 2 (1)(d), (2) are all elected by their respective constituency, with student members nominated and elected from the Student Association Executive which is itself elected by the full-time student body. Whenever a vacancy in these categories occurs, the Clerk will support and facilitate the holding of appropriate elections.
11. If a vacancy for a Corporation member other than the Principal, a Staff or Student member of Corporation arises, the Search & Governance Committee will meet to consider a replacement, in the light of the criteria outlined in 2 and 3 above and with reference to 12 below.
12. The Search Committee will endeavour to develop and maintain a database of persons interested in becoming Corporation Members. The Committee will encourage nominations, including self-nomination, by advertising on the College's website, by advertising in the local press, when appropriate, by approaching appropriate local organisations and by approaching contacts known to College or Corporation Members.
13. When a vacancy occurs or is anticipated the Committee will draw up a list of suitable candidates through a process of interview and/or confidential references as appropriate. The Search & Governance Committee will make use of the Corporation skills audit (see Annex B to this document), the Corporation member role description (see Annex C to this document) and a person specification (Annex D to this document), in considering candidates for vacancies. Once the Committee has decided who best meets the Corporation's requirements, as described earlier in this section, the person concerned will be approached, to find out if they are willing to be appointed.
14. Any new member of Corporation, other than the Principal (I of G 2 (1)(b)) will be appointed by full Corporation (I of G 5), in the case of Corporation members other than the Principal, a Staff or Student member of Corporation, on the advice of the Search & Governance Committee (A of G 5 (1)(2). In the event that Corporation rejects the recommendation of its Search & Governance Committee, the latter body will be requested to review its work, and find a second recommendation which better suits the requirements of Corporation.
15. The terms of reference of the Search & Governance Committee, the policy and procedures for the appointment re-appointment and replacement of members of Corporation, and the advice of the Search & Governance Committee to Corporation will be available for inspection by any member of the public during normal office hours and will be placed on the College website (A of G 5 (3)-(4)).

**Approved by Corporation, 27 September 2018**

## CORPORATION CONSTITUTION

Category	No.	Details of election/nomination/appointment	Term of office
Corporation members*	13-15	Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government.	Serve for 4 years.
Parent members	2	Nominated parents members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government.	Serve for 4 years, or until the end of the academic year in which their offspring leaves College, if that is earlier.
Staff members	2	One each elected by the teaching staff and by the support staff	Term of office finishes when they cease to be a member of staff, or after 4 years if that is less.
Student members	2	Nominated from the elected Student Executive	Term of office finishes when they leave College, or after 4 years if that is less.
The College Principal	1	Ex officio member of Corporation	Term of office finishes when the Principal's employment at the College ends. The Principal may choose not to be a Corporation member.
Total all categories:	<b>20-22</b>		

## Committees

Committee	Number of members	Quorum
Finance & General Purposes	6	3
Personnel	6	3
Audit	5	3
Curriculum and Quality	5	3
Remuneration	5	3
Search & Governance	5	3
Student	7	3

Approved by Corporation, March 2018

**Audit of Skills - Corporation Members** (*paper version*)

The Corporation regularly reviews the skills of Corporation Members. This facilitates the fulfilment of Corporation obligations under the Instrument and Articles of Governance, it makes it easier for members to find roles in the College which benefit it most, and helps to convince other interested parties that the College is properly supported.

I should be very grateful if you could give a brief description of your experience, qualifications or expertise under each of the following headings:-

SKILL/KNOWLEDGE AREA	SELF-ASSESSMENT RATING No knowledge = 0, Weak = 1, below Average = 2, Average = 3, Strong = 4 ( <i>i.e. possessing a working knowledge</i> ), Very Strong = 5 ( <i>i.e. possessing professional qualifications or recent professional experience</i> )	
	Rating	Comments
Accountancy		
Audit		
Education: - please specify whether schools, sixth form colleges, FE and/or HE		
Equality and diversity		
Experience of government at local, regional or national level		
Financial Management		
Health & Safety		
IT Management		
Legal Matters		
Personnel Management		
Resource and Property Management		
Risk Management		
Safeguarding children and vulnerable adults		
Quality Assurance		
Other Management		

Approved by Corporation, 12 May 2010

Name: \_\_\_\_\_ Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## **CORPORATION MEMBER ROLE DESCRIPTION**

### ***Purpose of role***

- The Corporation provides checks and balances on the College management
- Members are accountable for their stewardship of public funds to deliver a high quality service, and for the performance of their legal and regulatory duties.
- Specific responsibilities are set out in legislation (including the Further Education Act 1992, the Learning and Skills Act 2000), the Instrument and Articles of Government, the the Education & Skills Funding Agency (ESFA) funding agreement with the College and the ESFA Audit Code of Practice.
- Members are expected to comply with the provisions of the following documents as they apply to the role of Corporation member: the Corporation Code of Conduct including the seven principles of public life drawn up by the Nolan Committee, the College's financial regulations and procedures.
- The role of a Corporation member is voluntary and unpaid, although training and related travel will be paid for.
- Once appointed Corporation members must not represent a nominating body or views of any other person or body and must act in the best interests of the Corporation.

### ***Responsible for***

- Determination of educational character and ethos
- Articulation of vision, values and strategic direction
- Oversight and monitoring of college activities
- Effective and efficient use of resources
- Financial probity
- Safeguarding assets
- Approving annual estimates of income and expenditure and 3-year financial plan
- Approving College's strategic plan, including agreeing retention, achievement and success rates
- Approving the College's quality strategy
- Appointment, grading, suspension, dismissal, appraisal and determination of pay and conditions of the Principal, the designated senior post holders and the Clerk
- Setting the framework for pay and conditions of service of all other staff
- Setting the framework for tuition and other fees

### ***Key Accountabilities***

- To students and other customers for quality of experience and outcome
- To the Government, funding bodies and public for the use of public funds
- To the local community for a local resource
- To college staff as their legal employer

### ***Principal Relationships***

- Chair and Vice Chair of Corporation
- Other Corporation members
- Relevant Corporation Committees
- Principal
- Clerk to the Corporation
- Vice-Principal(s), Director of Finance and other senior management team members

### **Partnership between Governance and Management**

- Policy, oversight, financial probity and monitoring are the business of the Corporation.
- Management and administration is the business of the Principal and management team.

### **Skills and experience sought**

- An understanding of Corporation members responsibility for strategic oversight of the College and the possession of strategic skills (preferably deriving from experience in a medium to large organisation);
- An ability to understand the challenges facing the college;
- The ability to work co-operatively within a team;
- A commitment to equality, diversity and inclusion;
- Substantial and continuing links with local communities, partnerships and/ or business;
- Availability for evening meetings;
- Experience of / interest in post-compulsory education;
- Good written and oral communication skills;
- Ability to work within a formal committee structure;
- Expertise in one or more of the areas of activity of the College (teaching or non-teaching). Useful areas of expertise include :
  - Accountancy;
  - Audit;
  - Arts;
  - Building and Estates Management;
  - Careers / Employment;
  - Community Links;
  - Corporate Governance;
  - Education;
  - Employee Relations;
  - Equality, diversity and inclusion;
  - Finance /Accountancy/Audit;
  - Health & Safety;
  - Human Resources / Staff Development & Training;
  - Humanities;
  - Information Technology;
  - Law;
  - Management, Business;
  - Marketing/ Communications/ Media/ Advertising/ Promotion;
  - Maths / Science/ Engineering;
  - 14 -19 Education;
  - Performing Arts;
  - Public sector awareness;
  - Resource and property management;
  - Risk management;
  - Quality Assurance;
  - Safeguarding children and vulnerable adults
  - Social/ Community Work/ Health;
  - Strategic Planning/ Performance Measurement.

### **Commitment**

Individual members are expected to be able to:

- Attend Corporation meetings
- To sit on at least one committee, most of which meet once per term
- To read papers before meetings and maintain sector awareness
- To ask questions and challenge the facts before them as part of a robust debate
- To work in a supportive relationship between Corporation and management
- To show an interest in the college by attending college events, such as concerts, plays, and events which celebrate student achievement

- To make an annual declaration of interests and eligibility to be held by the Clerk in a Register of Interests which is made available to members of the public
- To participate in training which enhances their contribution to the Corporation.
- Engage in self-assessment.

### ***Training and Induction***

- Induction materials, including copy of statutory Instrument and Articles and other key documents, available on the Corporation section of Moodle, the College's virtual learning environment
- An induction session with the Principal, Director of Finance, and the Clerk to the Corporation
- Governors and Clerks in FE Benchmark Standards
- Information on relevant governance websites
- Regular briefings by management on college and sector issues
- Regular information and updates from the Clerk on governance and sector issues
- Opportunity to attend regional and national training courses and conferences

**Approved by Corporation  
27 September 2018**

### PERSON SPECIFICATION FOR CORPORATION MEMBERS

- An ability to understand Corporation members' responsibility for strategic oversight of the College and the possession of strategic skills (preferably deriving from experience in a medium to large organisation);
- An ability to understand the challenges facing the college;
- The ability to work co-operatively within a team;
- A commitment to equality, diversity and inclusion;
- Substantial and continuing links with local communities, partnerships and/ or business;
- Availability for evening meetings;
- Experience of / interest in post-compulsory education;
- Good written and oral communication skills;
- Ability to work within a formal committee structure;
- Expertise in one or more of the areas of activity of the College (teaching or non-teaching). Useful areas of expertise include :
  - Accountancy
  - Audit
  - Arts;
  - Building and Estates Management;
  - Careers / Employment;
  - Community Links;
  - Corporate Governance;
  - Education;
  - Employee Relations;
  - Equality, diversity and inclusion;
  - Finance /Accountancy/Audit;
  - Health & Safety;
  - Human Resources / Staff Development & Training;
  - Humanities;
  - Information Technology;
  - Law;
  - Management, Business;
  - Marketing/ Communications/ Media/ Advertising/ Promotion;
  - Maths / Science/ Engineering;
  - 14 -19 Education;
  - Performing Arts;
  - Public sector awareness;
  - Resource and property management
  - Risk management;
  - Quality Assurance;
  - Safeguarding children and vulnerable adults
  - Social/ Community Work/ Health;
  - Strategic Planning/ Performance Measurement.

Unless exempt under Corporation's *Policy and Procedures for the appointment, re-appointment and replacement of members of Corporation*, all new Corporation members are appointed subject to a satisfactory Disclosure and Barring Service (DBS) check.

**Approved by Corporation  
27 September 2018**



**RE-APPOINTMENT CRITERIA FOR CORPORATION MEMBERS**

The following criteria will be used by the Search and Governance Committee when considering the re-appointment of members to Corporation:

- 1 Good attendance at meetings (normally at least 75%)
- 2 Contribution at meetings
- 3 Involvement in other college activities
- 4 Participation in training e.g. attendance at Corporation training and briefing sessions, at national or local conferences or workshops
- 5 Having been a member of Corporation committees or working groups
- 6 Possession of skills and experience which remain relevant to Corporation's needs

**Approved by Corporation  
1 October 2015**



## Register of interests

<b>Name</b>
<p><b>FINANCIAL INTERESTS</b></p> <p><i>Please give details below of the interest and whether it applies to you or, where appropriate, a connected person as defined by the Charities Act 2011, such as a member of your immediate family, employer or some other close personal connection.</i></p>
<b>Details of employment or self-employment:</b>
<b>Any consultancies held:</b>
<b>Any directorships held:</b>
<b>Any contract for goods, services or works with the College:</b>
<b>Significant share-holdings i.e. where more than 1% of the share capital is held:</b>
<b>Benefit from trusteeship of a trust (other than private family trusts which do not own commercial assets):</b>
<b>Gifts &amp; hospitality received during the last 12 months from a person or body who has or is likely to tender to or to supply goods or services to the College:</b>
<p><b>PERSONAL INTERESTS &amp;/OR PUBLIC APPOINTMENTS</b></p> <p>Membership of local authorities, health authorities, NHS Trusts, the magistracy or tribunals, college funding agencies or bodies, college corporations, school governing bodies and other similar organisations of which I am a member. Other unremunerated posts, honorary positions or other positions which might give rise to a conflict of interest or trust. Membership of closed organisations e.g. the Freemasons.</p>
<b>RELATED TO STUDENT/STAFF AT WYKE SIXTH FORM COLLEGE</b>
<p><b>The above is complete and correct to the best of my current knowledge. Should I become aware of any possible conflict of interest not included above, or any change in the above which I foresee leading to a conflict of interest, I will declare it to the Clerk of the Corporation as soon as possible.</b></p> <p><i>I also declare that I am/continue to be eligible to serve as a member of Corporation and satisfy the eligibility requirements set out in clause 8 of the Instrument of Government (See clause 8 at Appendix A overleaf. See also the Charity Commission guidance note on who can be a charity trustee at Appendix B overleaf).</i></p>
<b>Signed</b>
<b>Date</b>

## **Appendix A: Extract from the Instrument of Government**

### **Persons who are ineligible to be members**

- 8.- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) A person shall be disqualified from holding, or from continuing to hold, office as a member, if that person is disqualified from acting as a charity trustee under the Charities Act 2011 (as amended from time to time).
- (6) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

### **Termination of membership**

- 10.- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification.
- (3) If at any time the Corporation is satisfied that any member -
- (a) is unfit or unable to discharge the functions of a member; or
  - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,
- the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (4) Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- (5) A student member shall cease to hold office-

- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- (b) if expelled from the institution,

and the office shall then be vacant.

## Appendix B

### Extract from The Essential Trustee (Charity Commission, July 2015, updated 3 May 2018)

<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

#### Who can be a trustee?

##### Disqualification

You must not act as a trustee if you are disqualified under the Charities Act, unless your disqualification has been waived by the Commission. Reason for disqualification include. if you:

- are disqualified as a company director
- have an unspent conviction for an offence involving dishonesty or deception (such as fraud)
- are an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with your creditors
- have been removed as a trustee of any charity by the commission (or the court) because of misconduct or mismanagement

From 1 August 2018, new disqualification reasons will be added: these will include being on the sex offenders' register, unspent convictions for a wider range of offences including bribery and money laundering, or disobeying a direction of the Commission. The guidance explains the changes in more detail.

If any of the current or new disqualification reasons apply to you, you may be able to get your disqualification lifted (or 'waived') by the Commission. The Commission will carefully consider whether granting a waiver is appropriate, although there are some situations where it has no power to grant a waiver – for example, where a trustee is disqualified as a company director.

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See also the detailed guidance at: <https://www.gov.uk/guidance/automatic-disqualification-rules-for-charity-trustees-and-charity-senior-positions#summary-of-the-legal-disqualification-reasons> and the following list:

#### Disqualification Reasons from 1 August 2018

After 1 August 2018, you will be automatically disqualified from acting as a trustee or senior manager if:

1. You have an **unspent** conviction for any of the following

- a) an offence involving **deception or dishonesty**
  - b) a **terrorism** offence
    - a. to which Part 4 of the Counter-Terrorism Act 2008 applies
    - b. under sections 13 or 19 of the Terrorism Act 2000
  - c) a **money laundering** offence within the meaning of section 415 of the Proceeds of Crime Act 2002
  - d) a **bribery** offence under sections 1, 2, 6 or 7 of the Bribery Act 2010
  - e) an offence of **contravening a Commission Order or Direction** under section 77 of the Charities Act 2011
  - f) an offence of **misconduct in public office, perjury or perverting the course of justice** yes/no
  - g) In relation to the above offences, an offence of: attempt, conspiracy, or incitement to commit the offence; aiding, or abetting, counselling or procuring the commission of the offence; or, under Part 2 of the Serious Crime Act 2007(encouraging or assisting) in relation to the offence
2. You are **on the sex offenders register** (i.e. subject to notification requirements of Part 2 of the Sexual Offences Act 2003)
  3. You have an unspent sanction for **contempt of court** for making, or causing to be made, a false statement or for making, or causing to be made, a false statement in a document verified by a statement of truth
  4. You have been found guilty of **disobedience to an order or direction of the Commission** under section 336(1) of the Charities Act 2011.
  5. You are a **designated person** for the purposes of Part 1 of the Terrorist Asset-Freezing etc. Act 2010, or the Al Qaida (Asset Freezing) Regulations 2011.
  6. You have **previously been removed as an officer, agent or employee of a charity** by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
  7. You have **previously been removed as a trustee** of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
  8. You have been **removed from management or control of any body** under section s34(5)(e) of the Charities and Trustee Investment (**Scotland**) Act 2005 (or earlier legislation)
  9. You are **disqualified from being a company director**, or have given a disqualification undertaking, and leave has not been granted (as described in section 180 of the Charities Act) for you to act as director of the charity
  10. You are **currently declared bankrupt** (or subject to bankruptcy restrictions or an interim order)
  11. You **have an individual voluntary arrangement (IVA)** to pay off debts with creditors
  12. You are **subject to** a moratorium period under a **debt relief order**, or a debt relief restrictions order, or an interim order
  13. You are subject to an order made under s.429(2) of the Insolvency Act 1986. (**Failure to pay under a County Court Administration Order.**)