



**NORTH KENT COLLEGE
CORPORATION BOARD
STANDING ORDERS**

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Contents

A. The Corporation	9
1. Meetings	9
2. Quorum	10
3. Order of business	10
4. Minutes	12
5. Minutes of Committees	12
6. Appointment of Chair and Vice-Chair	12
7. Proceedings of Meetings and Voting	13
8. Approval on Appointment	15
9. Disorderly Conduct	15
10. Determination of Membership	15
11. Members not to be financially interested in the College	17
12. Members Eligibility	18
13. Members' Expenses	18
14. Public Access to Meetings	19
15. Publication of Minutes and Papers	19
16. Attendance at Meetings	20
17. Corporation members with special roles	20
18. Corporation Self-Assessment & Development	20
19. Legal Advice	21
20. Corporation Seal	21
21. Media Statements	22
22. Code of Conduct	22
B Committees of The Corporation	23
23. Establishment of Committees	23
24. Membership and Terms of Appointment of Committees	23
25. Attendance of Members at other Committee Meetings	23
26. Election of Chair and Vice Chair	24
27. Meetings of Committees	24
28. Quorum of Committees	24
29. Minutes of Committees	25
30. Co-opted Members of Committees	25
C. Amendments to The Standing Orders	26
D. Special Provisions for "Remote" Meetings/Decisions	26
Appendix I	27
Policy Regarding Attendance at Corporation Meetings of Non-Corporation Members	27
Appendix II	28

Policy Regarding the Publication of Minutes of Corporation Meetings	28
Appendix III.....	29
Appendix IV	34
Conflicts of Interest Policy	34
Appendix V	38
Procedure for Complaints against the Corporation, Board Members and the Clerk	38
Appendix VI	Error! Bookmark not defined.
Public Information Disclosure Act (“PIDA”)	Error! Bookmark not defined.
Whistle Blowing Policy & Procedures	Error! Bookmark not defined.

Standing Orders Relating to the Business and Proceedings of The Corporation (to be read in conjunction with the Instrument and Articles of Government)

Background

Corporation Boards in Colleges operate within a national framework, which is set by legislation and by Government and its agencies. This section sets out the main elements of that framework that apply to all colleges and which all governors should be aware of.

The governing body and its powers

Every college is under the overall direction of a governing body. In more than 95% of cases, the governing body is a further education corporation, or sixth form college corporation established under the Further and Higher Education Act 1992. This Act removed colleges from local authority control and set them up as freestanding public bodies. A small number ('specialist designated institutions') are independently constituted charities regulated by their own trust deeds.

Corporations are empowered by Section 18 of the Act to provide further and higher education. In recent years, corporations have been given more extensive powers to provide secondary education for young people aged 14 and over. They have a wide range of supplementary powers that they can exercise for the purpose of, or in connection with, their principal powers.

The Act requires every college to have an Instrument and Articles of Government setting out how it will conduct its business. Schedule 4 to the Act (which was substantially revised by the Education Act of 2011, pages 115 and 116) states what the Instrument and Articles must include.

Types of governors

The members of the governing body are usually referred to as governors, or collectively as the Board. It is the Board's job to decide how many members it has and how they are appointed. The only proviso is that the membership must include staff, students and, for sixth form colleges, parents of students.

The Board specifies the arrangements for recruiting governors in each of the above categories, determines the term of office for which each appointment will be made. It also sets limits either on the number of times a governor may be reappointed or on the total number of years which any governor may serve.

Charitable status

Every college has charitable status and so is subject to the requirements of the Charities Act. Further education (FE) corporations and sixth form college (SFC) corporations are classified as 'exempt' charities. This means that they are not regulated by the Charity Commissioners but by a separate regulator - the Department for Education (DfE).

Governors are, however, trustees, and are therefore required to:

- apply the property and income of the college only for the purposes of the charity
- act only within their legal powers – not 'ultra vires'
- manage and protect the property of the college
- 'exercise the same degree of care in dealing with the administration of the charity as a prudent business person would in managing their own affairs or those of someone else for whom they are responsible'

The fundamental requirements of the Charities Act are set out in the Charity Commission's publication, *Registering as a Charity* (CC21).

Since colleges are charities, governors are only eligible to serve if they meet the criteria for appointment as charity trustees. They must be fit and able to discharge the duties of a governor and must not be bankrupts or former prisoners.

Financial and audit requirements

Many of the obligations placed on colleges flow from the fact that they receive public funds. The expectations of the principal funding body – the Education and Skills Funding Agency (ESFA) – are set out for colleges in the financial memorandum and funding agreement.

Both documents require the governing body to:

- appoint an accounting officer (normally the principal) who is answerable to Parliament for the use of public funds;
- appoint an Audit Committee;
- demonstrate value for money;
- have an effective risk management policy;

- properly manage and develop its property and ensure that its premises are properly equipped; and
- inform the funding body of any risks to the college's solvency or viability or of any instances of fraud or irregularity

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The College Accounts Direction 2020 to 2021 sets out the Education and Skills Funding Agency's (ESFA's) financial reporting requirements for further education and sixth-form college corporations for their financial year ending 31 July 2021. The ESFA publish the accounts direction on behalf of the Secretary of State for Education, in their role as principal regulator of corporations as exempt charities. Compliance with this account's direction is a requirement in corporations' funding agreements with ESFA. It includes the requirement for a Statement of Corporate Governance and Internal Control, as well as a Statement of Responsibilities for members of the Corporation. The most significant changes this year are:

- inclusion of key points which should be included in the financial review of the corporation as best practice.
- highlighting the defined benefit pension plan disclosures required by FRS102.
- a requirement for the statement of corporate governance and internal control to include the number of audit committee meetings which took place in the year, and attendance records for each committee member.

The financial memorandum or funding agreement also empowers the relevant funding body to specify the form in which each college will prepare its financial statements. It also requires colleges to comply with the two funding bodies' Post 16 Audit Code of Practice.

The Post 16 Audit Code of Practice sets out the funding bodies' requirements for each college's audit, accountability and assurance arrangements, and provides a broad framework in which colleges should operate. The funding agencies' Accounts Direction and Accounts Direction Handbook, which are reissued annually, set out the accounting requirements in more detail.

The most important requirements of the Post 16 Audit Code of Practice for governors are:

- It is a condition of funding and Post 16 Audit Code of Practice that corporations must establish an audit committee.
- The audit committee must advise the corporation on the adequacy and effectiveness of the corporation's assurance framework. The audit committee must play a robust role in good stewardship and risk management and may refer to the ESFA's guidance on the scope of work of audit committees and internal auditors in college corporations. In addition, the audit committee

advises and supports the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities. The College Accounts Direction sets out the ESFA's specific requirements including the required format of the corporation's statement of corporate governance and internal control.

- The corporation must set out clear terms of reference for the audit committee. These should reflect accepted good practice for audit committees of publicly funded organisations 5 and as a minimum must set out
 - a. the committee's right to scrutinise any activity within its terms of reference, which may involve engaging a third party to assist
 - b. the committee's right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
 - c. a requirement for the corporation to appoint a minimum membership of three, a majority of whom must be governors, which must not include the chair of the corporation or principal/Chief Executive
 - d. a responsibility for the corporation, in appointing members, to maintain the committee's independence and objectivity⁶
 - e. a restriction on the committee not to adopt an executive role
- Audit committees must include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance, and assurance. The abilities of the membership of the audit committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas. Audit committees will be most effective when they are staffed by individuals who are prepared to support, challenge, and warn the board of governors.

More specifically, the Accounts Direction requires the Board to include within its annual report and accounts an operating and financial review and a statement of corporate governance and internal control.

Code of governance

While there is no legal requirement for a college to adopt a code of governance, the Accounts Direction requires each governing body to publish a Statement of Corporate Governance and Internal Control as part of its annual report and accounts. This must set out or refer to the principles by which the college is governed.

In 2015, the AoC published The English Colleges' Code of Good Governance, which has been widely adopted. The Code sets out standards of good governance practice that are specific to the college sector. The reviewed and amended AoC Code of Good Governance is due for publication in October 2021.

Both Codes of Governance are applied on a 'comply or explain' basis: if the college does not think it appropriate to comply with any of the provisions of either code, it must explain its reasons for non-compliance.

Inspection and regulation

As well as being regulated by the Department for Education (DfE), colleges, as providers of education, are subject to inspection by the Office for Standards in Education (Ofsted), an independent inspectorate which is funded by and reports directly to Parliament.

Ofsted inspects all further education and skills providers receiving public funds, including further education colleges. Details of the categories and frequency of inspection are detailed in the current Ofsted 'Further education and skills handbook'.

Status of Standing Orders

These Standing Orders ("Orders") supplement the provisions of the Education Act 2011 and the instrument and articles of government of the College ("the Instrument and Articles"). In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

Every member of the Corporation and of its Committees shall be bound by these Orders and will be provided with a copy of them on their appointment to the Corporation.

As a condition of receiving public funds, the Corporation Board and Chief Executive/Executive Principal have duties and responsibilities as set out in the College's Financial Memorandum and the Post 16 Audit Code of Practice, and for the proper use of income derived from the providers of other public funds.

Due to the status of a Further Education College as an exempt Charity, the Members of a Further Education Corporation Board are also governed by Charity Law, in their role as Charity Trustees.

The Corporation 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 apply to these Companies.

Governors of Further Education Colleges 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; and
- Safeguarding legislation

All references to the Corporation or to meetings of the Corporation should also be taken to refer to committees of the Corporation unless otherwise stated.

The Chair is delegated to approve minor changes to the Standing Orders in response to legal requirements and audit recommendations.

The Standing Orders will otherwise be kept under review by the Search, Governance and Remuneration Committee which will recommend such amendments as it considers appropriate to the Corporation for consideration. Subject to this the Standing Orders will be reviewed in full every two years.

A. The Corporation

1. Meetings

- 1.1. Unless otherwise provided, the date, time and place of meetings shall be determined by the Chair.
- 1.2. A calendar of meetings for the Corporation and its committees, including the annual “Corporation Development/Strategy”, meeting and any training meetings, shall be considered and approved by the Corporation, at its last meeting of the academic year.
- 1.3. The Corporation shall meet at least twice in every term, on the basis that the College operates a 3 term year *and* shall hold such other meetings as may be necessary.
- 1.4. All meetings shall be summoned by the Clerk & Governance Advisor to the Corporation, who shall send to the Corporation members written notice of the meeting and a copy of the agenda and supporting papers at least seven clear days in advance of the meeting, save where urgency or late availability of papers make this impossible. As of May 2021, all agenda notices and supporting documentation for Corporation Board meetings and committee meetings will be distributed electronically using the iBabs governance portal.

- 1.5. A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. Where the Chair or, in his/her absence, the Vice Chair so directs on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within such period, being less than seven days, as he/she specifies.
- 1.6. Members of the Corporation attend in a personal capacity and shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 1.7. Subject to ratification, the Chair can deal with urgent matters on behalf of the Corporation. This authority is delegated, on the same basis, to Committee Chairs, but is further subject to Committee terms of reference.

2. Quorum

- 2.1. Meetings of the Corporation shall be quorate if 40% or more of its full membership is present.
- 2.2. If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If during a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately.
- 2.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient.

3. Order of business

- 3.1. Business shall be taken in the order it appears on the agenda for the meeting, except that the order may be varied by the decision of the members present at the meeting. The agenda for each meeting will be determined by the Chair after consideration with the Clerk & Governance Advisor to the Corporation and Chief Executive/Executive Principal.
- 3.2. Members of the Corporation wishing to include agenda items shall inform the Clerk & Governance Advisor to the Corporation in writing at least fourteen days prior to the meeting. Each committee may recommend to the Chair and Clerk & Governance Advisor to the Corporation which items of business should be included in the Corporation agenda and whether that item is for information or approval, is a “key item” or more routine, whether a hard copy of the supporting document should be provided to members and whether

members should be required to read the whole of the supporting document or extracts only.

- 3.3. The order of business for a normal meeting will be:

Part 1

Apologies for absence

Appointment of Chair (if necessary)

Declaration of Interests

Approval of Minutes

Register of Actions

Chief Executive/Executive Principal's repo

Deputy Executive Principal/Teaching Learning & Improvement - Curriculum Report

Deputy Chief Executive - Finance Report

Key items for information, approval, recommendation or discussion

Reports from Committees (to include other items for information, approval, recommendation or discussion)

Dates and times of meetings for the academic year – *summer term only*

Meeting Evaluation

Date and time of next meeting

Part 2

Confidential items

- 3.4. Papers tabled at meetings must have the approval of the Chair and relate to specific agenda items.
- 3.5. Matters of urgent business can be added to the agenda with the agreement of the Chair and the Clerk & Governance Advisor to the Corporation.
- 3.6. Papers prepared for meetings of the Corporation and/or its committees must comply with the document standards approved from time to time by the Corporation unless there is a good reason to depart from those standards e.g. a requirement of a funding body. Wherever possible, the full set of agenda and documentation will be available electronically via the iBabs governance portal. For all documents, whether provided in hard copy or not, the author of

the paper or the member of the Senior Leadership Team presenting the paper shall produce an executive summary of the key issues to be determined or considered.

4. Minutes

- 4.1. At every normal meeting of the Corporation the minutes of the last meeting shall be taken in the order shown in 3.3, except in cases where the members present decide otherwise by agreement with the Chair. If the minutes are agreed to be accurate they shall be signed as a true record.
- 4.2. Separate minutes shall be taken of those parts of meetings from which staff or student members or the Clerk & Governance Advisor to the Corporation have withdrawn. A staff or student member or Clerk & Governance Advisor to the Corporation who has withdrawn from a meeting in accordance with Instrument clauses 14(5), (8), (9) or (10) shall not be entitled to see the minutes of that part of the meeting.
- 4.3. Where the next meeting of the Corporation is an extraordinary or special meeting, the next following meeting shall be treated as a suitable meeting for the purposes of signing minutes.

5. Minutes of Committees

At every meeting of the Corporation, other than a special meeting, there shall be a verbal report from the Chairs of the Committees which have met since the previous Corporation meeting on key issues considered by those committees. The minutes of all committee meetings will be shared electronically via the iBabs governance portal format when approved by the committee chair and so will be available to all members.

6. Appointment of Chair and Vice-Chair

- 6.1. Members of the Corporation shall appoint a Chair and a Vice Chair from among their number.
- 6.2. The Chief Executive/Executive Principal and any staff or student member shall not be eligible to be appointed Chair or Vice Chair.
- 6.3. The Chair and Vice Chair shall hold office for a period of two years as the Corporation may determine. The incumbent Chair and Vice Chair of Corporation can be re-elected for a second two-year term of office, only in exceptional circumstances would it be permitted to re-elect either Chair or Vice Chair of Corporation for a third two year term of office.

- Chair of Corporation – Keith Norman (appointed effective 1 August 2021)
 - Vice Chair of Corporation – David Martin (appointed effective 1 August 2021)
- 6.4. If both the Chair and Vice Chair are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Chief Executive/Executive Principal or a staff or student member.
- 6.5. The Chair and Vice Chair may at any time by notice in writing to the Clerk & Governance Advisor to the Corporation resign their respective offices.
- 6.6. At the Corporation meeting preceding the expiry of the term of office of the Chair or the Vice Chair or following the resignation of the Chair or Vice Chair, the members shall appoint a new Chair or Vice Chair, as the case may be, from among their number whose term of office as Chair or Vice Chair will commence immediately on the expiry of the term of office of the previous Chair or Vice Chair.
- 6.7. Any Chair and Vice Chair whose first term of office is to expire shall be eligible for reappointment, subject to clause 6.3 above.

7. Proceedings of Meetings and Voting

- 7.1. If a consensus is not reached, every question to be decided at a meeting of the Corporation shall be determined by a majority of votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.
- 7.2. A member may only approve or vote on questions by being present at a meeting – but see provisions in paragraph section D below.
- 7.3. No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 7.4. Except as provided by Articles 16 and 18 (relating to appeals and representations about staff discipline and dismissal) a member of the Corporation who is a member of the staff or a student of the institution shall withdraw:
- 7.4.1. from that part of any meeting of the Corporation at which his remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement are to be considered;

- 7.4.2. from that part of any meeting of the Corporation at which the appointment of his successor is to be considered; and
 - 7.4.3. if so required by a resolution of the other members present, from that part of any meeting of the Corporation at which the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to his own are to be considered.
- 7.5. Subject to paragraph 7.4, a Chief Executive/Executive Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation.
- 7.6. A student member who is under the age of 18 shall not vote on any question concerning any proposal:
 - 7.6.1. for the expenditure of money by the Corporation; or
 - 7.6.2. under which the Corporation, or any members of the Corporation would enter into any contract or would incur any debt or liability (whether immediate, contingent or otherwise).
- 7.7. Except as provided by rules made under Article 18 relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from any part of any meeting of the Corporation at which his/her conduct, suspension or expulsion is to be considered.
- 7.8. In any case where the Corporation is to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student member shall:
 - 7.8.1. take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - 7.8.2. where required to do so by a majority of members, excluding student members, of the Corporation present at the meeting, withdraw from the meeting.
- 7.9. The Clerk & Governance Advisor to the Corporation shall be entitled to attend all meetings of the Corporation (including meetings of any committee of the Corporation) but shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered, in which case the members of the Corporation

shall appoint from their number a person to act as Clerk & Governance Advisor to the Corporation for the duration of such meeting or part of the meeting.

8. Approval on Appointment

- 8.1. Where at a meeting there is only one nomination for membership of the Corporation or for the position of Chair or Vice Chair a consensus should be reached on the appointment. If there is no clear consensus, a vote shall be taken and the appointment made if the nominee achieves 50% or more of the votes cast by members of the Corporation present.
- 8.2. Where there are two nominations for one membership position or for the position of Chair or Vice Chair a vote shall be taken and the nominee with the majority of the votes cast by members of the Corporation shall be appointed.
- 8.3. Where there are three or more nominations for any position as member, Chair or Vice Chair a vote shall be taken. If one nominee achieves 50% or more of the votes cast by members of the Corporation present, that nominee shall be appointed. If no nominee achieves a majority on the first vote, the nominee with the lowest number of votes shall be withdrawn from the election and a fresh vote taken. If necessary, this process will continue until there is a majority in favour of one nominee.

9. Disorderly Conduct

- 9.1. If any member, in the opinion of the Chair, disrupts a meeting by persistently disregarding the ruling of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move 'that the member named be not further heard' and the motion, if seconded, shall be put and determined without discussion. The member shall not be further heard for the remainder of that meeting. It would be expected that a member subject to this ruling shall write a letter of apology to the Chair before the next meeting.
- 9.2. If anyone interrupts a meeting the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting. It would be expected that a member subject to removal from a meeting shall write a letter of apology to the Chair before the next meeting.
- 9.3. The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he/she considers appropriate.

10. Determination of Membership

- 10.1. The structure of the Corporation's membership has been determined in accordance with the Instrument of Government and is as follows:

Category	Number of Members
External Staff	up to 1#5 (amended May 2021) 2 (1 from Dartford/Gravesend & 1 from either Hadlow College/Tonbridge College)
Student	2(1 from Dartford/Gravesend & 1 from either Hadlow College/Tonbridge College)
Chief Executive/Executive Principal	1
Total	20

- 10.2. Subject to 10.2.1 and 10.2.2 below, the Term of office of a Corporation member will be a maximum of 2 x four year terms of office (8 years in total).

10.2.1. The Student members will serve for a maximum term of two years.

- 10.3. External members will be persons other than members of staff, students and the Chief Executive/Executive Principal who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions. Members will be chosen from those with business, community and other experience and the Corporation will endeavour to ensure that a balance of skills and interests is maintained.

- 10.4. A member may at any time resign his or her office by notice in writing to the Clerk & Governance Advisor to the corporation.

- 10.5. If at any time the Corporation is satisfied that any member:

10.5.1. has been absent from meetings of the Corporation or any of its Committees for a period longer than six consecutive months without the permission of the Corporation; or

10.5.2. is unable or unfit to discharge the functions of a member; or

10.5.3. becomes ineligible to serve as a Corporation member by reason of bankruptcy, criminal conviction or otherwise as provided in the Instrument and Articles of Government

the Corporation shall confirm in writing to the person concerned that his/her membership of the Corporation has been brought to an end on the date specified in the notice of termination and the office shall thereupon become vacant.

- 10.6. Any member who is a member by virtue of being a member of the staff (including the Chief Executive/Executive Principal) or a student of the College

shall cease to be a member if he or she ceases to be a member of the staff or a student of the College and thereupon the office shall become vacant.

- 10.7. A register of attendance and of membership is held by the Clerk & Governance Advisor to the Corporation.
- 10.8. A member will be required, on appointment, to complete a declaration of eligibility as defined in the Instrument clause 8 and all members shall renew that declaration on an annual basis.
- 10.9. Procedures for the appointment of Corporation members are set out at Appendix III below.

11. Members not to be financially interested in the College

- 11.1. Except with the approval in writing of the Secretary of State, no member shall take or hold any interest in any property held or used for the purpose of the College or receive any remuneration for his or her services as a member, provided that a member who is a member of the staff of the institution (including the Chief Executive/ Executive Principal) may receive remuneration in that capacity.
- 11.2. A member who has a financial interest in the supply of work or goods to or for the purposes of the College; any contract or proposed contract concerning the College; or any other matter relating to the College shall disclose to the Corporation the nature and extent of his or her financial interest. A member will be required, on appointment, to complete a declaration of interests in accordance with the Instrument clause 11 and to keep the Clerk & Governance Advisor to the Corporation advised of any changes that require to be made to such declaration throughout their period of office. A formal renewal of this declaration is to be made annually.

If such member is present at a meeting of the Corporation at which such supply, contract or other matter is to be considered, he/she shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in respect of any related resolution.

- 11.3. A register of members' interests, as defined above is open to inspection on request to the Clerk & Governance Advisor to the Corporation.
- 11.4. This clause shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

- 11.5. Where a member has declared an interest at a meeting, has left the meeting, and chosen to remain within easy reach, that member shall be recalled before any further business is begun.
- 11.6. North Kent College Conflict of Interest Policy is provided at Appendix IV.

12. Members Eligibility

Eligibility to serve on the Corporation Board in any capacity is determined in accordance with Charity Law and Company Law. The following are ineligible to serve as governors:

- a. anyone who has an unspent conviction for an offence involving deception or dishonesty;
- b. anyone who is an undischarged bankrupt;
- c. anyone who has been removed from trusteeship of a charity by the Court or the Commission for misconduct or mismanagement;
- d. anyone under a disqualification order under the Company Directors Disqualification Act 1986.
- e. 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.

The eligibility of each governor to serve shall be checked on appointment by the Clerk & Governance Advisor to the Corporation. Governors will be responsible for advising the Clerk to the Corporation should their eligibility cease and they will be reminded of this on an annual basis by the Clerk.

13. Members' Expenses

- 13.1. Members, excluding the Chief Executive/Executive Principal, Staff and Student Members, will be entitled to seek re-imbursement of travel expenses for attending Corporation and Committee Meetings. Reimbursement of such expenses will be made subject to receipt of appropriate evidence if travel is by public transport, subject to the amount being claimed being at standard and not first-class rates and if by private car at the rate then current for members of the staff of the College.
- 13.2. All members will be reimbursed for the cost of any external training courses attended together with any related expenditure for travel, calculated on the above basis, accommodation and subsistence, subject at all times to the prior agreement of the Chair or Vice Chair of the Corporation as to the appropriateness of the training

- 13.3. Requests for re-imbursement of any other expenses will be considered by the Search & Governance and Remuneration Committee and if approved, will be agreed under its delegated authority.

14. Public Access to Meetings

- 14.1. Subject to Instrument Clause 16 and to paragraph 13.2 below, any question as to whether any person who is not:

14.1.1. a member of the Corporation; or

14.1.2. the Clerk & Governance Advisor to the Corporation

should be allowed to attend a meeting of the Corporation shall be determined by the Corporation as detailed in Appendix I hereto.

- 14.2. An observer from the Education Skills Funding Agency shall be entitled to attend meetings of the Corporation (including meetings of any committee of the Corporation), provided that no more than two such persons shall be so entitled under this paragraph.

15. Publication of Minutes and Papers

- 15.1. The general policy concerning publication of Minutes and Papers, as determined by the Corporation, is detailed in Appendix II hereto. In addition and subject to paragraph 15.2, the Corporation shall ensure that a copy of:

15.1.1. the agenda for every meeting of the Corporation;

15.1.2. any report, document or other paper considered at any such meeting shall, in each case as soon as possible, be made on the College website once formally approved or, on request to the Clerk & Governance Advisor to the Corporation.

- 15.2. There may be excluded from any item required to be made available in pursuance of paragraph 15.1, any material relating to:

15.2.1. a named person employed at or proposed to be employed at the College;

15.2.2. a named student at, or candidate for admission to, the College; and

15.2.3. any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.

- 15.3. The minutes of Corporation meetings after 1 January 2008, save for confidential ("part 2") minutes shall be published on the College website as

promptly as possible after agreement of the minutes by the Corporation Chair and shall remain on the website for a minimum period of 12 months.

16. Attendance at Meetings

Attendance of non-members at meetings of the Corporation and its committees, as determined by the Corporation, is as detailed in Appendix I hereto.

17. Corporation members with special roles

To assist in its duties, the Corporation shall appoint from amongst its number members who will take a particular interest in the following areas:

safeguarding; equality and diversity; risk management; health and safety.

18. Corporation Self-Assessment & Development

18.1. Governor Development

The Search, Governance and Remuneration Committee will consider an annual governors development plan which will be developed taking into consideration sector developments, skills gaps and governor training needs identified in governor appraisals and self-assessment processes.

An annual Corporation Development/Strategy Day will be held for collective governor development. The Clerk & Governance Advisor to the Corporation will arrange the topics for discussion in conjunction with the Chair of the Corporation and the Chief Executive/Executive Principal.

The Clerk will maintain a protected 'virtual learning environment area' for Governors, which is easy to access and easy to navigate, and which contains key governance documentation and Governor training materials.

A report on progress against the governors development plan will be submitted annually to the Search, Governance and Remuneration Committee.

18.2. Corporation Self-Assessment

In order to achieve more effective and efficient governance, each governor will be invited to an individual review session with the Chair or a Committee Chair to discuss their development, to receive feedback on their contribution to the work of the Corporation, to identify any changes they might wish to make to the Committees they are members of and whether they have any aspirations to become a Chair or Vice Chair of a Committee.

The Clerk will gather feedback on the Chair's performance from a questionnaire completed by all Governors. A summary of this feedback will be provided to the Chair at an annual meeting held with Vice Chair of Corporation, Principal and Clerk to the Corporation.

The terms of reference and decision making of each Committee shall be reviewed annually as part of an annual committee self-assessment. The outcome of this exercise will be reported to the Search & Governance Committee which will consider whether there are implications for the structure and operation of the Corporation. The Search & Governance Committee will develop and make recommendations to the Corporation on the annual self-assessment report for Governance.

19. Legal Advice

Governors shall have the right to take independent advice on any matters concerning the exercise of their powers and responsibilities including their legal, accounting and regulatory duties.

A Member who wishes to seek advice under this procedure shall give prior written notice to the Clerk & Governance Advisor to the Corporation and provide a summary of issues on which advice is sought; and if independent advice is sought (i.e. not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

The Clerk & Governance Advisor to the Corporation shall ensure that the request is submitted to the Chair whom shall consider the merits of the case in consultation with the Chief Executive/Executive Principal. The Chair will contact the Member (via the Clerk) within ten working days to confirm whether payment or contribution toward the costs of independent professional advice will be authorized.

Any advice obtained under this procedure shall, on request, be made available to all Corporation Members

20. Corporation Seal

The Corporation Seal will be applied to formal documents and major contracts. The application of the Seal of the Corporation shall be authenticated by the signature of the Chair or the Vice Chair of the Corporation.

The Clerk shall maintain a record of all documents authenticated by the College Seal together with details of the signatories on behalf of the

Corporation. The application of the seal to such documents will normally be reported to the Corporation.

21. Media Statements

All enquiries from the press, radio or television must be directed to the Chief Executive/Executive Principal's office, and all press releases should be issued only from the Chief Executive/Executive Principal's office. Members other than the Chief Executive/Executive Principal should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its Committees without the agreement of the Chief Executive/Executive Principal. In any public statement particular care should be taken not to reveal or criticize the views that other Members have expressed at meetings of the Corporation or its Committees

22. Code of Conduct

The Corporation has adopted a Code of Conduct for members. This is provided to all Governors as part of their induction and upon their formal appointment to the Corporation Board. Appointment to the Board is affirmation that the member agrees to abide by the Code of Conduct.

It is reviewed by the Corporation every three years. A copy of the Code of Conduct is available on the College website.

Members are expected to adhere to the seven principles of public life recommended by the Nolan Committee: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership.

B Committees of The Corporation

23. Establishment of Committees

In accordance with Articles 4, 5 and 6, the Corporation has established the following committees:

Audit Committee

Search, Governance and Remuneration Committee

Estates Strategy & Capital Projects Committee (Task & Finish Committee)

and will establish such other committees and/or working groups as may be required for any purpose or function, other than those assigned elsewhere in the Articles.

24. Membership and Terms of Appointment of Committees

- 24.1. The membership of these committees shall be as agreed by the Corporation and each committee's terms of reference shall specify the number of members of that committee.

The Search, Governance and Remuneration Committee will annually review the committee membership structure or as more regularly as required and make recommendations to the Corporation for appointments.

25. Attendance of Members at other Committee Meetings

- 25.1. All designated members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee.
- 25.2. Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee only at the express invitation of the Chair of the relevant committee.
- 25.3. Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the committee.
- 25.4. During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the committee.
- 25.5. Persons who are not members of the Corporation may attend Committee Meetings as determined by the Corporation and as detailed in Appendix I hereto.

- 25.6. Senior officers of the College, in addition to those specified in Appendix I, shall attend meetings of committees in accordance with their responsibilities and requirements, at the request of the Chief Executive/Executive Principal and as agreed by the Chair of the committee.

26. Election of Chair and Vice Chair

- 26.1. The Chair and Vice Chair of each committee of the Corporation shall be elected by the committee from among the full members of that committee and advised to the Corporation.
- 26.2. Wherever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the next meeting of that committee. If the vacancy is anticipated, for example, due to the expiry of a term of office the committee shall if possible elect its new chair at the meeting prior to the anticipated vacancy and the newly elected Chair shall take up that position immediately the vacancy occurs.

27. Meetings of Committees

- 27.1. The agenda for each meeting of a committee will be determined by the Chair of that committee after consideration with the Clerk & Governance Advisor to the Corporation and members of the Senior Leadership Team.
- 27.2. The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time.
- 27.3. All meetings of the committees shall be serviced by the Clerk & Governance Advisor to the Corporation who shall, except in the case of special meetings, send a summons to each member of the committee at least seven days before the meetings.
- 27.4. The Corporation's provisions with regard to documents shall apply to committee meetings mutatis mutandis.
- 27.5. Committees may recommend to the Corporation Chair which items of business should be included in the Corporation agenda, whether such items should be regarded as "key items" or routine and which documents should be provided to the Corporation.

28. Quorum of Committees

- 28.1. The quorum of each committee shall be as determined by the Corporation and contained in the committee terms of reference.

- 28.2. If the number of members assembled for a meeting of a committee does not constitute a quorum the Chair shall determine in his/her discretion whether the meeting shall not be held or shall be held for information only. If in the course of a meeting of the committee the number of members present ceases to constitute a quorum, at the discretion of the Chair, the meeting shall be terminated immediately or shall be held for information only.
- 28.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he/she thinks fit, cause a special meeting to be summoned as soon as may be convenient.
- 28.4. As an alternative to 28.3 above, the Chair of a committee may at his/her discretion invite any other member of the Corporation to attend a meeting instead of a permanent committee member in order to achieve a quorum, provide that the replacement member has received all the papers in time for them to adequately prepare for the meeting. Members of Audit Committee are not permitted to attend/serve on any finance committee should such exist.

29. Minutes of Committees

- 29.1. Minutes of meetings shall be prepared for approval by the Chair of any committee as promptly as possible following the meeting and will be published as determined by the Corporation and as detailed in Appendix II hereto.

30. Co-opted Members of Committees

- 30.1. Committees, other than one considering the dismissal of a Senior Post Holder, may with the approval of the Corporation co-opt one member who may not be a member of the Corporation for such period as the Corporation may determine.
- 30.2. A member of a committee who is not a member of the Corporation shall cease to be a member where he/she does not attend any meeting for six months unless that failure is for a reason previously approved by the committee.

C. Amendments to The Standing Orders

Amendments to the Standing Orders can be made at meetings of the Corporation with a vote of two thirds of members being in favour of such amendment(s).

D. Special Provisions for “Remote” Meetings/Decisions

Where a decision of the Corporation is required urgently but it is impractical to summon a meeting of the Corporation the Chair may direct that the issue may be decided by Corporation members “remotely”, by exchange of e-mails or telephone calls. It was formally resolved by the Corporation Board in October 2019 that in the event that decisions are made via email communication that the Clerk & Governance Advisor to the Corporation would provide a summary of the communications which would provide a clear audit trail and be submitted as an addendum to the Corporation Board minutes at its next meeting.

A note of the issue to be decided, together with any supporting documents, shall be sent to members of the Corporation by email or using the iBabs governance portal by the Clerk & Governance Advisor to the Corporation, the Chair or (if it is more convenient) a member of the College’s Senior Leadership Team. The note should state the date and time by which a response is sought.

Corporation members shall send a note of their decision or any questions or comments on the issue to the Clerk & Governance Advisor to the Corporation and/or the Chair and/or the relevant member of the Senior Leadership Team. The Clerk & Governance Advisor to the Corporation must be copied in on any such communications.

On the date by which the decision was sought, the Clerk & Governance Advisor to the Corporation shall count the number of responses received and make a note of the decision made, if any. The matter shall only be taken to have been decided by the Corporation if a majority of the members responding to the request have agreed and at least 40% of the full Corporation membership have responded.

The Clerk & Governance Advisor to the Corporation shall keep a record of the responses received and shall prepare a minute of the decision, including the date on which the request for a decision was made and the decision reached. The minute of the decision shall be brought before the next meeting of the Corporation for agreement.

Similar provisions shall apply to all committees *mutatis mutandis* where the committee chair considers there is a need to make urgent decisions without the need for a meeting,

Appendix I

Policy Regarding Attendance at Corporation Meetings of Non-Corporation Members

The Corporation has determined that the following non-Corporation members attend Corporation and Committee Meetings:

1. Corporation Meetings

Deputy Executive Principal/Teaching, Learning & Improvement
Deputy Chief Executive
Deputy Executive Principal - Strategy and Development

2. Audit Committee

Deputy Chief Executive
Deputy Executive Principal - Strategy and Development
Internal Audit service representatives
Financial Statements Auditor when the Annual Report and management letter is on the Agenda
The Chair may invite additional members of staff to report on audit reports where deemed appropriate

(The Chief Executive/Executive Principal attends this committee by invitation only)

5. Search, Governance and Remuneration Committee

Chief Executive/Executive Principal for the Search & Governance section of the agenda only and by invitation for the Remuneration section.

The Clerk & Governance Advisor to the Corporation attends all Corporation and committee meetings unless specifically excluded under the provisions of the Instrument and Articles.

All other attendance to be by invitation of the Chair of the Corporation or Committees as appropriate.

The Meetings of the Corporation and its Committees will not be open to the general public, unless by invitation of the Chair of the Corporation. Minutes of meetings are to be published as set out in Appendix II below.

Appendix II

Policy Regarding the Publication of Minutes of Corporation Meetings

The Corporation has determined that once approved by the Chair of the relevant meeting Corporation and Committee Minutes will be published as follows:

1. Minutes, excluding confidential minutes, to be made available to:

All Corporation members including staff and students
All others in attendance at meetings
College staff via College Website
The Public File (held on the College website with the Governance section)
Anyone else upon request to the Clerk & Governance Advisor to the Corporation

In addition, Corporation minutes (excluding confidential minutes), without supporting papers shall be posted on the College website and will remain there for at least 12 months in accordance with the Instrument and Articles of Government.

2. Confidential Minutes to be made available to the following Corporation members and College Officers unless they have been excluded from the meeting:

All Corporation members
Chief Executive/Executive Principal
Deputy Executive Principal/Teaching, Learning & Improvement
Deputy Chief Executive

Minutes and supporting papers for confidential items will be made available to those listed.

Minutes of Corporation Meetings will be published as soon as possible following approval by the Chair of the Meeting.

There shall be an annual review by the Clerk & Governance Advisor to the Corporation and Chair to determine whether any Corporation or committee minutes classified as confidential shall be made available for publication. In appropriate cases, the Chair or Clerk & Governance Advisor to the Corporation may refer these issues to the Search, Governance and Remuneration Committee for determination. Factors to be considered in determining whether or not to waive confidentiality will include: whether an individual staff member or student could be identified; whether there are ongoing commercial reasons for maintaining confidentiality e.g. contract negotiations; whether there are or might be legal proceedings; whether the business undertaken is subject to a Non-Disclosure Agreement.

Appendix III

Procedures for the Appointment of Corporation Members

In accordance with the Instrument and Articles of Government and its own Standing Orders, North Kent College should have the following categories and numbers of Corporation members:

External up to a maximum of 15 (increased to 15 in May 2021)	
Staff	2
Student	2
The Chief Executive/Executive Principal	1
Total	20

The procedure for appointment is determined by the category of membership. The Corporation determines its membership in the “external” category but has limited powers in relation to the appointment of staff or student members, provided the applicants are not ineligible. . The Chief Executive/Executive Principal is an ex officio member of the Corporation, appointed by the Corporation.

The following are ineligible to serve as members of North Kent College Corporation:

- a) Anyone under 18, except as a student member;
- b) The Clerk & Governance Advisor to the Corporation;
- c) A member of staff, except as a staff member or the Chief Executive/Executive Principal;
- d) A person who is bankrupt;
- e) A person with certain criminal convictions.

Further details on the eligibility criteria are set out in the Instrument and Articles of Government.

In addition, the Corporation can decline to appoint applicants as external, staff or student members if it is satisfied the person has been removed from office as a member of any Corporation within the education sector in the previous ten years or the appointment would contravene the Corporation’s rules on the number of consecutive terms of office a member may serve.

North Kent College Corporation is committed to equality and diversity and welcomes applicants, nominees and members who are able to contribute to the sound governance of the College. In appointing new members, the Corporation will seek to avoid any discrimination on grounds of race, sex, sexuality, religion or disability.

North Kent College Corporation requires its members to have an enhanced DBS check when appointed. If the outcome of that check causes the Clerk & Governance Advisor to the Corporation any concern, s/he shall raise the matter with the Corporation Chair and/or the Chair of the Search, Governance and Remuneration Committee who will consider whether the member should be suspended from membership of the Corporation. Unless the member resigns, the next meeting of the Search, Governance and Remuneration Committee will review the Chair's decision and consider whether the member should be removed from the Corporation. The committee will advise the Corporation at its next meeting of its recommendations and the Corporation will decide, in a confidential session of the meeting, whether to terminate the membership of the individual concerned.

A. External Members

1. On the instruction of the Search, Governance and Remuneration Committee, or as required to replenish the database of individuals interested in future Corporation membership, the Clerk & Governance Advisor to the Corporation may invite applications via advertisement in local press or by written invitation to suitable local businesses, local authorities and/or community groups. Current member(s) may also personally introduce potential candidates.
2. All applications for Corporation membership, however introduced, will be assessed impartially against criteria identified, and as amended from time to time, by the Search, Governance and Remuneration Committee. At the time that an appropriate vacancy occurs or where it is anticipated, the Clerk & Governance Advisor to the Corporation and the Chair of the Search, Governance and Remuneration Committee will carry out an initial assessment of any available applications.
3. If, as a result of the initial assessment, one or more applications suggest potentially suitable applicant(s) to fulfil the current requirements for Corporation membership, the Clerk & Governance Advisor to the Corporation will invite the applicant(s) for an informal discussion with the Chair of the Search, Governance and Remuneration Committee, Chief Executive/Executive Principal, Clerk & Governance Advisor to the Corporation and members of the committee who are available. The purpose of this meeting is for both the applicant to find out more about the College and what being a Corporation member involves, and for the Corporation to find out more about the applicant.
4. At the meeting, the applicant(s) will be advised of the Corporation's committee structure and the College management structure. They will be invited to discuss their relevant professional and personal experiences and their perception of how they would contribute to the sound governance of the College.

5. Assuming the applicant wishes to proceed, and the Chair, Chief Executive/Executive Principal and Clerk & Governance Advisor to the Corporation consider that the applicant is suitable for the Corporation membership vacancy, the applicant will be asked to complete an application form. The Clerk & Governance Advisor to the Corporation will then seek references.
6. The Search, Governance and Remuneration Committee will at its next meeting decide upon the advice to be given to the Corporation.
7. The report of the Search, Governance and Remuneration Committee will be included in the agenda of the next Corporation meeting where, if appropriate, its recommendation(s) will be considered. Applicants whose membership is being proposed by the Committee will be invited to attend this meeting in an observer capacity. S/he will withdraw from the meeting while the Corporation considers the application and will then be informed by the Corporation Chair if the application has been successful, in which case the applicant may re-join the meeting.
8. If Corporation approval is received, and references confirmed, then the Clerk & Governance Advisor to the Corporation will write to the applicant(s) requesting formal acceptance of Corporation membership and completion of the associated formalities.
9. Following written acceptance of the appointment, and satisfactory completion of the membership formalities, the new appointee(s) will be deemed a member of the Corporation and will undertake any required training.

B. Other Categories

The Chief Executive/Executive Principal:

10. The method of appointing the College Chief Executive/Executive Principal shall be a matter for the Chair of the Corporation to determine in consultation with the Vice-Chair and other Corporation members. In so doing, the Chair shall have regard to the financial implications of employing professional assistance in the undertaking of such a task and any other expenses involved. The outgoing Principal shall have no part in the process, unless the Chair and Vice-Chair specifically invite his or her involvement. The Clerk & Governance Advisor to the Corporation shall be the point of contact for applicants.
11. The appointment of the Chief Executive/Executive Principal shall be confirmed by the Corporation and the Chief Executive/Executive Principal will become a member of the Corporation on taking up the appointment.

Staff members:

12. When the periods of office of staff Corporation members expire, the Clerk & Governance Advisor to the Corporation shall conduct elections for the purpose of filling such vacancy. At such times, the Clerk & Governance Advisor to the Corporation shall circulate information on the vacancy to all members of staff (both full-time and part-time), usually via the Staff Newsletter, and invite nominations. All nominations made shall be in writing, be proposed and seconded and shall contain an indication from the person being nominated that he or she is willing for her or his name to go forward. As of August 2021 it will be the aim of the Corporation Board to appoint a staff governor (from the academic or business support staffing body) at Dartford and Gravesend and another from Hadlow College and Tonbridge College.
13. In the event of there being only one candidate, that person shall be deemed to have been elected unopposed. Otherwise, the Clerk & Governance Advisor to the Corporation shall arrange for an election to be held and will include instructions as to the method of voting with the ballot paper. The election will take place amongst staff from the respective college campuses. i.e. only staff from Dartford & Gravesend can vote for the staff governor at Dartford/Gravesend and likewise for Hadlow College and Tonbridge College.
14. Candidates shall be informed of the arrangements for the election and may, if they so choose have inserted on any ballot paper, a statement, not exceeding 200 words, in support of their candidature.
15. Appointments shall be confirmed by the Corporation.

Student members:

16. The student members of the Corporation will be appointed on the same basis at that of external members. The Clerk & Governance Advisor to the Corporation Board will through the Senior Leadership Team and college management team publicise an invitation to the respective student bodies at either Dartford and Gravesend and/or Hadlow College and Tonbridge College inviting interested student candidates to apply for the position of student governor.

General

17. The Clerk & Governance Advisor to the Corporation will provide all newly appointed members of the Corporation with an Induction Pack, the contents of which will be approved by the Search, Governance and Remuneration Committee. New members will be invited to attend an induction training session or a one to one introductory session with the Clerk & Governance Advisor to the Corporation, Chair of Corporation and the Senior Leadership Team.

Appendix IV



Conflicts of Interest Policy

Author	Clerk to the Corporation
Date	2019
Person Responsible	Clerk to the Corporation
Approval/review body	Corporate Board
Frequency of Review*	36 months

** Policies will be reviewed more frequently if legal changes or good practice require*

Review History:		
Date of review	Reviewed by	Reason for review
November 2019	Clerk	Completely updated in accordance with current legislation.
Sept 2021	Clerk	Annual Review

Contents

1. Purpose of the Policy
2. Disclosure of Interests
3. Organisation of Meetings where interests are declared
4. Decisions made other than at meetings
5. Management of conflicts of interests in meetings
6. Failure to disclose a relevant interest
7. Data Protection

1. Purposes of the Policy

It is the policy of North Kent College that all members of the Corporation and senior staff with budgetary responsibilities and/or attending Corporation and/or Committee meetings must keep to the absolute minimum all unavoidable conflicts of interest between the interests of the Corporation on the one hand and the personal, professional and business interests of the member concerned, and of persons connected with them, on the other. This includes avoiding as far as possible perceptions of conflicts of interest, as well as potential and actual conflicts of interest.

The purposes of this policy are:

- To protect the integrity of the Corporation's decision-making process;
- To enable all outside parties dealing with the Corporation to have confidence in the Corporation's integrity; and
- To protect the integrity and reputations of the Corporation's members and senior staff.

2. Disclosure of interests

From the adoption of this policy, or upon being appointed, whichever is later, all members of the Corporation and senior staff will be required to make a full written disclosure of any business or personal relationships held, financial or property interests held, or gifts or hospitality received, that could potentially result in a conflict of interests. A declaration of interests form is provided and must be used for this purpose. Any question about whether a member has an interest which should be disclosed should be referred in the first instance to the Clerk to the Corporation for a determination.

Written disclosures will be kept in a register maintained by the Clerk & Governance Advisor to the Corporation and all members and senior staff and staff with budgetary responsibilities will be required to update their disclosure as and when their circumstances change. All disclosures will be reviewed on an annual basis at the beginning of each fiscal year.

3. Organisation of meetings where a member has disclosed an interest

Where a member has previously disclosed an interest and the Chair or Clerk is satisfied that the interest is relevant to an item on the agenda for a meeting of the Corporation or of a Corporation Committee, the members concerned will not be sent the papers in respect of that item.

4. Decisions made other than at meetings

A similar approach will be adopted if the Corporation amends the Instrument of Government to allow the Corporation to take decisions other than by meetings,

e.g by written resolutions. Any member who has disclosed an interest considered by the Chair or the Clerk to be relevant to the matter to be decided by the procedure adopted will not be sent the proposed resolution and will not be allowed to vote on it.

5 Management of conflicts of interests in meetings

In the course of meetings of the Corporation or a Corporation Committee, all members and senior staff will be required to disclose any interests they have in a transaction or decision where they, their family, their employer or their close business or other associates will or may receive a benefit or gain.

If there is a failure to declare an interest that is known to the Chair of the Corporation or the Clerk & Governance Advisor to the Corporation, the Chair or the Clerk will declare that interest.

After disclosure of any such interest, in the case of a meeting, the governor or senior staff member concerned may be required by a majority vote of members not subject to such a conflicting interest to leave the room while the matter is discussed. The member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.

All discussions and decisions of the Corporation or Committee made following the declaration of a conflict of interests will be reported in the minutes of the meeting. The report will include:

- The nature and extent of the conflict
- An outline of the discussion
- The actions taken to manage the conflict

Where a member, or a senior staff member, benefits from any such decision, this will (if the Corporation's auditors advise this to be necessary) be reported in the annual report and accounts in accordance with relevant accounting requirements.

6 Failure to disclose a relevant interest

The decision of the Chair as to whether a member has failed to disclose a relevant interest shall be final. Failure to disclose a conflicting interest may lead to a member being in breach of the Corporation's Code of Conduct as well as of this policy and of the College's Anti-Bribery Policy Statement. Such breaches may lead to the Corporation considering the possibility of terminating the member's membership of the Corporation.

7. Data Protection

The information provided in disclosures will be processed in accordance with the data protection principles set out in the Data Protection Act 1998 and GDPR requirements. Data will be processed only to ensure that members act in the best interests of the Corporation. The information provided will not be used for any other purpose.

Procedure for Complaints against the Corporation, Board Members and the Clerk

1. Introduction

1.1. A complaint against the Corporation; a Board Member; (including the Chief Executive/Executive Principal if the complaint relates to his/her role as a Board Member); or the Clerk & Governance Advisor to the Corporation may be made by an individual or an organisation in relation to his/her or their dealings with the College. Complaints against a member of staff, by student and persons other than staff, should be made using the College's Complaints Procedure. Complaints must relate to:

1.1.1. the performance by the Corporation, a Board Member or the Clerk of the functions respectively allocated to them under the Articles of Government of the College;

1.1.2. the exercise by the Corporation of its powers; and/or

1.1.3. any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members or the ESFA Financial Memorandum.

The Corporation can also consider a complaint that the management of the College has not satisfactorily investigated a complaint against a staff member.

2. Procedure

2.1. All complaints should be made in writing and addressed to the Clerk & Governance Advisor to the Corporation (save where the complaint is in relation to the Clerk, in which case it should be addressed to the Chair of the Corporation)

North Kent College
Oakfield Lane
Dartford
Kent DA1 2JT

2.2. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and, if appropriate, provide

copies of any related documentation. The complainant should also state the remedy s/he is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the Clerk since these are decisions for the Principal of the College and the Corporation respectively, in accordance with the Instrument and Articles of Government of the College.

2.3. The Clerk & Governance Advisor to the Corporation (Chair of the Corporation) will:

2.3.1. acknowledge receipt of the complaint within seven working days;

2.3.2. refer the complaint to one or more of the following for investigation: the College's Audit Committee, one or more Board Members; a person (nominated by an external sector body) who has substantial experience of college governance; provided in each case that they have not been involved in the matters subject to the complaint.

2.4. Such person(s) shall:

2.4.1. consider the complaint and, if necessary, in order to determine disputed issues of fact, interview the complainant and those who are the subject of the complaint. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and

2.4.2. produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event they shall produce an interim report within twenty-eight days of the complaint being referred to them.

2.5. The Corporation at its next scheduled Board meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified Board Members or the Clerk, those persons shall withdraw and take no part in the discussion of the investigation.

2.6. The Clerk & Governance Advisor to the Corporation (Chair of the Corporation) shall within seven working days of the Board's determination of the complaint, provide a written response to the complainant and to those who are the subject of the complaint, confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response will include details of any arrangements for pursuing the matter

with any relevant external body (e.g. the ESFA or the Department for Education)

Public Information Disclosure Act (“PIDA”) Whistle Blowing Policy & Procedures

Author	Clerk & Governance Advisor to the Corporation
Date	2017
Person Responsible	Clerk to the Corporation
Approval/review body	Corporate Board
Frequency of Review*	36 months

** Policies will be reviewed more frequently if legal changes or good practice require*

Review History:		
Date of review	Reviewed by	Reason for review
May 2013	Clerk	Completely updated in accordance with current legislation.
May 2017	Clerk	IAS Report - recommendations
Nov 2020	Clerk	Scheduled review
Sept 2021	Clerk	Schedule review

Contents

1. Introduction	2
2. Scope & Purpose	2
3. Raising a Complaint.....	4
4. Contacting External Organisations	5
5. Employee Safeguards	5
6. Monitoring	6

Related policies/documents:

College Financial Regulations;

Staff Code of Conduct; Safeguarding Policy & Procedures and
Anti-Bribery Policy & Procedures

Anti Fraud Policy & Procedures

Modern Slavery & Human Trafficking Statement – October
2020

1. Introduction

- 1.1 The College is committed to ensuring the highest ethical standards in the conduct of its work. The College takes malpractice very seriously. We expect staff and those other categories covered by this policy, who have genuine and serious concerns about any aspects of College operations to come forward and voice these concerns.
- 1.2 This policy document makes it clear that staff may raise concerns without fear of victimisation, subsequent discrimination or disadvantage.
- 1.3 The Public Interest Disclosure procedures provide for the implementation of 1.2, by:
 - 1.3.1 defining the routes for internal and external disclosures;
 - 1.3.2 stating that disclosures which are made without malice and in good faith will not lead to detrimental actions being taken against the member of staff making the disclosure; and
 - 1.3.3 safeguarding the confidentiality of those making disclosures
- 1.4 The procedures do modify the statutory rights of staff in connection with public interest disclosures.
- 1.5 The procedures provide an opportunity for detecting and dealing with malpractice at an early stage and, as such, are to be used to avert potentially adverse and damaging publicity.

2. Scope & Purpose

- 2.1 The Public Interest Disclosure Act 1998 (widely referred to as the Whistleblowers Act) is intended to encourage staff to raise their concerns in a responsible way where there is a practice within an organisation which threatens the public interest.
- 2.2 If a member of staff does raise such concerns, they will be protected from subsequent victimisation, provided that their case falls within the detailed criteria in the legislation.
- 2.3 The intention of the Act is that staff can raise their concerns internally. It strictly regulates the situations in which they may raise the matter externally.
- 2.4 The following persons are defined as coming within the scope of the Policy:-
 - 2.4.1 all employees of the College;

- 2.4.2 self-employed persons working under contract to the College except as excluded at 2.5 below;
- 2.4.3 workers whose services are supplied through an agency; and
- 2.4.4 contractors who work at the College and who raise concerns in relation to the College, but not about the contractor or the contractor's staff.
- 2.5 The following persons are excluded from the procedures:
 - 2.5.1 governors (except staff governors);
 - 2.5.2 students (except if employed by the College); and
 - 2.5.3 self-employed professionals, such as accountants and solicitors, operating under client confidentiality.
- 2.6 Staff will only be protected if they make a qualifying disclosure which is an allegation of one of the relevant failures summarised below:
 - 2.6.1 that a criminal offence has been committed, for example: fraud; bribery; corruption; financial irregularities; dishonesty; sexual offences; physical assault; malicious damage to College property; and/or illegal use of drugs or drink;
 - 2.6.2 that a person has failed, or is failing, to comply with a legal obligation to which he/she is subject;
 - 2.6.3 creating or ignoring a risk to health and safety;
 - 2.6.4 creating or ignoring a risk to the environment;
 - 2.6.5 acting so as to create a miscarriage of justice, for example: over a student or staff disciplinary matter;
 - 2.6.6 a serious breach of the College codes of conduct; and/or
 - 2.6.7 the deliberate concealment of information concerning any of the above; and/or
 - 2.6.8 Ignoring or not reporting a safeguarding concern.
- 2.7 In order to benefit from the protection against dismissal/or victimisation, the member of staff must follow the laid down procedure in this policy. It will not be appropriate for the member of staff simply to disclose the matter externally.
- 2.8 The procedures do not cover:
 - 2.8.1 grievances about an individual or collective employment situation; or

2.8.2 disagreement about College policy where this has been enacted to comply with the Articles and Instruments of Government.

3. Raising a Complaint

3.1. An employee may choose to raise concerns with their line manager. The manager will report the matter to the Chief Executive or, if the complaint directly relates to the Chief Executive, to the Chair of the Audit Committee of the Corporation. The manager will respect the confidentiality of the complainant.

3.2. An employee may choose to raise their concern by approaching any one of the following *designated persons*:

- Chief Executive;
- Deputy Executive Principal/Teaching, Learning & Improvement), ; or
- Deputy Chief Executive.

If, in extremis, an employee feels unable to raise an issue with any of the above designated persons, they can raise their concern directly with the Chair of the Audit Committee as an alternative designated person.

The chosen designated person will arrange a confidential meeting to discuss the concern.

3.3. The employee may express their concern by writing to a designated person prior to their meeting to discuss matters. Alternatively, the employee may prefer to raise the matter orally only at the meeting.

In either case the designated person will take full written notes of the meeting.

3.4. The designated person will report the alleged malpractice either to the Chief Executive or, as detailed above, if appropriate to the Chair of the Audit Committee.

3.5. The details will not include the name of the employee raising the concern, without that person's express permission. It will be a serious disciplinary offence to communicate the employee's name to the alleged perpetrator of malpractice.

3.6. The Chief Executive or the Chair of the Audit Committee, will decide from the alternatives detailed below the appropriate course of action, following consultation with the College's legal advisers; if appropriate.

3.6.1. to instruct an investigation as detailed under the College Disciplinary procedures. This is where a breach of the staff code of conduct, or some other serious disciplinary offence has been alleged;

- 3.6.2. to inform the Chair of the Audit Committee of the intention to commission the College's internal or external auditors to investigate the allegation and submit a report to that Committee;
 - 3.6.3. to inform the Chair of the Board of the intention to request that the appropriate regulatory body (for example: an examining or awarding body) investigate the allegation and make their report available to the Board;
 - 3.6.4. to inform the Chair of the Board that the matter is being placed in the hands of the police; and/or
 - 3.6.5. to advise the Chair of the Board that a complaint has been made but that no action is being taken under these procedures.
- 3.7. The employee originating the concern will be kept informed either by the designated person or an identified contact, of any action the College is intending to take.
- If the College decides to take no action under this procedure, the employee will be advised of the option, if it is appropriate to take action under another College procedure.
- 3.8. During any investigation the employee and the other party will be kept up to date with the progress of the investigation.
- 3.9. Following the conclusion of the investigation, the Chief Executive or the Chair of the Audit Committee will consider what further action is required, including if it is appropriate for the disciplinary procedure to be instigated.

4. Contacting External Organisations

The College encourages all staff to make use of the internal procedure before considering referring concerns outside the College. If the member of staff feels that it is right to take the matter outside the College, contact can be made with a recognised union, local Citizens Advice Bureau, relevant voluntary or independent organisation or legal advisor. The Public Interest Disclosure Act also sets out a number of bodies to which protected disclosures can be made, including HM Revenue & Customs, the Health and Safety Executive and the Serious Fraud Office. Employees should be aware that going directly to the press may limit their protection under the Public Interest Disclosure Act and they could therefore be subject to disciplinary action as a result. An employee considering such a course of action is strongly advised to seek prior advice from their trade union or an independent organisation such as Public Concern at Work (www.pcaw.co.uk)

5. Employee Safeguards

- 5.1 An employee who has reasonable grounds for suspecting malpractice should, in the first instance, follow the internal procedures outlined in Section 3.

- 5.2 An employee who complains internally about malpractice in good faith and for reasons other than personal gain will not, as a result of making the complaint, suffer detriment in any aspect of their employment relationship with the College.
- 5.3 Where an employee can show reasonable grounds for believing that notwithstanding the procedures and safeguards outlined in 4.1 and 4.2.
- 5.3.1 the relevant evidence will be concealed or destroyed by the employer; or
- 5.3.2 having made a disclosure according to the procedures outlined at 3.1 and 3.2, the response of the College cannot reasonably be taken as appropriate;
- then, *in any of these circumstances*, they have a statutory right to make a public interest disclosure. Such a disclosure must be made in good faith, be substantially true and not made for personal gain.
- 5.4 The College recognises that while staff have the right to make a public interest disclosure, it is also the case the College has to safeguard against attempts at improper exercise of that right. The College has an obligation to protect its staff and other parties from deliberately untrue, vexatious and/or malicious disclosures. Where there are reasonable grounds that this is the case, or where an external disclosure is made in breach of these procedures, without reasonable grounds or not to an appropriate regulatory body, the College reserves the right to initiate disciplinary procedures.

6. Monitoring

The Chief Executive or Clerk & Governance Advisor to the Corporation will report to the Corporation the number and nature of disclosures, which have been made. Complainants' names will not be disclosed in the report.