



Corporation Board Standing Orders
The Governance Arrangements of the
Corporation Board
Board Approved March 2026

Policy area – Governance

Lead – Clerk & Governance Advisor to the Corporation Board

Approved by the Corporation Board 22 May 2024

Revised – March 2026 SG&R Committee

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

1. Introduction

1.1 The Instrument & Articles of Government

These Standing Orders supplement the provisions of the Further and Higher Education Act 1992 and the Instrument and Articles of Government of the North Kent College Corporation Board which at all times are to be regarded as the primary sources of guidance. The contents of the Instrument & Articles are given below.

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

- *North Kent College Corporation Board will be referenced as NKC Board throughout this document.*
- *Clerk & Governance Advisor to the Corporation Board will be referenced as 'clerk' throughout this document.*
- *Chief Executive Officer/Executive Principal will be referenced as CEO throughout this document and is referenced within the Instruments & Articles as 'Principal'.*

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

2. Rules of Conduct for Corporation Members

2.1 General Expectations of Conduct

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

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

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

These Standing Orders shall bound every Governor.

2.2 Standards of Public Life & Code of Conduct

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

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

2.3 Independence & Other Interests

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

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

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

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

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

2.4 Collective Decision Making

The NKC Board operates by Governors taking majority decisions at quorate meetings. Therefore, a decision of the NKC Board, even when it is not unanimous, is a decision made by Governors collectively

and each individual Governor has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

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

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

2.5 *Communication on behalf of the NKC Board*

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

- 2.1.1 The Chair and Vice-Chair/s
- 2.1.2 The CEO & Executive Principal (or their representative)
- 2.1.3 The Clerk

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

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

2.6 *Attendance*

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

A report on Governors' attendance will be produced by the Clerk and presented to the Search, Governance & Remuneration Committee at each meeting. Governors are expected to achieve an attendance record of at least 80%.

To enhance procedures for monitoring oversight of Governor attendance throughout the academic year, **Appendix H** outlines the proposed activation points for managing a decline in governor attendance levels.

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

3. LEGAL FRAMEWORK AND STATUTORY RESPONSIBILITIES

3.1 *Further & Higher Education Act 1992 and other Regulations*

The NKC Board has been granted powers by Sections 18 and 19 of the Further & Higher Education Act 1992¹. A summary appears in **Appendix C**. Within these powers, the NKC Board has responsibilities for the functions set out in Article 3 (1) of the Articles of Government.

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

As a condition of receiving public funds, the NKC Board and CEO have duties and responsibilities as set

¹ https://www.legislation.gov.uk/ukpga/1992/13/pdfs/ukpga_19920013_en.pdf

out in the College's Financial Memorandum and the) Department for Education (DfE) and to the DfE's Framework and Guide for External Auditors and Reporting Accountants of Colleges and for the proper use of income derived from the providers of other public funds.

3.2 Charity Law

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

3.3 Subsidiary Companies

The NKC Board has the power to establish subsidiary companies in accordance with its statutory powers and charity trustee responsibilities, and subject to any applicable requirements set out by the Department for Education (DfE), Managing Public Money, and other relevant regulatory or funding conditions from time to time.

The Corporation shall ensure that appropriate governance, financial oversight and risk management arrangements are in place for all subsidiary companies.

The rules of Company Law (as set out in the Companies Act 2006) shall apply to such companies.

3.4 Other Statutory Responsibilities of Governors

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

- 3.4.1 Health and Safety at Work Act
- 3.4.2 Equalities Act 2010
- 3.4.3 Employment Law
- 3.4.4 Data Protection Act
- 3.4.5 Freedom of Information Act
- 3.4.6 Bribery Act
- 3.4.7 Safeguarding legislation
- 3.4.8 Skills Act 2022

¹ <https://www.legislation.gov.uk/ukpga/1992/13/contents>

² <https://www.gov.uk/government/publications/post-16-audit-code-of-practice>

4. BOARD STRUCTURE AND PROCEDURES

4.1 Committees of the Corporation

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

- 3.4.9 Audit Committee
- 3.4.10 Search, Governance & Remuneration Committee
- 3.4.11 Quality & Standards Committee
- 3.4.12 Estates Strategy & Capital Projects Committee
- 3.4.13 Special Committee – *to consider disciplinary matters related to Senior Post Holders and appeals from staff and students this committee will be implemented by drawing on external governors of the board as and when required.*

Terms of Reference for each of these committees are available on the NKC College Governance website at <https://www.northkent.ac.uk/about-us/governance>.

All of the statutory roles and responsibilities, as set out in Article 3 (1) of the NKC Board's Instrument &

Articles, shall be performed by the NKC Board or delegated to its standing committees. The NKC Board reserves the power to constitute any committee, working group or task & finish group required to delegate any of its functions.

The remit, responsibilities, frequency of meetings and membership of any committee shall be determined by the NKC Board and ratified annually or more frequently as required by the NKC Board.

The quorum, constitution, membership and terms of reference of these committees are agreed by the Corporation on an annual basis or as required; copies are available from the Clerk and are on the College website. Memberships and Chairs of all committees will be kept under review by the Search, Governance & Remuneration Committee and recommendations will be made by that committee to the full Corporation. Minutes of all committee meetings will normally be reported to the following ordinary meeting of the Corporation.

4.2 Powers of Delegation

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

- 4.2.1. The determination of the educational character and mission of the College.
- 4.2.2 The approval of the annual estimates of income and expenditure.
- 4.2.3 The effective and efficient use of resources, the solvency of the College and the Corporation and the safeguarding of their assets.
- 4.2.4 The appointment of the CEO/Principal or a senior postholder
- 4.2.5 The appointment of the Clerk & Governance Advisor to the Corporation Board, (including, where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff).
- 4.2.6 The modification or revocation of the Articles of Government.

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

Corporation Committees:

Audit Committee - AC

Search, Governance & Remuneration Committee – SG&R

Quality & Standards Committee – Q&S

Estates Strategy & Capital Projects Committee - ESCP

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

Appendix D

SCHEME OF DELEGATION

THIS SCHEME OF DELEGATION SHOWS THE APPROPRIATE LEVEL AT WHICH DECISIONS ARE REQUIRED TO BE MADE

KEY:	Level 1: Corporation	Level 4: Chief Executive Officer
	Level 2: Corporation Committee	Level 5: Executive Management
	Level 3: Chair	Level 6: Clerk & Governance Advisor to the Board

Number	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	FINANCIAL						
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√					
3	Approve the tuition fees policy	√					
4	Approve expenditure in excess of £500k	√					
5	Approve expenditure in excess of £100k and up to £500k	√	√ ESCP				
6	Approve expenditure outside the agreed budget	√					
7	Ensure compliance with all funding agreements	√					
8	Monitor the performance of College Subsidiary Companies	√	√ AC				
9	Review the Annual Accounts of College Subsidiary Companies and nominate Directors of the College Companies and associated joint ventures.		√ AC				
10	Approve the Financial Regulations	√					
11	Approve the Treasury Management Policy	√					
12	Assess the Performance of the Internal Auditors		√ AC				
13	Assess the Performance of the Financial Statements Auditors		√ AC				
14	Appoint the internal and external auditors	√	√ AC to recom mend				
15	Recommend the Letter of Representation to the Corporation		√ AC				
16	Approve the Letter of Representation	√					
17	Sign the Letter of Representation			√	√		
18	Recommend the College's Financial Statements for signature		√ AC				
19	Approve the College's Financial Statements for signature	√					
20	Sign off the College's Financial Statements			√	√		
21	Appointment of the College bankers and approve the opening/closing of bank accounts	√					
	HUMAN RESOURCES						
22	Appoint the Chief Executive Officer and other Senior Post Holders	√					
23	Approve a framework for the salaries and conditions of service of all staff within the College	√					
24	Determine staffing levels				√		
25	Appoint teaching staff} [Recruitment & Selection				√	√	
26	Appoint support staff} Policy for Staff]						
27	Review salary structure				√		
28	Annually appraise the Chief Executive Officer (by the Chair) and other Senior Post Holders (by the Chief Executive Officer, then shared with the Chair)		√SGR	√	√		
29	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
30	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	

31	Dismissal/suspension of the CEO Principal/other Senior Post Holders	√					
32	Dismiss and suspend staff (Redundancy Policy)	√			√	√	
CURRICULUM (FURTHER EDUCATION)							
33	Approve the Self-Assessment Report (SAR)	√					
34	Formulate a Quality Improvement Plan (QIP)			√			
35	Monitor performance against the QIP		√Q&S				
36	Develop and monitor the Post-Inspection Action Plan (PIAP)		√Q&S				
37	Monitor the standards of teaching and learning		√Q&S				
38	Monitor success, retention, achievement and attendance rates	√	√Q&S				
39	Accountability Agreement	√	√Q&S				
CURRICULUM (HIGHER EDUCATION)							
39	Approve the Self-Assessment Report (QER)	√					
40	Formulate a Quality Improvement Plan (QIP)			√			
41	Monitor performance against the QIP		√Q&S				
42	Develop and monitor the Post-Inspection Action Plan (PIAP)		√Q&S				
43	Monitor the standards of teaching and learning		√Q&S				
44	Monitor success metrics: continuation, completion, progression and student experience measures	√	√Q&S				
ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT							
45	Ensure the appropriateness of strategies dealing with Property and Estates	√	√ESCP				
46	Insurance and personal liability					√	

Number	Key Function/Task	Decision Level					
		1	2	3	4	5	6
47	Maintain the buildings, including developing and overseeing a properly funded 3yr maintenance plan	√	√ESCP			√	
48	Approve a Health, Safety Policy	√					
49	Ensure compliance with regulations				√		
50	Approve the annual report on Health & Safety	√					
51	Approve the Safeguarding Children & Vulnerable Adults Policy	√					
52	Approve the Annual Report on Safeguarding	√					
53	Monitor Safeguarding including Safe Recruitment					√	
54	Monitor the Safeguarding, E&D and Prevent Action Plan	√			√	√	
55	Formulate and update the Strategic Risk Register				√	√	
56	Monitor the Strategic Risk Register	√	√AC				
GOVERNANCE							
57	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		√AC				
58	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees	√	√SG&R				√
59	Modify or revoke any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	√					
60	Appoint the Chair and Vice Chair of Corporation	√					
61	Appoint or remove members of the Corporation	√					
62	Hold special meetings as determined by the Corporation	√					
63	Establish and maintain a Register of Interests						√
64	Act as Chief Accounting Officer				√		
65	Monitor the College's KPIs	√					

66	Advise on the appointment of members	√	√SG&R				√
67	Advise on the skills profile of the Board	√	√SG&R				√
68	Approve the Corporation Calendar including the meetings schedule	√	√SG&R	√			√
69	Monitor Members' attendance	√	√SG&R				√
70	Publish the minutes of unrestricted Corporation and Committee meetings on the website						√
71	Sign off the minutes of Board and Committee meetings as accurate		√ All Cttee Chairs	√			
72	Maintain records and report on the use of the College Seal to the SG&R		√SG&R				√
73	Annually review the Anti-fraud (Financial Procedures), Anti-Bribery and Risk Management policies and procedures	√	√AC				
74	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies and the Single Equality Scheme	√	√AC				
75	Keep the Senior Post Holder Disciplinary and Grievance Policies under review	√	√SG&R				
76	Governor Training and Development Policy		√SG&R				√
77	Code of Conduct for Corporation Members	√	√SG&R				√

4.3 *Emergency Powers*

The Chair is authorised to act on behalf of the NKC Board when there is a matter requiring urgent attention and any delay would disadvantage the College, as long as it does not contravene the statutory Instrument and Articles of Government and the circumstances are such that an extraordinary meeting of the NKC Board could not practically be convened. Any action or decision made by the Chair must be put to the next meeting of the Corporation for endorsement.

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

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

4.4 *Notice of Meetings*

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

Notification will be in electronic form via the Governance Portal iBabs.

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

The Corporation Board and its Committees conduct their meetings via Teams unless otherwise agreed by the Corporation Board. The Corporation Board its committees will comply with the Virtual Meeting Protocol's as agreed by the Corporation Board. The Corporation Board will annually review the format in which they hold their meetings.

4.5 *Proceedings of Committees*

- 4.5.1. Vacancies occurring for any committee during any year shall be addressed by the Search, Governance & Remuneration Committee and formally reported to the Corporation.
- 4.5.2 The Chair of a committee may, after appropriate consultation, invite other members of the Corporation to a committee meeting where the committee would benefit from their involvement.
- 4.5.3 The membership of the Audit Committee shall not include any staff or student governors or the CEO.
- 4.5.4 The quorum of committees shall be set out in the appropriate Committee Terms of Reference and Standing Orders.
- 4.5.5 In the event that the appointed Chair of the Corporation Board or the Chair of a committee is unable to attend a meeting then the Vice Chair of Corporation shall chair the meeting. Where a Vice Chair is not appointed (committee) then the committee members shall appoint a chair from within the members to chair the meeting (staff/student governors/CEO cannot be appointed as the temporary chair)

4.6 *Voting*

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

4.7 *Minutes*

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

4.8 *Quorum*

- The quorum of the Corporation and committees is 40% of the determined membership, rounded up to the nearest whole number.
- The Corporation determines the membership and quorum for committees.
- The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest.
- The Clerk shall keep a note of attendance, including any changes, which take place during the meeting.
- If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

4.9 *Absence of the Clerk & Governance Advisor to the Corporation Board*

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

5 **MEMBERSHIP**

5.1 *Composition of the Corporation*

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

The NKC Board is determined as follows:

15 External Governor

2 Staff Governors

2 Student Governors

Chief Executive/Executive Principal

Exceptional Re-appointment

In exceptional circumstances, and where it is demonstrably in the best interests of the Corporation, the Board may approve the re-appointment of an External Governor beyond the maximum two four-year terms.

Any such re-appointment shall:

- be limited to a single additional term of no more than one year;
- be supported by a formal recommendation from the Search, Governance & Remuneration Committee;
- be approved by the Corporation Board;
- be accompanied by a documented rationale, having regard to Board independence, succession planning and renewal; and
- be subject to annual review, with no presumption of further extension.

Exceptional circumstances may include, but are not limited to, the need to maintain governance continuity during periods of significant organisational risk, such as:

- delivery of a major capital or estates project;
- regulatory intervention, recovery or stabilisation activity;
- continuity of Chair or statutory committee leadership where orderly succession cannot reasonably be concluded within the standard term; or
- where a Board-approved skills audit confirms the Governor holds critical expertise not otherwise available within the Board at that time.

5.2 Appointment of Corporation Members

External Governors

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

The Corporation shall not appoint any member of the Corporation, other than staff and student members and the CEO/Principal, unless it has first considered the recommendation of the Search, Governance & Remuneration Committee.

The Governor Recruitment & Succession Planning Policy outlines the recruitment process of External Governor appointments to the NKC Board.

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

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

Staff Governors & The Election Process

Membership	• There shall be up to two Staff Governors. • Staff Governors can either be members of teaching staff or business support staff. • Staff governors may be elected from any of the 4 campuses (Dartford, Gravesend, Tonbridge & Hadlow) to ensure balanced representation on the Board. • If the Staff Governor ceases to be a member of the NKC Board before the expiry of their term of office, an election shall be activated.
Term of Office	• Staff Governors are appointed every two years and are eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), an election process would be triggered. • The election process may be carried out during the term immediately before the expiry of the term of office of serving Staff Governors. • The Search, Governance & Remuneration Committee will review the renewal to a second term of office for the Staff Governors, with a recommendation to the North Kent College Corporation Board. If the roles are not renewed, an election process shall be triggered.
Eligibility	• All contracted staff working over 8 hours per week (including staff on fractional/hourly paid/short term contracts) are eligible to stand for election. • Agency staff and volunteers are not eligible. • A member of college staff may only be a Governor if elected as a Staff Governor or in their capacity as CEO & Principal.

Election Process	• Invitations to nominate candidates shall be sent to all staff. • Nominations may be submitted online or via a paper nomination form. • There shall be at least a two-week period for making nominations which must be returned to the Clerk. Nominees must sign the nomination form to confirm their willingness to stand for election. • Nominees can be either teaching or support staff. If there is more than one nominee at each campus, an election will be arranged and all staff at that campus will have the opportunity to vote for their preferred candidate. • Prior to the ballot process being initiated, each candidate will meet with the Clerk and (if appropriate) a small panel of Governors to discuss the role of Staff Governor. • If only one nomination has been received, then that person shall be appointed as Staff Governor. If more than one nomination has been received, then an election shall be arranged by ballot. • There shall be at least a two-week period for voting. • In the event of no nomination being made, the nomination process will be repeated in an attempt to secure a nominee. In the event of more than one candidate receiving the highest but equal number of votes, a second election shall be arranged where only those candidates' names shall be put forward for election. • If the result is still a tie, the Clerk shall compile a profile of each candidate for the NKC Board to make its choice. • A candidate can withdraw their name at any point in the process. • The outcome of the Staff Governor election is taken to the NKC Board for the formal appointment to be made.
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Student Governors

Membership	• Up to two Student Governors will be elected from the student body, with representation permitted from either Dartford, Gravesend, Tonbridge or Hadlow.
Terms of Office	• The Student Governors' term of office shall usually be for one year, though this may be extended on an annual basis at the discretion of the NKC Board through to the end of the student's final academic year, for a maximum of four years. • The Search, Governance & Remuneration Committee will review the renewal to a second term of office for the Student Governors, with a recommendation to the NKC Board. If the roles are not renewed, an election process shall be triggered.
Eligibility	• A Student Governor must be a student registered at the College.
Election Process	• The election process is led with support from the Student Union. • Invitations to nominate candidates shall be sent to all students. • Nominations may be submitted online or via a paper nomination form. • There shall be at least a two-week period for making nominations. which must be returned to the Clerk. • Students shall be able to elect one Student Governor each. If there is more than one nominee, an election will be arranged, and all students will have the opportunity to vote for their preferred candidate. • If only one nomination has been received, then that person shall be appointed as Student Governor. • Prior to the ballot process being initiated, each candidate will meet with the Clerk and (if appropriate) a small panel of Governors to discuss the role of Student Governor. • In the event of no nominations being received, the nomination process will be repeated in an attempt to secure a nominee. • In the event of more than one candidate receiving the highest but equal number of votes, a second election shall be arranged where only those candidates' names shall be put forward for election. • If the result is still a tie, the Search, Governance & Remuneration Committee shall compile a profile of each candidate for the NKC Board to make its choice. • A candidate may withdraw their name at any point in the process. • The outcome of the Student Governor elections is taken to the NKC Board for the formal appointment to be made.

Co-opted Members

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

Co-opted Members will be appointed for a two-year renewable term of office up to a maximum of 4 years.

Co-opted Members will have full voting rights on committees and are counted as part of the quorum.

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

Commitment to Board Diversity

As part of NKC vision to:

- Consistently be recognised as a national leading vocational centre dedicated to delivering.
- outstanding teaching & learning.
- Deliver courses that continue to reflect local and regional industry needs and be in fields.
- where we have a proven track record; and
- Train and educate learners who will be seen as the first choice by employers.

The NKC Board is committed to reflecting the diversity of people and communities the organisation serves, to ensure it has the breadth of insight and experience needed to govern a genuinely inclusive and successful organisation.

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

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

a. Eligibility to Serve

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

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

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

- No one under the age of 18 years may be a member, except as a Student Member.
- The Clerk may not be a member.
- A person who is a member of staff of the College except as a staff member or in the capacity of CEO & Principal.
- No one who has been disqualified from acting as a Charity Trustee under the Charity Act 2011.
- Student Governors and Staff Governors will become ineligible to serve if they leave the College.

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

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

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

Appointment Procedures for Chair of the Board

- i. The Chair is appointed every two years. The Chair is eligible to serve two - two-year terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be advertised by way of formal notification administered by the Clerk who will seek nominations from existing board members that are eligible to stand. Should the NKC Board determine that in the interests of the Corporation Board and that of the College that an external appointment be made then the position will be advertised externally. In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.
- ii. External appointments will be conducted by a panel – to include Governors and at least one external panel member.
- iii. Renewal to a second term of office for the Chair will be reviewed by Search, Governance & Remuneration Committee with a recommendation to the Corporation Board. If the role is not renewed, the role will be advertised externally.
- iv. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair/s shall act as Chair until an external process is arranged or an interim Chair is in place.

Appointment Procedures for the Vice-Chair of the Board

- i. The Vice-Chair is appointed every two years.
- ii. The Vice-Chair is eligible for two terms of office. At the end of the maximum two terms of office (or one if two are not served), the role will be recruited from within the NKC Board membership through an internal election process.

- iii. In the event of no appointment being made, the process will be repeated in an attempt to secure an appointment.
- iv. It is possible to have more than one Vice-Chair.
- v. Renewal to a second term of office for the Vice-Chair will be reviewed by the Search, Governance & Remuneration Committee with a recommendation to the Corporation Board. If the role is not renewed, the role will go to an internal election process.
- vi. If the Vice-Chair(s) should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.

5.3 Procedure for the removal of a member from office

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

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

b. Inability or Unfitness for Office

- viii. Any question, regardless of its source, as to whether or not a member may be unable or unfit to discharge the functions of a Corporation member must be referred to the Clerk & Governance Advisor.
- ix. When such a question is brought to the attention of the Clerk & Governance Advisor, they shall immediately notify the Chair of the Corporation.
- x. If it appears to the Chair that the matter should be pursued, they will decide, in consultation with the Clerk & Governance Advisor, whether or not further investigation is necessary and, if so, how this should be carried out.
- xi. The Chair will decide, in consultation with the CEO & Executive Principal and the Clerk & Governance Advisor, whether or not the matter should be referred to the Search, Governance & Remuneration Committee and, if necessary, shall authorise the Clerk & Governance Advisor to convene a special meeting.
- xii. If the Search, Governance & Remuneration Committee considers that there may be grounds for the removal of the member from office, it shall instruct the Clerk & Governance Advisor to convene a special meeting of the Corporation to

consider whether the member should be removed from office.

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

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

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

- xxiii. A person co-opted by the Corporation to serve as a member of a committee may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Corporation.
- xxiv. If the Corporation is considering the removal of a member, the member shall be provided with written notification setting out why the Corporation is considering taking such action.
- xxv. The member shall be notified of the time and place of the Corporation meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why he should not be removed from membership of the relevant committee or to attend the meeting to state his case as to why he should not be removed. The member shall not be entitled to attend any part of the meeting not relating to his removal and shall not be entitled to be present during any discussion or voting by the Corporation that takes place after the hearing of the facts relevant to the Corporation's decision.
- xxvi. The Corporation shall decide whether or not the member should be removed from the membership of the committee and the member shall be notified of the Corporation's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- xxvii. A co-opted member removed from membership of a committee shall have no right of appeal against the Corporation's decision.

6. PUBLIC ACCOUNTABILITY

6.1 Access to information

The North Kent College Publication arrangements can be read online <https://www.northkent.ac.uk/about-us/policies/data-protection-freedom-of-information/132-freedom-of-information-publication-scheme/file>.

In accordance with the College's Freedom of Information Act Publication Scheme outlined below, the Clerk & Governance Advisor shall make arrangements for the publication on the North Kent College website of:

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

6.2 Public Access to Meetings

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

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

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

6.3 Confidentiality

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

- 6.3.1 Material relating to a named person employed at, or proposed to be employed at, the College (this will also apply to Governors of the North Kent College Corporation Board).
- 6.3.2 Material relating to a named student at, or candidate for admission to, the College.
- 6.3.3 Information relating to an identifiable group of staff or students at the College.
- 6.3.4 Negotiations with trade unions.
- 6.3.5 Information relating to contract negotiations.
- 6.3.6 Commercially sensitive or strategic information, the release of which might be disadvantageous to the College.
- 6.3.7 Information which may have long term legal implications or contain legal advice which, if revealed, may prejudice the College's position.
- 6.3.8 Any other matter which, because of its nature, the North Kent College Corporation Board is satisfied should be dealt with on a confidential basis. The Clerk & Governance Advisor shall review, with the Chair of the Board, confidential minutes annually, at the end of each academic year, and make recommendations for publication to the North Kent College Corporation Board.

6.4 Performance, Evaluation & Self-Assessment

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

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

The skills need of the North Kent College Corporation Board will be evaluated annually and an audit performed of the skills and experience of Governors against those needs.

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

The North Kent College Corporation Board will make the relevant arrangements to engage an external consultant to undertake an External Review of Governance every 3 years.

7. GOVERNOR'S SERVICES

7.1 *Expenses & Allowances to Governors*

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

Governors are encouraged to claim back any travel, subsistence, childcare or other allowances connected with their work on the North Kent College Corporation Board. A claim form is available on request from the Clerk & Governance Advisor who has the authority to authorise payment.

7.2 *Indemnity & Insurance*

Governors are indemnified against personal liability in both their capacity as FE Governors (Under the 2011 Education Act) and as charity trustees. The legislation requires Governors to have acted honestly and reasonably in accordance with their fiduciary duties.

The North Kent College Corporation Board provides Governor liability insurance.

7.3 *Access to Legal Advice*

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

8. REVIEW OF THE STANDING ORDERS

The North Kent College Corporation Board will review these Standing Orders at least every two years or more frequently if policy changes require.

9. APPLICATION OF THE COLLEGE SEAL

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

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.

The Corporation Seal will be kept in a secure location with limited access to the Clerk & Governance Advisor to the Corporation Board.

10. COMPLAINTS AGAINST THE CORPORATION BOARD

Any complaint about a Governor who is alleged to have failed to comply with the Code of Conduct

should be addressed to the Clerk & Governance Advisor.

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:

- 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.
- the exercise by the Corporation of its powers; and/or
- 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 **Department for Education** 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.

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

Refer to the Complaints Against Corporation Policy available on the College Governance Website.
<https://www.northkent.ac.uk/about-us/policies/complaints>

11. CLERK & GOVERNANCE ADVISOR TO THE CORPORATION BOARD RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS

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

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

The Clerk & Governance Advisor is authorised to obtain initial legal advice on such issues without the agreement of the College management or the North Kent College Corporation Board. In such a case, the North Kent College Corporation Board may decide to obtain further legal advice.

12. SUSPENSION OF STANDING ORDERS

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

appropriate Standing Order, or part thereof, may be suspended by resolution of the Corporation.

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

APPENDIX A

Nolan Committee Standards of Public Life

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

APPENDIX B

Code of Conduct and Register of Interests for Governors of the NKC Board Code of Conduct

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

Register of Interests

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

shareholdings in organisations which have business with the College; unremunerated posts, honorary positions and other connections which may give rise to a conflict of interest or of trust.

- Trusteeship or participation in the management of charities, membership of professional bodies, trade union etc., membership of closed organisations.
4. Governors, and those staff listed in 3, are also required to record relevant and known interests held by their spouse, partner or close family or friend/s.
 5. Governors, and staff listed in 3, have a responsibility to notify the Clerk & Governance Advisor to the Corporation of any new activities which may create a conflict of interests with the College.

Declarations of Interest

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

Acceptance of Gifts or Hospitality

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

Compliance with the Code

If Governors have difficulty in complying with this code or are in doubt concerning a particular matter arising from it, they should contact the Clerk & Governance Advisor to the Corporation Board who will provide appropriate advice.

SCHEDULE 1

Six Core Principles of Good Governance

The following is an extract from the Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services, January 2005

- 1 **Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users.**
 - 1.1 Being clear about the organisation's purposes and its intended outcomes for citizens and service users;
 - 1.2 Making sure that users receive a high-quality service;
 - 1.3 Making sure that taxpayers receive value for money.
- 2 **Good governance means performing effectively in clearly defined functions and roles.**
 - 2.1 Being clear about the functions of the governing body;
 - 2.2 Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out;
 - 2.3 Being clear about relationships between the governors and the public.
- 3 **Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour.**
 - 3.1 Putting organisational values into practice;
 - 3.2 Individual governors behaving in ways that uphold and exemplify effective governance.
- 4 **Good Governance means taking informed, transparent decisions and managing risk.**
 - 4.1 Being rigorous and transparent about how decisions are taken;
 - 4.2 Having and using good quality information, advice and support;
 - 4.3 Making sure that an effective risk management system is in operation.
- 5 **Good governance means developing the capacity and capability of the governing body to be effective.**
 - 5.1 Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;
 - 5.2 Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;
 - 5.3 Striking a balance, in the membership of the governing body, between continuity and renewal.
- 6 **Good governance means engaging stakeholders and making accountability real.**
 - 6.1 Understanding formal and informal accountability relationships;
 - 6.2 Taking an active and planned approach to dialogue with accountability to the public;
 - 6.3 Taking an active and planned approach to responsibility to staff;
 - 6.4 Engaging effectively with institutional stakeholders.

SCHEDULE 3

Summary of Main Responsibilities of Corporation Members under the Articles of Government

Responsibilities that cannot be delegated are indicated with a double asterisk.

1 Corporation Members

1. Under the College's Articles of Government³ the Corporation shall be responsible:
 - 1.1. for the determination and periodic review of the educational character and mission of the institution and for oversight of its activities**;
 - 1.2. publishing arrangements for obtaining the views of staff and students on the determination and periodic review of staff and students of the educational character and mission of the institution and the oversight of its activities;
 - 1.3. approving the quality strategy of the institution;
 - 1.4. the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets**;
 - 1.5. approving annual estimates of income and expenditure;
 - 1.6. the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation, including, where the Clerk & Governance Advisor to the Corporation is, or is to be appointed as, a member of staff, the Clerk to the Corporation's appointment, grading, suspension, dismissal and determination of pay in the capacity as a member of staff;
 - 1.7. setting a framework for the pay and conditions of service of all other staff; and
 - 1.8. setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid by the Department for Education.
 - 1.9. **Responsibilities which must not be delegated by the Corporation.**
 - 1.9.1. the determination and periodic review of the educational character and mission of the institution**;
 - 1.9.2. the approval of the annual estimates of income and expenditure;
 - 1.9.3. the responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets**;
 - 1.9.4. the appointment of the principal or holder of a senior post;
 - 1.9.5. the appointment of the Clerk & Governance Advisor to the Corporation (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity as member of staff);
 - 1.9.6. the modifying or revoking of the Articles of Government;
 - 1.9.7. The consideration of the case for dismissal, of the Principal, the Clerk & Governance Advisor to the Corporation or the holder of a senior post unless such function is delegated to a committee of Members of the Corporation.
 - 1.9.8. The position is as set out in the 2008 Instrument and Articles. Corporations are free to amend these within the parameters set by the revised Schedule 4 Further and Higher Education Act 1992 as inserted by the Education Act 2011. Responsibilities which must be retained by the corporation under the revised Schedule 4 are shown with a double asterisk. The list that follows summarises the effect of Articles 3, 9, 10 and 19.4 "senior post" means the post of Principal and such other senior posts if any as the corporation Members may designate for the purposes of the Articles. Under the revised Schedule 4 FHEA it is open to corporations not to designate any posts as senior ones.
 - 1.9.9. The power to determine an appeal in connection with the dismissal of the Principal, the Clerk to the Corporation, or the holder of a senior post unless such power is delegated to a committee of Members of the Corporation.

2.0 Principal

- 2.1** Making proposals to the Corporation about the educational character and mission of the institution, and for implementing the decisions of the corporation.
- 2.2** The determination of the institution's academic activities and the determination of its other activities.
- 2.3** Preparing annual estimates of income and expenditure, for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
- 2.4** The organisation, direction and management of the institution and leadership of staff.
- 2.5** The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of staff, other than the holders of senior posts or the Clerk to the Corporation, where the Clerk & Governance Advisor to the Corporation is also a member of staff.
- 2.6** Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds and expelling students for academic reasons.

3 Clerk to the Corporation

- 3.1** The operation of the Corporation's powers.
- 3.2** Procedural matters.
- 3.3** The conduct of Corporation business.
- 3.4** Matters of governance practice.

SCHEDULE 4

Summary of Main Provisions of the Funding and Financial Accountability Framework

Purpose

Further Education Corporations operate within a statutory and public-sector financial accountability framework established by Parliament and administered by the Secretary of State for Education through the Department for Education (DfE).

Public funding is provided to colleges subject to conditions set out in the **DfE Accountability Agreement**, relevant legislation, and the principles of **Managing Public Money (HM Treasury)**.

These arrangements are designed to ensure:

- proper stewardship of public funds
- value for money
- financial sustainability
- transparency and accountability to Parliament
- effective governance and risk management

Colleges remain independent charitable corporations but operate within the central government public sector for financial management purposes.

Structure of the Funding and Accountability Framework

The funding and accountability framework typically comprises:

- the **DfE Accountability Agreement**
 - Part 1 – accountability framework and funding conditions
 - Part 2 – annual Accountability Statement
- statutory duties under:
 - Further and Higher Education Act 1992
 - Apprenticeships, Skills, Children and Learning Act 2009
 - Education Act 2011
- HM Treasury **Managing Public Money**
- DfE requirements relating to:
 - financial reporting
 - audit
 - governance
 - assurance
 - risk management
- conditions attached to specific funding streams.

Status of the Corporation

The Corporation is an independent statutory body and charity responsible for:

- managing the College
- ensuring financial viability
- safeguarding public funds
- delivering education and training in accordance with funding conditions

The Corporation must ensure that all transactions:

- represent value for money
- are lawful and regular

- are consistent with funding conditions
- do not jeopardise financial sustainability.

Accounting Officer Responsibilities

The Corporation must appoint an Accounting Officer (normally the Principal / Chief Executive).

The Accounting Officer has personal, non-delegable responsibility for:

- regularity and propriety of expenditure
- value for money
- financial sustainability
- compliance with funding conditions
- accuracy of financial reporting

The Accounting Officer may be required to account to Parliament, including through the Public Accounts Committee.

If the Accounting Officer considers that a proposed action of the Corporation is inconsistent with funding or statutory requirements, they must formally advise the Corporation and act in accordance with established escalation procedures

Allocation and Use of Public Funds

Public funds are provided subject to conditions set out in the Accountability Agreement and other funding arrangements.

The Corporation must ensure that funds:

- are used only for approved purposes
- are not duplicated with other funding sources unless permitted
- support delivery of high-quality education and training
- are supported by appropriate financial controls.

Funding bodies may require assurance or evidence of compliance with funding conditions.

Capital Transactions and Property

The Corporation must manage land and property in accordance with:

- statutory powers
- charity trustee duties
- Managing Public Money
- relevant DfE requirements

Transactions must demonstrate value for money and proper governance.

Responsibilities of the Governing Body

The governing body is collectively responsible for:

- financial sustainability
- effective internal control
- risk management
- safeguarding assets
- compliance with funding conditions
- appointment of the Accounting Officer

- oversight of financial reporting and audit

Financial Reporting

The Corporation must prepare financial statements and returns in accordance with applicable accounting and reporting requirements and submit them within prescribed timescales.

The Corporation must notify relevant authorities where there is material risk to solvency or financial viability.

Audit and Assurance

The Corporation must establish an Audit Committee and arrange internal and external audit in accordance with:

- the **DfE Framework and Guide for External Auditors and Reporting Accountants of Colleges (2025)**
- relevant professional standards

Significant fraud, irregularity, or control failure must be investigated and reported in accordance with regulatory requirements.

Employment-Related Payments

Termination and settlement payments must:

- represent value for money
- be lawful and regular
- follow appropriate governance processes
- be disclosed where required.

Data, Information and Transparency

The Corporation must supply information and data required for:

- funding assurance
- audit
- statutory reporting
- parliamentary accountability.

Conditions of Funding and Performance

Funding is conditional upon delivery of provision to acceptable quality standards and compliance with performance and assurance requirements.

Where serious financial or quality concerns arise, the Secretary of State may require additional oversight, intervention, or remedial action.

Sub-contracting and Partnership Provision

The Corporation must ensure that subcontracted provision:

- is properly governed
- is subject to due diligence and oversight
- complies with funding conditions
- represents value for money.

Repayment of Funds

Public funds may be recovered where:

- conditions of funding are breached
- provision is ineligible
- expenditure is irregular or improper.

Complaints and Public Accountability

The Corporation must maintain procedures for handling complaints from learners, employers and the public.

Where complaints are not resolved locally, complainants may refer matters to the appropriate public authority.

Additional Compliance Requirements

Funding conditions may include requirements relating to:

- health and safety
- safeguarding
- equality and diversity
- data protection
- freedom of information
- subsidy control.

Interpretation

Nothing in the funding and accountability framework requires the Corporation to act in a way inconsistent with its charitable status or statutory powers.

Schedule 5

Summary of the Statutory Powers of the Corporation

1. Statutory Basis

The powers of a Further Education Corporation are established by the **Further and Higher Education Act 1992**, as amended.

These powers must be exercised in accordance with:

- the Corporation's Instrument and Articles of Government
- charity trustee duties under the Charities Act 2011
- applicable education and funding legislation
- the Department for Education (DfE) funding and accountability framework
- Managing Public Money (HM Treasury)
- any applicable regulatory requirements relating to higher education provision
- conditions attached to public funding.

2. Principal Powers

Under section 18(1) of the Further and Higher Education Act 1992 a further education corporation may:

- (a) provide further and higher education;
- (b) provide secondary education suitable to the requirements of persons who have attained the age of 14 years, or participate in the provision of secondary education at a school (subject to consultation with the appropriate local education authority);
- (c) supply goods or services in connection with the provision of education.

These are known as the Corporation's **principal powers**.

3. Supplementary Powers

Under section 19 of the 1992 Act the Corporation may do anything which appears necessary or expedient for the purpose of or in connection with the exercise of its principal powers, including in particular the following powers:

- (a) to acquire and dispose of land and other property;
- (b) to enter into contracts, including:
 - employment contracts; and
 - contracts relating to educational activities;
- (c) to form, participate in forming, or invest in companies or charitable bodies;
- (d) to borrow money and grant security;
- (e) to invest funds;
- (f) to accept gifts and hold property on trust;
- (g) to undertake activities incidental to operating an educational institution;

(h) to provide advice or assistance to others involved in education.

The Corporation may also provide facilities of any description necessary or desirable for educational purposes, including accommodation and support services.

4. Exercise of Powers in the Modern Regulatory Framework

The Corporation exercises its statutory powers within the contemporary public-sector and regulatory framework applying to further and higher education providers.

This includes:

Public funding and financial accountability

The Corporation must exercise its powers consistently with:

- the DfE funding and accountability framework
- the Accountability Agreement
- Managing Public Money
- value for money and proper stewardship of public funds.

Higher education provision

Where the Corporation provides higher education, it must comply with:

- Office for Students regulatory requirements (where applicable);
- registration conditions or partnership arrangements;
- quality and standards requirements.

Charity governance

As an exempt charity, the Corporation must ensure that all powers are exercised:

- in furtherance of its charitable purposes;
- for public benefit;
- in accordance with trustee fiduciary duties.

Governance and risk management

The Corporation must ensure that use of its powers:

- supports financial sustainability;
- is subject to appropriate governance oversight;
- complies with applicable legal and regulatory requirements.

5. Interpretation

Nothing in this Schedule limits or replaces the statutory powers conferred by the Further and Higher Education Act 1992.

This Schedule summarises those powers and explains the governance framework within which they are exercised.

Appendix E – [North Kent College Corporation Board: Terms of Office & Committee Membership](#) (see website or request a copy from the Clerk & Governance Advisor)

Appendix F – Board Protocols

Meeting Papers	
Clerk & Governance Advisor to draft cycle of business for agreement of Board and Executive Team. This will enable key data to be seen and challenged promptly.	Clerk & Governance Advisor
Clerk & Governance Advisor to prepare a calendar for each term with key dates and paper submission dates to allow the CEO/Chair to review papers at the chair liaison meetings held a week before the board meeting	Clerk & Governance Advisor
Agendas to be drafted five weeks ahead of meetings for review and agreement in consultation with the Chief Executive and respective members of the SLT and Committee Chair. Agenda's will be timed and prioritised according to the importance of the issue. Items that do not require discussion to be listed as 'consent' items on the agenda	Clerk & Governance Advisor SLT Chair of the Board
Pre-Committee meetings to take place as soon as possible after the papers have gone out. These can be undertaken remotely.	Chair SLT Clerk & Governance Advisor
Agendas and papers to be sent out 7 calendar days before meeting and Governors invited to submit questions in advance, should they wish	Clerk & Governance Advisor CEO & Executive Principal Governors/SLT
Late papers to be sent out only in exceptional circumstances, when lateness is inevitable, with agreement of Chair	CEO & Executive Principal Chair of the Board Clerk & Governance Advisor
Papers to make full use of the Board cover sheet and indicate clearly the action required (for information, to discuss or to approve).	CEO & Executive Principal Executive Lead Officer Clerk
Reports presented to Board and Committees should ideally be succinct and make use of e-links/ appendices to more detailed information. Reports should strike a balance between presentation and discussion of priorities. They should contain a mix of text, data and pictorials.	SLT Other authors
Appendices to be clearly marked.	Clerk & Governance Advisor
Committees to report/make recommendations to the main Board. through their minutes.	Clerk Committee Chairs
Committees to raise issues/make recommendations to other. Committees via a Committee referral process	Clerk Committee Chairs
Any changes to Corporation Board NORTH KENT COLLEGE Policies should be documented presented to the relevant Committee to support the sign off process.	SLT Other authors
Conduct of Meetings	
Any apologies to be sent before meeting	All
All papers to be taken as read, so discussion focuses on questions, recommendations and decisions	Chair/all present

No papers or items requiring decision to be tabled at the meeting. It is vital that governors have ample time to familiarise themselves with the background and rationale for any decision required of them.	Chair Clerk & Governance Advisor CEO & Principal
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Any other business to be urgent matters only, notified in advance of meetings.	All
After the Meeting	
A committee effectiveness evaluation will be completed by members after each Board/Committee meeting.	Board & Committee Members
Draft minutes to be produced within 10 working days of meeting to an agreed, standard format.	Clerk & Governance Advisor
Draft minutes to be approved initially by the CEO/Exec Principal (for factual and technical accuracy) and then the Chair and circulated. within 15 working days of meeting.	Clerk & Governance Advisor Chief Executive/SLT Chair/Committee Chair
Communications	
All communications (unless private) between Board members and College staff should be copied into the Clerk & Governance Advisor.	All
Unless away, recipients of communications asking for a response. should aim to acknowledge/answer within 3 working days	All

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

This is not an exhaustive list but includes:

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

Appendix H: Managing Governor Attendance Procedure

Governors are expected to attend at least 80% of Board and Committee meetings, as a minimum. An outline of time commitments is communicated to both prospective Governors at the point of application and again to all successfully appointed Governors, as part of the induction process.

Managing Governor attendance falls under the purview of the Search, Governance & Remuneration Committee, who termly receive a report on Governor attendance.

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

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

Attendance Level	Apologies	Proposed Action
	Absent without apologies	- Clerk & Governance Advisor to contact the Governor by email to request a reason for absence. Follow up with a phone call if appropriate to check in from a wellbeing perspective and offer support as needed. - Clerk & Governance Advisor and Chair of the Board to explore the drivers for the Governor's falling attendance levels, such as work commitments, failing health, childcare issues, family matters etc. - Clerk & Governance Advisor to provide a reminder that Governors are expected to attend at least 75% of governance meetings and provide advance notice to the Governor when this threshold is being approached. - Chair of the Board to discuss attendance as part of the annual 1:1 conversation and consideration to be given on any steps that may be taken to support the Governor in attending meetings more frequently moving forward, e.g. virtual meeting options or meeting timing adjustments, which should be balanced against the needs of the Board. - Governor to be reminded again to send apologies in advance of the meeting, to enable the Clerk & Governance Advisor to determine quoracy levels. - Unapproved absence to continue to be noted in meeting minutes by the Clerk & Governance Advisor.
Frequently Absent 50-75%, 3-4 absences – Board and Committee(s)	Absent with apologies	- Apologies to be noted in meeting minutes by the Clerk & Governance Advisor. Careful consideration to be given by the Board or Committee on whether apologies should be accepted, subject to the Governors individual circumstances. It should be noted that the <u>continuous</u> six-month period timeframe before a Governor may be disqualified from the Board due to absence, only applies from the point at which consent for absence has been withdrawn by the Board. However, the DfE have indicated that even if a Governor attends Committee meetings, they can still be disqualified if they've been continually absent from Full Board meetings without consent for a period of 6 months. - With support from the Clerk & Governance Advisor, the Chair of the Board to meet with the Governor, with a view to more fully explore the drivers for absence and determine how this will be managed moving forward. This discussion should also explore the Governor's capacity to continue in role on an ongoing basis.
	Absent without apologies	- With support from the Clerk & Governance Advisor, the Chair of the Board to meet with the Governor, with a view to more fully explore the drivers for absence and determine how this will be managed moving forward. This discussion should also explore the Governor's capacity to continue in role on an ongoing basis. - Governor to continue to be reminded to send apologies in advance of the meeting, to enable the Clerk & Governance Advisor to determine quoracy levels. - Unapproved absence to continue to be noted in meeting minutes by the Clerk & Governance Advisor.
Usually Absent Less than 50%, 5+ absences – Board and Committee(s)	Absent with or without apologies	- Where these have been provided, apologies should continue to be noted in meeting minutes by the Clerk & Governance Advisor. Careful consideration to be given by the Board or Committee on whether apologies should be accepted, subject to the Governor's individual circumstances. - With support from the Clerk & Governance Advisor, the Chair of the Board should continue to liaise with the Governor to assess the situation. Wherever possible, an informal resolution should be explored. - If an informal resolution has not been possible and the Governor has been <u>continually</u> absent for 6 months or more (without consent), initiate the process for their removal from the Board, as detailed in Section 6 of the Standing Orders.

