



WOODHOUSE
COLLEGE

GOVERNANCE PROTOCOL

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1. Introduction

- 1.1 The purpose of this Governance Protocol is to codify the rules and procedures by which the Governing Body of Woodhouse College conducts its business. It is intended to be a dynamic document that develops to reflect changes in law and advances in best practice.
- 1.2 The function of governance in the College is to create a framework within which the Governing Body can exercise oversight of College operations. Its role is to ensure that Woodhouse develops appropriate strategies and policies to guide and regulate its business and then operates in accordance with them. Governance also involves holding a watching brief over academic and financial performance and checking compliance across all aspects of college activity. Governance is not management; it stands above and apart from the day-to-day business of the College and the Governing Body intervenes only when specific policies require them to do so or when asked by the Senior Leadership Team to become involved.
- 1.3 The statutory Instrument and Articles of Government (Appendix 1) were made under the powers in the Further and Higher Education Act 1992. This Governance Protocol takes account of all revisions and modifications to the Instrument and Articles and other additional matters determined by the Board, including the modification order allowing FE Colleges to amend their own Instrument & Articles. The Board reviewed and re-adopted the Instrument & Articles in June 2017.
- 1.4 Nothing in this Protocol should be interpreted in such a way as to conflict with the Instrument and Articles of Government. In the event of any apparent conflict with the Instrument and Articles of Government, the latter shall always have the ultimate authority.
- 1.5 Subject to legislative changes and advised best practice, this Protocol shall be reviewed by the Search & Governance Committee on a 3-yearly basis and recommended to the Board for adoption.
- 1.6 This Protocol replaces and supersedes all previous policies relating to standing orders, delegated powers and other non-statutory regulation of governance.
- 1.7 In June 2019, this protocol was reviewed alongside the Charity Governance Code (July 2017) and DfE Further Education Corporations and Sixth Form College Corporations Governance Guidance (2018). It was agreed by the Search & Governance Committee that this protocol is in compliance with both documents where appropriate.

2. Composition of the Board and Terms of Office

- 2.1 The Board shall comprise of 19 members, plus Associate Governors and Co-opted Committee Members (see 2.12 and 2.13), as follows:

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|--------------------------|----|
| Independent governors: | 13 |
| Parent governor: | 1 |
| Support staff governor: | 1 |
| Teaching staff governor: | 1 |
| Student governors: | 2 |
| Principal: | 1 |

- 2.2 The length of terms of office shall be:
- | | |
|--------------------------|-------------------------------------|
| Independent governors: | 4 years, subject to 2.3.1 and 2.3.2 |
| Parent governor: | 2 years, subject to 2.3.3 |
| Support staff governor: | 4 years, subject to 2.3.4 |
| Teaching staff governor: | 4 years, subject to 2.3.4 |
| Student governors: | 1 year |
- 2.3 Further terms of office may be served in the following circumstances:
- 2.3.1 Any second term of office for an Independent Governor shall only be entertained following a careful consideration of the member's contribution to the Board by the Search & Governance Committee, who will undertake an objective evaluation of their performance as a governor and the continuing relevance of their skills and experience.
- 2.3.2 Exceptionally, any further term of office would only be considered if the experience and expertise of the governor were deemed to be of essential value to the College.
- 2.3.3 A Parent Governor may seek re-election, in accordance with clause 2.10, but other parents must be invited to stand.
- 2.3.4 A Staff Governor may stand for re-election, but other staff members must be invited to stand.
- 2.4 The Board is the appointing authority in relation to the appointment of all Independent members and shall consider the advice of the Search & Governance Committee before making any such appointment.
- 2.5 Before making any recommendation to the Board, the Search & Governance Committee shall take into consideration the skills and experience of a potential governor, with reference to the Governor Role Description and Person Specification (Appendix 2) and the skills audit of the Board.
- 2.6 Although a member may resign at any time by giving notice in writing to the Clerk to the Governors, it is expected that three months' notice would be given.
- 2.7 When a vacancy arises for an Independent Governor, the responsibility for determining the skills and experience of the person to fill the vacancy is delegated to the Search & Governance Committee, which will then make a recommendation to the Board.
- 2.8 Members of staff and students are ineligible to be Independent Governors.
- 2.9 When a vacancy arises for a Parent Governor, nominations shall be invited from the parents/guardians of students in full-time attendance at the College in the first year of a 2-year course and under the age of 19. If necessary, an election will be held.
- 2.10 When a vacancy arises for a Teaching or Support Staff Governor, this shall be filled by a process of nomination and, if necessary, election by the teaching or support staff as appropriate.
- 2.11 The Student Governors shall be elected by the College Council from among their members.
- 2.12 The Board, on the advice of the Search & Governance Committee, may appoint Associate Governors, who may become full governors when an appropriate vacancy arises. Associate Governors may attend and participate in Board and committee meetings but may not vote.

- 2.13 The Board, on the advice of the Search & Governance Committee, may also appoint Co-opted Committee Members, who are selected because of their skills and experience in a particular field. Co-opted Members may attend and participate in meetings of their assigned committee and have voting rights.
- 2.14 Should any member be absent from meetings of the Board or its Committees for a period longer than 6 consecutive months without prior notification or the permission of the Board or be unable or unfit to discharge the functions of a member, then the Search & Governance Committee has delegated powers to remove that member from office by notice in writing and the office shall become vacant.
- 2.15 Any staff or student member (including the Principal) shall no longer hold office if s/he ceases to be a member of staff or student of the College.
- 2.16 Any parent member shall no longer hold office if their daughter/son leaves the College prior to the expiry of the parent's term of office.
- 2.17 Members shall be required annually to sign a declaration concerning their continued eligibility to serve as a Governor in accordance with the Instrument and Articles. The Clerk will send out a pro forma for this purpose.
- 2.18 Members shall be required annually to complete or update a form to declare their financial and other interests.

3. Appointment of Clerk

- 3.1 The Board shall appoint a person to serve as Clerk to the Governors.
- 3.2 The Board may not delegate the appointment or dismissal of the Clerk.
- 3.3 The Clerk cannot be a member of the Board.

4. Chair and Vice Chair

- 4.1 The Role Description for the Chair (Appendix 3) shall be reviewed on a 2-yearly basis.
- 4.2 The Vice Chair shall deputise for the Chair, as necessary, in accordance with the role description of the Chair.
- 4.3 The Chair and Vice Chair shall be appointed from among the members of the Board, unless no Board member wishes to stand.
- 4.4 The Principal, staff and student members are ineligible to be appointed.
- 4.5 Whilst ineligible to serve, the Principal, staff and student members may participate in any voting.
- 4.6 The length of the terms of office for the Chair and Vice Chair shall be 4 years initially, re-electable for a further 4-year period. Under normal circumstances a Chair, or Vice Chair, would not be expected to serve for more than 2 terms of office in that post. The terms of office of the Chair and Vice Chair would be staggered where possible.
- 4.7 Any appointment as Chair/Vice Chair shall extend the term of office, as a governor, for the duration of term as Chair/Vice Chair.
- 4.8 On expiry of their term of office as Chair/Vice Chair, the Chair/Vice Chair would not

normally be expected to be re-appointed as a governor.

- 4.9 The Chair and Vice Chair may resign at any time by giving notice in writing to the Clerk to the Governors, although it is expected that at least three months' notice would be given.
- 4.10 The procedure for electing a Chair or Vice Chair is as follows:
 - 4.10.1 At the penultimate meeting before the expiry of the term of office of the Chair or Vice Chair, or following the resignation of the Chair or Vice Chair, the Clerk shall announce the said expiry or resignation. The Clerk shall then write to all members of the Board, inviting those who are eligible to be elected as Chair or Vice Chair to notify him/her within four weeks whether they wish to stand as a candidate. Once the four-week application period has closed the candidates will be requested to submit a written statement in support of their candidacy to the Clerk.
 - 4.10.2 Candidates for the offices of Chair and Vice Chair shall self-nominate in writing to the Clerk.
 - 4.10.3 Immediately prior to the last meeting before the expiry of the term of office of the Chair or Vice Chair, or the meeting immediately following the resignation of the Chair or Vice Chair, the members shall be invited to question the candidate(s) on their suitability for the post.
 - 4.10.4 Where two or more candidates are nominated a secret ballot shall then be held. Each member, other than the outgoing Chair, shall have one vote and the successful candidate will be the member with a majority of votes cast. Candidates may vote for themselves. The votes shall be counted by the Clerk and Vice Principal.
 - 4.10.5 In the event of a tied vote between more than two candidates, a second ballot shall be held, excluding the names of candidates other than the tied candidates. In the event of a further tie or a tie between two candidates, the Chair (or out-going Chair) shall have a casting vote.
 - 4.10.6 In the event of only one candidate, at the last Board meeting before the expiry of the term of office of the Chair or Vice Chair, or at the meeting following the resignation of the Chair or Vice Chair, the members shall confirm the appointment of the new Chair or Vice Chair. The candidate will be asked to withdraw to enable her/his suitability to be discussed. A secret vote, in which the candidate may participate, will then be conducted by the Clerk. A majority of at least (50% + 1) of the number of members as designated in 2.1 is required for the candidate to be appointed.
 - 4.10.7 In the situation that no satisfactory candidate is appointed, the outgoing Chair would normally be asked to serve until a suitable replacement is found.
- 4.11 If both the Chair and Vice Chair are absent from any meeting of the Board, the members present shall choose one of their number to act as Chair for that meeting. The member chosen shall not be any staff or student members or the Principal.

5. Meetings

- 5.1 The Board shall meet at least once in every term and shall hold such other meetings as may be necessary. Committees shall meet in accordance with their Terms of Reference.
- 5.2 The Clerk shall draw up and circulate to members an annual calendar of meetings for

the Board and its Committees.

- 5.3 All meetings of the Board and its Committees shall be summoned by the Clerk of the Governors, who shall send to the members a written notice of the meeting and a copy of the agenda together with associated papers at least seven calendar days in advance of the meeting.
- 5.4 Where matters relating to the conduct, suspension, dismissal or retirement of the Clerk are to be considered, then the Principal (not the Clerk) shall send to members a copy of the agenda item with any relevant papers, seven calendar days in advance of the meeting.
- 5.5 Late papers shall be sent out only with the agreement of the Chair of the Board or of the appropriate Committee.
- 5.6 An individual member may request that an item be included on the agenda by giving notice in writing to the Clerk two weeks before the date of the meeting.
- 5.7 An Extraordinary ('Special') meeting of the Board (or Committee) may be called at any time by the Chair, or at the request in writing to the Clerk, of any 5 members (3 of whom should be Independent Members). Where there are matters requiring urgent consideration, the Chair or, in the Chair's absence the Vice Chair, may convene a meeting with less than seven calendar days' notice.
- 5.8 No matter shall be resolved at an Extraordinary meeting other than that identified on the agenda for the meeting. The minutes of the previous ordinary meeting of the Board (or Committee) shall not be considered at the Extraordinary meeting.
- 5.9 The Clerk shall be in attendance at all meetings of the Board and its Committees but may be asked to withdraw from that part of any meeting at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In that case, the members of the Board shall appoint from their number a person, other than the Principal, to act as clerk for the duration of the meeting or part of the meeting and separate minutes will be prepared. The Clerk is not entitled to see these minutes.
- 5.10 Members of the Senior Leadership Team shall be in attendance at meetings of the Board and its Committees, as appropriate.
- 5.11 The Board may invite other people as appropriate to be in attendance at meetings to assist the Board and its Committees in their work, or as observers.
- 5.12 The policy for attendance at meetings shall be posted on the College website. (Appendix 4)

6. Delegation of Authority to the Chair and Vice Chair

- 6.1 The Chair or, in the Chair's absence the Vice Chair, shall be authorised by the Board to act on its behalf in the following circumstances:
 - 6.1.1 dealing with routine matters which would not have merited an agenda item and discussion at a meeting of the Governing Body. Such matters might include signing routine documents on behalf of the governors, responding to internal or external approaches, correspondence, agreeing to detailed aspects concerning implementation of matters already agreed by the Governing Body;
 - 6.1.2 dealing with urgent matters of significance. In such cases action by the Chair should only be taken if delaying a decision would disadvantage the

College and if a special meeting cannot be called.

- 6.2 Any urgent matters of significance shall be reported to the next meeting of the Board.
- 6.3 The members of the Board shall accept corporate responsibility for any action taken by the Chair or, in the Chair's absence, the Vice Chair.

7. Quorum

- 7.1 Meetings of the Board shall be quorate if 50% or more of Board members as designated in 2.1 are in attendance. Current vacancies shall be included in the calculation for quoracy.
- 7.2 The quoracy of a Committee shall be determined by the Terms of Reference of that Committee.
- 7.3 If the number of members present does not constitute a quorum, the meeting shall not be held. If during the course of a meeting, the meeting becomes inquorate for any reason, no further decisions shall be made, and this shall be recorded in the minutes. Informal discussion only may continue, which may be recorded as 'Notes' but not as formal minutes.
- 7.4 If a meeting is or becomes inquorate, then the Chair, if s/he thinks fit, shall summon an Extraordinary meeting.
- 7.5 A record of attendance shall be kept for each meeting of the Board and its Committees and annual statistics shall be presented to the Board

8. Procedure at meetings

- 8.1 Every matter for decision at a meeting of the Board and its Committees shall be determined by a majority of the votes of the members present and voting on the question. In practice, the Chair of the meeting will ask whether members are in agreement with the matter under discussion and only if there is dissent will a vote be taken.
- 8.2 In the event of a vote, this shall be recorded in the minutes.
- 8.3 A member may not vote by proxy or by way of a postal vote.
- 8.4 Members shall act in the best interests of the College and shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.
- 8.5 In the event of a tied vote the Chair of the meeting shall have a second and casting vote.
- 8.6 No resolution of the members may be rescinded or varied at a subsequent meeting unless reconsideration of the issue is a specific item of business on the agenda for that meeting.
- 8.7 A member of the Board who is a member of staff, including the Principal, shall withdraw from the meeting in the following circumstances:
 - 8.7.1 from that part of any meeting at which staff matters relating solely to that member of staff are to be considered;
 - 8.7.2 from that part of any meeting at which the appointment of the member of staff's successor is to be considered;

- 8.7.3 if so required by a resolution of members present from that part of any meeting at which matters concerning any member of staff holding a post senior to his or her own are to be considered.
- 8.8 A student member under the age of 18 years shall not vote on any question relating to any proposal as follows:
- 8.8.1 for the expenditure of money by the Board;
- 8.8.2 under which the Board, or any members of the Board, would enter into any contract or would incur any debt or liability.
- 8.9 Whenever the Board (or Committee) discusses matters in relation to a current or prospective member of staff, the student member shall:
- 8.9.1 take no part in the discussion and not vote on any question relating to the matter;
- 8.9.2 withdraw from the meeting if required to do so by a majority of the members present.
- 8.10 A student member shall withdraw from any meeting at which her/his conduct, suspension or expulsion is to be considered and shall withdraw from the meeting, if required to do so by a majority of the members present, if the conduct, suspension or expulsion of another student is to be considered.
- 8.11 Those people who are not full or Associate members of the Board or a Committee but have been invited to attend a meeting may participate in the meeting but shall have no voting rights. They shall be asked to withdraw by the Chair for any item deemed to be confidential.
- 8.12 No decision shall normally be taken on any paper tabled at a meeting. A tabled paper may be accompanied by a presentation or it may be tabled for information.
- 8.13 Any item that arises after the agenda and papers have been despatched may be considered under “Any other business” at the discretion of the Chair.

9. Papers and Minutes

- 9.1 At every meeting of the Board and its Committees, other than at ‘special meetings’, the minutes of the last meeting shall be taken as an agenda item. If the minutes are agreed to be accurate they shall be signed as a true record and dated, following which it shall be determined whether any minute should be deemed confidential.
- 9.2 Separate minutes shall be taken of those parts of meetings from which the Clerk or staff or student members have withdrawn, and these members shall not be entitled to see the minutes of that part of the meeting or any associated papers.
- 9.3 For every meeting, draft minutes shall be produced for checking by the Chair of the meeting and by the Principal within 5 working days of the meeting. Once they are approved by them, they shall be circulated to all those attending that meeting.
- 9.4 To all Board and Committee meeting minutes there shall be appended a separate schedule entitled ‘Decisions, Recommendations and Actions’ which shall state all those decisions taken, recommendations made and actions agreed, at that meeting along with the item number to which they refer.
- 9.5 The Board shall ensure that a copy of the agenda, minutes and papers for meetings of

the Board shall be made available at the College during normal office hours to any person wishing to inspect them. Application shall be made to the Clerk by giving one day's notice. Approved minutes of all meetings of the Board and its Committees, other than those minutes deemed to be confidential, will be posted on the College website as soon as possible following the meeting at which they are approved and remain on the website for a period of 12 months.

- 9.6 There may be excluded from any item to be made available, either on the website or by inspection, any material relating to:
- 9.6.1 a named person employed at or proposed to be employed at the college;
 - 9.6.2 a named student, whether current or prospective;
 - 9.6.3 any other matter which the Board determines should be dealt with on a confidential basis. (see section 11 on confidentiality)
- 9.7 The policy for the publication of minutes shall be posted on the College website (Appendix 5).

10. Delegation of Functions and Committees

- 10.1 The Board may not delegate responsibility for the following:
- 10.1.1 the determination of the educational character and mission of the College;
 - 10.1.2 approval of the annual estimates of income and expenditure;
 - 10.1.3 ensuring the solvency of the College and safeguarding its assets;
 - 10.1.4 the appointment of the Principal, Vice Principal or Clerk ('Senior Post - Holders');
 - 10.1.5 the modification or revocation of the Instrument and Articles of Government or this Protocol.
- 10.2 The Board may delegate other responsibilities and powers as it deems appropriate to its Committees, including, for a Senior Post-Holder:
- 10.2.1 the consideration of the case for dismissal; and
 - 10.2.2 the power to determine an appeal in connection with the dismissal.

These delegated powers shall be stated in the Terms of Reference of the Committee.

- 10.3 Any Committee established by the Board, other than the Special Committee (see 10.6.4), may include persons who are not Governors, but such persons shall not constitute the majority of the Committee.
- 10.4 The following Committees are established in accordance with the Instrument and Articles of Government:
- 10.4.1 Search & Governance
 - 10.4.2 Audit
- 10.5 The Board shall not appoint anyone as an Independent member nor may it co-opt anyone unless it has first considered the advice of the Search & Governance Committee.

- 10.6 In addition to the Committees named in 10.4, the Board has determined that the following Committees be established:
- 10.6.1 Finance & Operations
 - 10.6.2 Remuneration
 - 10.6.3 Quality & Standards
 - 10.6.4 Special (to hear an appeal by a Senior Post-Holder against their conduct, suspension or expulsion).
- 10.7 From time to time the Board may appoint Working Groups to undertake specific tasks. Terms of Reference and delegated powers for such Working Groups must be established and approved by the Board.
- 10.8 The Terms of Reference for each of the Committees are included in Appendix 6. The Terms of Reference of all Committees shall be reviewed at the first meeting of the Committee in each academic year.
- 10.9 Membership of the Committees shall be determined by the Board and shall be reviewed at every meeting of the Search and Governance Committee, to ensure spread of expertise and interest, whilst at the same time maintaining continuity.
- 10.10 The period of office for Committee membership shall be determined by the Search & Governance Committee.
- 10.11 Committees shall elect a Chair and a Vice Chair from among their number for endorsement by the Board.
- 10.12 Unapproved minutes of the previous meeting, shall be posted on the Governors' Intranet in advance so that they are accessible to all Governors i.e. including those members not serving on a particular Committee.
- 10.13 Associate Governors (2.12) assigned to a particular Committee, shall not be counted when determining whether a meeting is quorate and may not vote. However, Co-opted members (2.13) shall be counted and may vote.
- 10.14 The period of office for Associate Governors (2.12) and for Co-opted Committee members (2.13) shall be the same as that for Independent Governors, as designated in 2.2.
- 10.15 Any delegation of expenditure to Committees shall be in accordance with the Financial Regulations.
- 10.16 Decisions made by the Governing Body will be taken in accordance with GDPR guidelines and the College's Data Protection Policy.

11. Confidentiality

- 11.1 The Board and its Committees shall only produce confidential minutes if considered absolutely necessary i.e. if immediate publication would harm the interests of the College, its staff or students, or a third party.
- 11.2 The Board shall emphasise to its members the responsibility they carry when confidentiality is invoked i.e. that confidentiality is absolute for those matters so deemed by the Board.

- 11.3 Members shall accept this at the time of appointment and shall act at all times in accordance with the governor role description
- 11.4 All confidential minutes shall be available to view by any eligible governor upon request.
- 11.5 The Chair of the Audit Committee shall have open access to all Board papers at all times through the Clerk.

12. Declaration of Interest

- 12.1 Where a member has any financial interest in:
 - 12.1.1 the supply of work or goods to or for the purposes of the College;
 - 12.1.2 any contract or proposed contract concerning the College;
 - 12.1.3 any other matter relating to the College;this shall be declared on the Register of Interests form drafted for this purpose (Appendix 7).
- 12.2 The declaration shall be extended to include:
 - 12.2.1 non-financial personal interests such as membership of other public bodies and institutions;
 - 12.2.2 trusteeship of a trust where the member or other person connected with them, may be a beneficiary;
- 12.3 Any declaration shall be extended to include the interests of spouses, partners and close family members.
- 12.4 If a member has an interest in any agenda item, this shall be declared at the start of each Board or Committee meeting, or during the meeting immediately any interest becomes apparent.
- 12.5 Where a member with any financial or personal interest is present at a meeting of the Board (or Committee) at which the supply, contract or other matter is to be considered, the member shall disclose the fact and shall not take part in the discussion of or vote on any question with respect to it or be counted in the quorum present at the meeting.
- 12.6 When a member makes a declaration of interest as in 12.5 above, this shall be recorded in the minutes of the meeting.
- 12.7 Senior Post-Holders the Senior Leadership Team and any other member of staff with significant financial responsibilities shall be required to complete a Declaration of Interest form.
- 12.8 The Clerk shall maintain a register of interests of members and staff referred to in 12.7 and this shall be updated annually.
- 12.9 The Register of Interests shall be made available for inspection in the College during normal office hours. The register may be inspected by any member of the public upon application in writing to the Clerk.

13. Appointment of Senior Post-Holders

- 13.1 When a vacancy occurs for a Senior Post-Holder the Board shall advertise the vacancy nationally and appoint a selection panel.
- 13.2 Should they so wish, the Board may employ an external consultant to facilitate the appointment process.
- 13.3 If the vacancy is for the post of Principal, the selection panel shall comprise at least 5 members of the Board including the Chair and Vice Chair.
- 13.4 If the vacancy is for any other Senior Post, the selection panel shall comprise of the Principal and at least 4 members of the Board including the Chair and Vice Chair.
- 13.5 The selection panel shall decide the arrangements for selecting applicants for interview, interview those applicants and make a recommendation to the Board on the appointment.
- 13.6 If members of the selection panel cannot agree on a person to recommend to the Board or if the Board does not approve the recommendation then the selection panel may be required to repeat the steps in 13.5 with or without first re-advertising the vacancy.

14. Raising Difficulties Externally

- 14.1 Members should have regard to the Public Interest (Whistleblowing) Policy adopted by the Board which is contained in the Finance Regulations. If a concern is raised or an allegation made it will be investigated in accordance with the procedures laid down in the policy. If all internal procedures are exhausted, an appeal may be made to an external body such as the College auditors or the funding body. The Clerk of the Governors or the College Personnel Department will provide, on request, details of contacts for relevant external bodies.
- 14.2 The Governing Body should be informed of any instances of whistleblowing.