

LINCOLN COLLEGE CORPORATION

STANDING ORDERS



Made by the Corporation

29 October 2019

PART ONE - INTRODUCTION

References:

- A. Lincoln Corporation Instrument and Articles of Government
- B. Code of Conduct.
- C. Post-16 Audit Code of Practice (as amended February 2019)

General

1. These Standing Orders detail the framework within which the Corporation of Lincoln College operates. They do not displace or take precedence over the Corporation's Instrument and Articles of Government.
2. Members of the Corporation, as holders of public office and should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these are contained in the Corporation Code of Conduct (Appendix1).
3. These Standing Orders may be varied at any time by resolution at a Corporation Meeting.

Governance Style

4. Philosophy. The Corporation shall be proactive; emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Corporation and management and take collective decisions based on present circumstances not necessarily influenced by historical events.
5. Practical. To achieve the philosophy the Corporation will:
 - a. Adopt a discipline to facilitate focused excellence in corporate governance;
 - b. Direct control and inspire through written policies;
 - c. Focus mainly on intended and longer-term impacts not on administrative processes;
 - d. Initiate policy rather than react to management initiatives;
 - e. Integrate individual expertise to form a cohesive corporate entity;
 - f. Regularly monitor performance by self-evaluation and determine remedial corporate and individual development as necessary.

James Pinchbeck
Chair of the Lincoln College Board of Corporation

LINCOLN COLLEGE CORPORATION

STANDING ORDERS

PART ONE

PAGE No.

Introduction	1
Index	2

PART TWO: PRELIMINARY

Standing Order

1: Definitions	4
2: Standing Orders	5

PART THREE: CORPORATION REGISTER

Standing Order

3: Corporation Membership	5
4: Standing Committees	6
5: Code of Conduct	6
6: Training Policy for Members and Clerk	6
7: Resolution of Conflict	7
8: Complaints Procedure (Against the Corporation, Members or Clerk)	7
9: Whistle Blowing (Public Interest Disclosure Procedure)	7
10: Liability and Indemnity Cover (for Corporation Members and Clerk)	7
11: Clerk	7
12: Adoption of Policies and Constitutions	8

PART FOUR: MEETINGS OF THE CORPORATION

Standing Order

13: Ordinary Meetings of the Corporation	8
14: Special (Extraordinary) Meetings of the Corporation	8
15: Quorum of Meetings of the Corporation	9
16: Attendance at Meetings	9
17: Access to Meetings	9
18: Publications of Minutes and Papers	10
19: Appointment of the Chair and Vice-Chair	10

PART FIVE: PROCEDURE OF MEETINGS

Standing Order

20: Agendas for Meetings	10
21: Conduct of Meetings (General)	10
22: Reconsideration of Resolutions	11
23: Voting	11
24: Schedule of Meetings	
25: Written Resolutions	12
26: Minutes	12
27: Confidentiality of Corporation Papers	12

PART SIX: DELEGATED AUTHORITY

28: Emergency Action by the Chair	13
29: Committees and Sub-Committees	13

PART SEVEN: DECLARATIONS OF INTEREST

30:	Interests of Members in Contracts and Other Matters	13
31:	Interests of Officers in Contracts and Other Matters	14

PART EIGHT: MISCELLANEOUS

32:	Corporation Seal	14
33:	Independent Professional Advice	14
34:	Expenses	15
35:	Smoking	15
36:	Statements to the Media	15
37:	Access to College Information	15

PART NINE: AMENDMENTS TO STANDING ORDERS

38:	Amendments to Standing Orders	15
-----	-------------------------------	----

PART TEN: SCHEDULE OF ANNEXES TO STANDING ORDERS 15

LINCOLN COLLEGE CORPORATION

STANDING ORDERS

PART TWO: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

1.1 In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

“Articles” and “Instrument of Government” – Lincoln College Corporations current adopted Instrument and Articles of Government;

“CEO” - the person appointed by the Corporation to hold the post of Chief Executive Officer and Principal;

“Corporation” – the Lincoln College Corporation acting by any means which they may lawfully adopt;

“Chair” - the Chair of the Corporation or the Chair of a committee or sub-committee as appropriate, and includes the Chair of the meeting for the time being;

“the Clerk” - the person appointed by the Corporation to act as the Clerk to the Corporation;

“Committee” - a committee of the Corporation;

“College” – Lincoln College;

“College year” - 1 August to 31 July;

“Delegated decision” - a decision of a committee or sub-committee taken in exercise of its delegated powers;

“Employee” - an employee of the College including those designated by the Corporation as senior post holders;

“Governing body” – The Lincoln College Corporation acting by any means which they may lawfully adopt;

“Meeting” - a meeting of the Corporation, a committee or a sub-committee, unless described otherwise, including a meeting at which the members attending are present in more than one room, provided that by the use of video or telephone conferencing facilities it is possible for every person present at the meeting to communicate with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is;

“Video or telephone” includes moving visual images and/or audio communications via analogue, digital and/or online facilities;

“Written” includes by electronic form;

“Member” - in relation to the Corporation, a member of the Corporation; in relation to any committee or sub-committee a person appointed as a member of that committee or sub-committee, whether or not entitled to vote;

“Number of members” - in relation to the Corporation, the number of persons who may act at the time in question as members of the Corporation, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body;

“Officer” - any person employed by the College including those designated by the Corporation as senior post holders;

“Person presiding” - the person entitled, or appointed, to preside at any meeting;

“Senior post holder” - any officer graded as a senior post holder by the Corporation;

“Standing Orders” – the Standing Orders, attachments and annexes approved by the Corporation;

“Sub-committee” - a sub-committee of a committee;

“the whole number of members” - in relation to the Corporation, the total number of persons who may become members of the Corporation;

“the Specified Number” – the number of members required to constitute an activating motion in the context of the standing order.

- 1.2 Unless the context otherwise requires, words importing one gender include the other gender; and words in the singular include the plural, and vice versa.
- 1.3 Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.
- 1.4 Standing Orders marked * shall apply only to meetings of the Corporation. Other Standing Orders shall apply to all meetings of Corporation, committees and sub-committees (unless an Order expressly states otherwise) and the word “Corporation” shall be adapted accordingly in the context.

STANDING ORDER 2: STANDING ORDERS

- *2.1 No arrangements shall be made whereby a committee or sub-committee or officer may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. (see also SO 36)

PART THREE: CORPORATION REGISTER

STANDING ORDER 3: CORPORATION MEMBERSHIP

- 3.1 A full Profile and Register of Membership of the Corporation is kept by the Clerk to the Corporation. The membership shall reflect, as far as possible, the community and take account of gender, ethnicity and skills.
- 3.2 Members’ terms of office shall be normally be either 3 or 4 years from the date of appointment and this shall be varied to ensure rolling continuity of experience. Members shall not normally serve more than 2 successive terms of office, except where subsequently undertaking a new and more senior role, for example as Chair. No consideration of a return to office until after an absence of at least 4 years.
- 3.3 Any member wishing to resign from the Corporation may do so at any time during his term of office by notifying the Clerk in writing. The Clerk shall read the letter of resignation at the Corporation meeting after receipt.
- 3.4 Vacancies on the Corporation shall be filled as soon as practicable. The Corporation shall not:
 - a. appoint any person as a member; or
 - b. co-opt any person as a co-opted member;unless it has first considered the advice of the Search Committee in relation thereto.
- 3.5 Members retiring at the end of their first term of office shall be eligible for re-appointment under the same conditions and with the same rigour that would be applied to their successor if

they had not been re-appointed (but see also 3.2). The Search Committee shall also consider the member's:

- a. attendance record;
 - b. commitment to the College;
 - c. quality of contribution to the Corporation;
 - d. value in terms of expertise and interests;
- before advising the Corporation on the re-appointment.

3.6 The Search Committee, shall determine profiles and person-specifications for anticipated vacancies. No more than two members should be identified from the same organisation.

3.7 The Clerk shall write a letter of appointment for all persons appointed to the Corporation.

STANDING ORDER 4: STANDING COMMITTEES

4.1 The Corporation shall establish standing committees, to be known as:

- a. the Audit Committee;
- b. the Search Committee;
- c. the Remuneration Committee;

for the purpose and function respectively detailed in their Terms of Reference annexed to these Orders.

4.2 The Corporation has the sole authority to, and may establish, further standing committees (non-statutory) for any purpose or function and delegate powers to such committees. Such committees shall be limited and authorised in all respects by their respective Terms of Reference, approved by the Corporation and annexed to these Orders.

4.3 The Corporation has established further standing committees as defined in 4.2 above. These committees are:

- a. Finance Committee;
- b. Performance and Quality Committee;
- c. Higher Education Committee
- d. Appraisal Committee.

In addition, the Corporation may establish a Special Committee which shall function under the arrangements for grievance, suspension and disciplinary procedures for staff and senior post holders, as and when required (Instrument & Articles of Government).

4.4 Committees shall:

- a. assist the corporate governance process and not interfere with the management detail of execution;
- b. report only to the Corporation save by specific exemption and not interfere with the CEO's delegated authority;
- c. have no authority over staff or interfere with current staff operations;
- d. not identify with individual organisational areas or monitor specific policies after corporate adoption;
- e. in order to complete delegated duties each committee may seek information from members, committees or employees;

4.5 Membership of committees shall be determined by the Corporation; membership for standing committees shall be confirmed at the first Corporation meeting of each academic year. Members shall be eligible for re-election.

4.6 Delegation of powers is authorised at SO 28.

STANDING ORDER 5: CODE OF CONDUCT

5.1 The Corporation shall determine a Code of Conduct for observance by all members and annexed to these Orders.

STANDING ORDER 6: TRAINING POLICY FOR MEMBERS AND CLERK

- 6.1 The Corporation (through the Search Committee) shall determine a training policy for members and the Clerk, including induction training for new members, which shall include:
- a. appointment, if felt appropriate, of an experienced member as mentor to new members for the first year on appointment;
 - b. a formal period of induction training and review;
 - c. relevant training and development opportunities for all members and the Clerk.
- 6.2 Identification of funding to facilitate the Corporation development.

STANDING ORDER 7: RESOLUTION OF CONFLICT

- 7.1 Corporation Members shall act and behave in a professional and businesslike manner. If a conflict exists between members the matter shall be referred for arbitration to the Chair and 2 other members nominated by the Chair. If the dispute involves the Chair and/or the Vice-Chair, the Clerk shall invite 3 members to form an arbitration working group. The Clerk to the Corporation shall act as clerk to any arbitration-working group. Proceedings shall be completed in an expeditious and timely manner; in any event the Clerk shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress. Final resolution shall be recorded by the Clerk, signed by the Chair of the arbitration working group and copies sent to all concerned and retained for the record.

STANDING ORDER 8: COMPLAINTS PROCEDURE (AGAINST CORPORATION, MEMBERS OR CLERK)

- 8.1 Complaints received against the Corporation shall be made, in the first instance, to the Clerk. Complaints to any employee or member shall be referred immediately to the Clerk without discussion or discourse. The Clerk shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the Clerk shall be referred to the Chair and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of anybody established to investigate the complaint, shall be made available to all concerned and retained for the record. The College Complaints procedure shall be followed as far as appropriate.

STANDING ORDER 9: WHISTLE BLOWING (PUBLIC INTEREST DISCLOSURE PROCEDURE)

- 9.1 Whistle blowing is disclosure of what is considered to be malpractice; any member who has concerns is urged, initially, to raise them within the Corporation and not feel disloyal to colleagues or the Corporation in such action. The Corporation is committed to the highest possible standards of openness, honesty and accountability and Members are urged to voice any concerns. Some areas, which may fall within this scope (although not limited to) are suspicions:
- a. that a criminal offence has been, is, or is likely to be committed;
 - b. that a person has failed, is failing or is likely to fail to comply with any legal obligation;
 - c. that a miscarriage of justice has occurred or is likely to occur;
 - d. that the health and safety of an individual has been, is, or is likely to be endangered;
 - e. that the environment has been, is, or is likely to be damaged.

The College has a wider "whistleblowing" procedure which should be followed for wider issues, the detail above relates only to matters within the Corporation.

STANDING ORDER 10: LIABILITY AND INDEMNITY COVER FOR CORPORATION MEMBERS AND CLERK

- 10.1 Members and the Clerk have insurance against liabilities arising out of their respective offices.

STANDING ORDER 11: CLERK

In accordance with the Instrument and Articles of Government;

- 11.1 The Corporation shall appoint a person, who is not a member, to serve as Clerk to the Corporation and to all standing committees. The procedure for such appointment shall be determined in advance and approved by the Corporation. No arrangements shall be made in relation to such determined procedure whereby the statutory requirements for the appointment of the Clerk shall be limited.
- 11.2 The Clerk shall be entitled to attend all meetings of the Corporation.
- 11.3 In the event of temporary absence of the Clerk, the Corporation shall appoint a person to serve as temporary Clerk; any reference whatsoever to the Clerk shall include a temporary Clerk.
- 11.4 The CEO shall be ineligible to be appointed as Clerk or temporary Clerk.
- 11.5 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair (and not the Clerk) shall, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers.
- 11.6 The Clerk shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Clerk for the duration of such a meeting or part of a meeting.
- 11.7 The Clerk shall have a job description, detailing all extant duties and responsibilities, which shall not take precedence over or limit the statutory requirements of the Instrument and Articles.
- 11.8 The Clerk shall have an annual appraisal of performance or where not an employee it may be accepted that the renewal of a contract for services indicates satisfactory completion of those duties. If applicable, the appraisal shall be completed by the Chair of the Corporation and the Corporation shall be informed of the general thrust of the appraisal.

STANDING ORDER 12: ADOPTION OF POLICIES AND CONSTITUTIONS

- *12.1 The Corporation shall approve and adopt general policies and constitutions, which govern and determine certain functions within the College. These are contained in various and appropriate College regulations and published.

PART FOUR: MEETINGS OF THE CORPORATION

STANDING ORDER 13: ORDINARY MEETINGS OF THE CORPORATION

- *13.1 All ordinary meetings of the Corporation shall be held on such days and at such times as agreed by the Board and held at Lincoln College, Monks Road, Lincoln LN2 5HQ, or at Gainsborough College, Acland Street, Gainsborough DN21 2SU, or at Newark College, Friary Road, Newark, NG24 1PB, or any other place as the Corporation shall determine.

STANDING ORDER 14: SPECIAL MEETINGS OF THE CORPORATION

*In accordance with the Instrument of Government.

- 14.1 The Chair of the Corporation may at any time call a special meeting of the Corporation.
- 14.2 If the office of Chair is vacant, or if the Chair is unable to act for any reason, the Vice-Chair of the Corporation may at any time call a special meeting of the Corporation.
- 14.3 If the offices of Chair and Vice-Chair are both vacant, or if both the Chair and the Vice-Chair are unable to act for any reason, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk.
- 14.4 Where a special meeting has been called the Clerk shall make arrangements for the meeting to be held within 14 days of receipt of the written notice. At such meetings the Agenda shall

normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.

- 14.5 Where the Chair or Vice-Chair so directs, on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda therefore are given within such period, being less than 7 clear days, as he specifies.
- 14.6 Notwithstanding any of the above, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk. Where a meeting is called under this provision paragraphs 14.4 and 14.5 above shall apply together with all standing orders in force at that time.

STANDING ORDER 15: QUORUM OF MEETINGS OF THE CORPORATION

In accordance with the Instrument of Government.

- 15.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members.
- 15.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 15.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 15.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 15.5 If members of the Corporation attend any Committee or Sub-Committee meeting under the provisions of SO 17.2 then they shall be counted towards and form part of the quorum for that meeting.
- 15.6 The attendance of a member present at a meeting by video or telephone link will count towards the quorum of the meeting providing that the connection is maintained. Members present by video or telephone link may vote on any matter to be decided at the meeting.

STANDING ORDER 16: ATTENDANCE BY MEMBERS OF THE CORPORATION

- 16.1 Every member attending a meeting of the Corporation shall be recorded by the Clerk.
- 16.2 A member will be considered as being 'Absent' unless they notify the Clerk that their 'Apologies' should be given to the Chair.
- 16.3 To assist the Clerk in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted on the day preceding the meeting at the latest, emergencies excepted.
- 16.4 The Clerk will present apologies to the meeting and check that the apology is accepted; acceptance does not necessarily imply that the absence is condoned and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Corporation shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Corporation over a 6 month period shall be liable to disqualification from the Corporation.
- 16.5 In the event of a decision being required under 16.4 above, the matter will be placed on the agenda for the next meeting of the Corporation; the facts will be presented by the Clerk.
- 16.6 The member concerned (at 16.5) shall be entitled to attend the meeting but not to vote on the matter.
- 16.7 The Corporation has agreed a target of at least 80% attendance at Corporation meetings in any one year period. Attendance at meetings will be taken into account by the Search Committee when considering the re-appointment of any member.

STANDING ORDER 17: ACCESS TO MEETINGS

- 17.1 Members of staff or the general public may attend meetings of the Corporation. Notice of proposed attendance should be made to the Clerk at least 7 days before the meeting. Exceptionally, members of staff or the general public may attend Committee meetings also by prior agreement with the Chair of the Committee and the consent of the Corporation Chair. Notwithstanding, the nature of business conducted by the Search Committee and the Remuneration Committee is sensitive and confidential; written applications to attend meetings of these committees are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.
- 17.2 Members of the Corporation may attend any meetings of the standing committees and shall form part of any necessary quorum.
- 17.3 The Chair of the Corporation may attend any committee meetings.
- 17.4 The Clerk to the Corporation may attend all meetings.

STANDING ORDER 18: PUBLICATIONS OF MINUTES AND PAPERS

- 18.1 Agendas and papers for meetings are published in advance of the Corporation or Committee meeting and Corporation minutes and meetings of Standing Committees shall be posted on the College website once agreed. Queries should be directed, in the first instance to the Clerk.

STANDING ORDER 19: APPOINTMENT OF THE CHAIR AND VICE-CHAIR(S) OF THE CORPORATION

- *19.1 The Chair and Vice-Chair(s) of the Corporation shall be elected on an annual basis, the period of office being 12 months. Where more than one candidate is proposed, for either office, the voting shall be by secret ballot. Should a vacancy arise, then election will take place at the first meeting of the Corporation, after the vacancy has arisen.

PART FIVE: PROCEDURE OF MEETINGS

STANDING ORDER 20: AGENDAS FOR MEETINGS

- 20.1 The Clerk shall send the notice of a meeting of the Corporation, a copy of the agenda and papers (if practicable) at least 7 clear days in advance of the meeting. (but see 20.4)
- 20.2 The agenda shall be structured by the Clerk in consultation with the Chair, CEO and other appropriate parties. The agenda shall show the order of business and confidential items.
- 20.3 All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda. There shall be no "Any Other Business" on the agenda.
- 20.4 The Clerk shall endeavour to ensure that all written reports are circulated with the agenda. Exceptionally, papers may be tabled at a meeting with the agreement of the Corporation.
- 20.5 Any member may request an item be placed on the agenda provided that written notice of the item is received by the Clerk 14 clear days in advance of the meeting.
- 20.6 A matter may be placed on the agenda as a late item of urgent business. The Chair shall consider any request for urgent business raised at a meeting, after the Agenda Item relating to the minutes of the previous meeting.

STANDING ORDER 21: CONDUCT OF MEETINGS (GENERAL)

- 21.1 (Except as provided by the Instrument) staff members (including the CEO) must withdraw from any part of a meeting discussing:

- a. their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (this relates to matters concerning solely that individual as distinct from all members);
 - b. the appointment of his/her successor;
 - c. the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff senior to themselves (if other members so resolve);
 - d. student members shall withdraw from any part of the meeting where there is consideration of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff;
 - e. the CEO may attend and speak at any meeting even if not a member of the Corporation.
- 12.2 The Instrument defines specific rules regarding the normal frequency of meetings, the notice required to summon them, the circumstances in which special meetings may be called and the circulation of papers for meetings.
- 12.3 Any member who has a financial or pecuniary interest in any matter under discussion by the Corporation must declare that interest at the meeting. Declaration of all interests under charity and company law are required on an annual basis.
- 12.4 The rules on financial interest are waived in the case of any consideration by the Corporation of the need for insurance against liabilities arising out of their office.
- 12.5 No member may take or hold any interest in any College property or receive any remuneration for his or her services, other than as a member of staff, without the written approval of the Charity Commission.

STANDING ORDER 22: RECONSIDERATION OF RESOLUTIONS

- 22.1 No resolution shall be rescinded or varied unless its reconsideration appears on the agenda for a meeting. A resolution, which in this context means any formal decision by the Corporation cannot therefore be overturned or varied as part of discussions of matters arising from the previous minutes.

STANDING ORDER 23: VOTING

- 23.1 Except where a requisition is made (under the next paragraph) voting shall be by show of hands.
- 23.2 If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded.
- 23.3 The specified number of members is one fifth of the members entitled to vote at the meeting.
- 23.4 Every question to be decided at a meeting should 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. Postal votes or proxy votes on behalf of absent members are not permitted. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- 23.5 Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair would normally simply ask for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (for example, approval of the annual budget or accounts).
- 23.6 An individual member request for vote on an issue must be agreed by the Corporation. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to decide the circumstances in which a secret ballot should be held or in which the

names of those voting for or against a proposal should be recorded. Whether or not a recorded vote or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes.

STANDING ORDER 25: WRITTEN RESOLUTIONS

- 24.1 The Board and its committees may, subject each time to approval by the relevant Chair, pass written resolutions (including by email) other than for matters defined as the Instruments. A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting of the Corporation ('eligible member') shall be effective provided that:
- a. A copy of the proposed resolution(s) has been sent to every eligible member, together with a statement informing the member how to signify their agreement to the written resolution and the date by which the resolution must be passed if it is not to lapse;
 - b. A simple majority of members have signified agreement to the resolution(s);
 - c. It is contained in a document authenticated by the Clerk;
- 24.2 A resolution in writing may comprise several copies to which one or more members have signified agreement.
- 24.3 The outcome of written resolutions shall be taken as an agenda item at the next meeting which is not a special meeting.
- 24.4 The written resolution may be circulated and voted upon by electronic or hard copy means.

STANDING ORDER 25: SCHEDULE OF MEETINGS

- 25.1 The Clerk shall prepare an annual schedule of meetings that meets the needs of the Corporation and is based on the strategic planning cycle.
- 25.2 The schedule shall also accord with the requirements of the Corporation to publish and make returns to the appropriate funding body as required.

STANDING ORDER 26: MINUTES

- 26.1 The Clerk shall take and be responsible for the accurate recording of the minutes.
- 26.2 The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.
- 26.3 The minutes shall provide a brief resume of discussions and clearly show the decision made.
- 26.4 Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.
- 26.5 Members are not empowered to take a decision which is not minuted at a properly constituted meeting.

STANDING ORDER 27: CONFIDENTIALITY OF CORPORATION PAPERS

- 27.1 All agendas, reports and other documents and all proceedings of the Corporation, committees or sub-committees and working parties shall become public following a meeting unless a decision is taken at a meeting to classify an item as being confidential. Copies of all papers not classified as confidential are available for public inspection from the Clerk's office during normal working hours.
- 27.2 The following reasons only shall be used in order to determine whether a matter is confidential:
- a. personal information relating to an individual;
 - b. information provided in confidence by a third party who has not authorised its disclosure;

- c. financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
- d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
- e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
- f. legal advice received from or instructions given to the College legal advisors;
- g. information planned for publication in advance of that publication;
- h. information not otherwise covered above, but considered to be commercially sensitive;
- i. information relating to the terms and condition, salaries or any such matter whatsoever concerning senior post holders' contracts of employment.

27.3 Any decision to classify a matter as confidential will be agreed by the Corporation.

27.4 The Corporation shall undertake an annual review of the confidential minutes, at the first meeting of the academic year, and decide whether to release each confidential minute for the public record; in the event of declassification then the minute shall be published on the Lincoln College website.

PART SIX: DELEGATED AUTHORITY

STANDING ORDER 28: EMERGENCY ACTION TAKEN BY THE CHAIR

28.1 Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Corporation procedures, he may, following consultation with the Chair and Vice-Chair of the Committee within whose terms of reference the matter falls (if practicable) authorise such action.

28.2 Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation.

STANDING ORDER 29: COMMITTEES AND SUB-COMMITTEES

29.1 The Corporation has delegated certain functions and powers to the permanently established committees; these are specified in each individual Committee Terms of Reference and shall remain extant until revoked or varied by the Corporation. The Corporation may delegate certain powers and functions to temporarily established committees or task and finish groups. (See also SO4)

PART SEVEN: DECLARATIONS OF INTERESTS

STANDING ORDER 30: INTERESTS OF MEMBERS IN CONTRACTS AND OTHER MATTERS

30.1 A member who has made an annual general declaration of an interest shall nevertheless orally remind the meeting of that interest should a matter affecting be raised. Any such reminder shall be recorded in the minutes of the meeting.

30.2 A member who has declared an interest in a contract, grant, proposed contract or other matter, whether by giving a general notice or by making an oral declaration at a meeting, shall withdraw from the meeting while the matter is under consideration. Unless the contract, grant, proposed contract or other matter is under consideration by the meeting as part of the report or minutes and as in either case not itself the subject of debate.

30.3 Any person, other than a member of the Corporation, enabled to speak at meetings shall make the same disclosures of interests, and shall withdraw from the room in which the meeting is being held on the same occasions, as they would have to do if they were a member.

STANDING ORDER 31: INTERESTS OF OFFICERS IN CONTRACTS AND OTHER MATTERS

- 31.1 If it comes to the knowledge of any officer of the College that they have a disclosable pecuniary interest in any contract which has been, or is proposed to be, entered into by the College, or in some other matter which is to be considered by the Corporation and is not the contract of employment (if any) under which they serve the Corporation/College, they shall as soon as practicable give notice in writing to both the CEO and the Clerk.
- 31.2 For the purposes of this Standing Order, a disclosable pecuniary interest is an interest that, if the officer were a member of the Corporation, and if the contract or other matter were to be considered at a meeting of the Corporation at which they were present it would be declared.
- 31.3 The Clerk shall record particulars of any notice of a member's pecuniary interest which shall, during the ordinary office hours of the College, be open for inspection by any member of the Corporation.
- 31.4 Where an officer submits a report to a meeting on a matter in which they have declared an interest, under (1) above, they shall state that such declaration has been made, and give brief details, in a separate paragraph at the commencement of the report.
- 31.5 Where any officer orally advises on a contract, grant, proposed contract or other matter and has declared a pecuniary interest in that matter, under paragraph (1), they shall remind the meeting orally of that interest.

PART EIGHT: MISCELLANEOUS

STANDING ORDER 32: CORPORATION SEAL

- 32.1 The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be undertaken as per the Instrument & Articles. Short particulars of all deeds and documents to which the corporate seal has been affixed shall be recorded in a book to be provided for this. If an urgent need for sealing arises then the Chair or in his absence the Vice-Chair shall authorise (under "urgent action") the affixing. That action shall be ratified at the next Corporation meeting.
- 32.2 The use of the seal will be reported to the Corporation at its next meeting.
- 32.3 The corporate seal of the Corporation shall be kept in the custody of the Clerk.

STANDING ORDER 33: INDEPENDENT PROFESSIONAL ADVICE

- 33.1 Members (or the Clerk) may seek direct advice from the Corporation or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member and not include personal interests in regard to the Corporation.
- 33.2 Any member (or the Clerk) seeking advice shall, first ask the Clerk (or in the case of the Clerk the Chairman) whether such advice has been taken; if the need remains then he shall then give prior written notice to the Clerk (or in the case of the Clerk the Chairman). Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.
- 33.3 The Clerk shall copy the notice to the Chairman and the CEO.
- 33.4 The Chair may authorise payment after consultation with the CEO within 10 working days of receipt of the notice.
- 33.5 The Clerk will inform the Member of the decision; if negative a short explanation shall be provided.
- 33.6 Such advice when received shall be made available to the Corporation.

STANDING ORDER 34: EXPENSES

- 34.1 Members may only claim expenses for travelling and subsistence at the rates determined under the College Financial Regulations.
- 34.2 Expenses are payable associated with attendance at meetings, training events and conferences.
- 34.3 Members are not permitted to claim allowances which remunerate them for their services as members.
- 34.4 All requests for expenses are to be submitted to the Clerk.

STANDING ORDER 35: SMOKING

- 35.1 The College Smoking Policy applies.

STANDING ORDER 36: STATEMENTS MADE ON BEHALF OF THE CORPORATION TO THE MEDIA

- 36.1 Statements to the media shall, emergencies excepted, be cleared in advance with the Chair and CEO.

STANDING ORDER 37: ACCESS TO COLLEGE INFORMATION

- 37.1 Information regarding College activities is generally available to the public by request; documents listed below are available by contacting the Clerk. If practicable these will be free but the enquirer shall be informed that a charge may be made (para 3). The following documents may be obtained by contacting the Clerk:
- a. agendas, papers and minutes of all meetings;
 - b. annual reports and financial statements;
 - c. inspection report;
 - d. college charter;
 - e. course provision;
 - f. register of interests;
 - g. corporation terms of reference;
 - h. corporation code of conduct;
 - i. instrument and articles of government.
- 37.2 Confidential information will be withheld and the reasons provided. (see SO 26)
- 37.3 The information should be available normally within 15 working days. If research and collation takes in excess of 3 hours working time then an appropriate charge will be levied.

PART NINE: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 38: AMENDMENTS TO STANDING ORDERS

- *38.1 These Standing Orders may only be amended by a vote taken at a meeting of the full Corporation. The specified number of votes required to enact any amendment shall be a vote in favour of 70% of all Corporation Members serving at the time of the vote.

PART TEN: SCHEDULE OF ANNEXES

Annex	Title	Authorised
A	Code of Conduct for the Corporation	29 October 2019
B	Terms of Reference for the Audit Committee	29 October 2019

C	Terms of Reference for the Remuneration Committee	29 October 2019
D	Terms of Reference for the Search, Training and Development Committee	29 October 2019
E	Terms of Reference for the Finance Committee	29 October 2019
F	Terms of Reference for the Performance and Quality Committee	17 March 2020
G	Terms of Reference for the Appraisal Committee	29 October 2019
H	Terms of Reference for the Higher Education Committee	17 March 2020



**COLLEGE CODE OF CONDUCT
FOR CORPORATION MEMBERS
TWELFTH EDITION**

Twelfth Edition: October 2019

CODE OF CONDUCT

INDEX

	Page Number
1 Introduction	2
2 Interpretation	2
3 Aims and Values	3
4 Duties	3
5 Statutory Accountability	4
6 Public Service Values	4
7 Skill, Care and Diligence	4
8 Powers	4
9 Conflicts of Interest	4
10 Collective Responsibility	6
11 Openness and Confidentiality	6
12 Complaints	7
13 Attendance at Meetings	7
14 Governance Development	7
Schedule – list of source documents	8
Appendix 1 – Seven Principles of Public Life	9
Appendix 2 – Core Principles of Good Governance	10
Appendix 3 – Code of Good Governance for English Colleges	11
Terms of Reference	13

LINCOLN COLLEGE

COLLEGE CODE OF CONDUCT FOR CORPORATION MEMBERS

(Made by the Corporation on 29 October 2019)

1 INTRODUCTION

- 1.1 This Code is intended as a guide, to indicate the standards of conduct and accountability which are expected of Members of the Corporation, to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Corporation and the Chief Executive Officer. This Code therefore is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.
- 1.2 In addition to this Code, Members of the Corporation are recommended to familiarise themselves with the source documents listed in the Schedule.
- 1.3 This Code should not be read as an exhaustive statement of duties, powers or provisions, and Members of the Corporation should refer to the source documents listed in the Schedule. If a Member of the Corporation is in doubt about the provisions of this Code or any of the source documents, the Clerk should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Member of the Corporation of the College and for any act or omission in that capacity rests with the individual Member of the Corporation.
- 1.4 This Code applies to every committee or working party of the Corporation and to every subsidiary company or joint venture of the College to which Members of the Corporation may be appointed.
- 1.5 By accepting appointment to the Corporation, each Member of the Corporation agrees to accept the provisions of this Code.

2 INTERPRETATION

- 2.1 In this Code:
- 2.2 'College' means this College;
- 2.3 'Funding Body' means the Education and Skills Funding Agency (ESFA) or any successor bodies;
- 2.4 Governing Body means the Further Education Corporation which was established for the purpose of conducting the College;
- 2.5 'Governor', 'Chair', 'CEO' and 'Clerk' mean respectively the Members of the Corporation of the College, the Chair of the Corporation, the Chief Executive Officer and/or Principal of the College and the Clerk to the Corporation;
- 2.6 all other definitions have the same meanings as given in the College's Instrument and Articles of Government; and
- 2.7 words importing one gender import any gender.

3 AIMS AND VALUES

- 3.1 The College Mission Statement together with the corporate objectives of the College agreed by the Corporation from time to time seek to encapsulate the core purposes and aims of the College. Members of the Corporation should have due regard to these purposes and aims when conducting the business of the Corporation and considering the activities and proposed activities of the College.
- 3.2 The Corporation recognises its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Corporation is committed to combating any discrimination within the College.
- 3.3 The Corporation is also committed to ensuring that it conducts its business in accordance with the highest ethical standards as set out in more detail in this Code.

4 DUTIES

- 4.1 Members of the Corporation owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its best interests. Each Member of the Corporation should act honestly, diligently and (subject to the provisions appearing in paragraph 10 of this Code relating to collective responsibility) independently. The actions of Members of the Corporation should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.
- 4.2 Decisions taken by Members of the Corporation at meetings of the Corporation and its committees must not be for any improper purpose or personal motive. Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds. Accordingly, Members of the Corporation must not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 4.3 Members of the Corporation must observe the provisions of the College's Instrument and Articles of Government and in particular the responsibilities given to the Corporation by the College's Articles of Government. Those responsibilities, including a list of "reserved" responsibilities which are so important that they must not be delegated.
- 4.4 Members of the Corporation should comply with the Standing Orders and terms of reference of the Corporation and its committees to ensure that the Corporation conducts itself in an orderly, fair, open and transparent manner. Members of the Corporation must keep those Standing Orders and terms of reference under periodic review.
- 4.5 Members of the Corporation should also have regard to the different, but complementary, responsibilities given to the CEO. Whereas it is the Corporation's function to decide strategic policy and overall direction and to monitor the performance of the CEO and any other senior post holders, it is the CEO's role to implement the Corporation's decisions, and to manage the College's affairs within the budgets and framework fixed by the Corporation. Members of the Corporation should work together so that the Corporation and the CEO perform their respective roles effectively.

5 STATUTORY ACCOUNTABILITY

- 5.1 Members of the Corporation are collectively responsible for observing the duties set out in the Financial Memorandum which the College has entered into with funding bodies as a condition of receiving public funds. Although the ESFA are the main providers of funds to the College, Members of the Corporation should note that they are also responsible for the proper use of income derived from other sources, such as the Office for Students (OfS) and the European Union (EU) and for the control and monitoring of expenditure of such income, in order to meet the requirements of the relevant funding body and public audit.
- 5.2 As Accounting Officer for the Funding Body, the CEO is directly responsible and accountable to Parliament for ensuring that the uses to which the government puts its funds are consistent with the purposes for which the funds were given and comply with the conditions attached to them. The CEO, as Accounting Officer for the College, is also directly responsible and accountable to Parliament, through the Committee of Public Accounts, for the effective stewardship by the College of public funds. The CEO may be required to appear before the Committee of Public Accounts, alongside the Chief Executive of the ESFA, to give an account of the use made by the College of such funds. The Corporation is accountable to Parliament for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

6 PUBLIC SERVICE VALUES

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in Appendix 1 of this Code, and the recognition that students and other users of the College's services come first, are a requirement of being a Member of the Corporation, and should underpin all decisions taken by the Corporation.

7 SKILL, CARE AND DILIGENCE

A Member of the Corporation should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Members of the Corporation act as agents of the College, for example, when functions are delegated to a committee of the Corporation or to the Chair. Members of the Corporation should be careful to act within the terms of reference of any committees on which they serve.

8 POWERS

Members of the Corporation are responsible for taking decisions which are within the powers given to the Corporation by Parliament under sections 18 and 19 of the Further and Higher Education Act 1992 and its subsequent modifications. If a Member of the Corporation thinks that the Corporation is likely to exceed its powers by taking a particular decision, he or she should immediately refer the matter to the Clerk for advice.

9 CONFLICTS OF INTEREST

- 9.1 Like other persons who owe a fiduciary duty, Members of the Corporation should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.

- 9.2 Members of the Corporation are reminded that under the College's Instrument of Government they must not acquire or hold any interest in any property held or used for the purposes of the College or receive any remuneration for their services (save as a member of the College's staff).
- 9.3 Members of the Corporation are reminded that under the College's Instrument of Government they must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the colleges or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 9.4 If an interest of any kind (including an interest of a spouse or partner of a Member of the Corporation or of a close relative of the Member of the Corporation or his or her partner or spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Member of the Corporation's independent judgement, then:
- the interest, financial or otherwise, should be reported to the Clerk;
 - the nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered;
- if the Governor concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, he or she should:
- not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
 - withdraw from that Corporation or committee meeting where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- 9.5 For the purposes of clause 9.4 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.
- 9.6 Members of the Corporation 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. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.
- 9.7 The Clerk will maintain a Register of Members of the Corporation' Interests which will be open for public inspection. Members of the Corporation must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interests on the Register. Members of the Corporation must give sufficient details to allow the nature of the interests to be understood by enquirers. Members of the Corporation should inform the Clerk whenever their circumstances change and interests are acquired or lost. In deciding whether an interest should be disclosed, Members of the Corporation should have regard to the meaning given to "interest" in paragraphs 9.4 and 9.5 of this Code.

10 COLLECTIVE RESPONSIBILITY

- 10.1 The Corporation operates by Members of the Corporation taking majority decisions in a corporate manner at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the Members of the Corporation collectively and each individual Member of the Corporation has a duty to stand by it, whether or not he or she was present at the meeting of the Corporation when the decision was taken.
- 10.2 If a Member of the Corporation disagrees with a decision taken by the Corporation, his or her first duty is to have any disagreement discussed and minuted. If the Member of the Corporation strongly disagrees, he or she should consult the Chair and, if necessary, then raise the matter with the Corporation when it next meets. If no meeting is scheduled, the Member of the Corporation should refer to the power of the Chair or any five Members of the Corporation under the College's Instrument of Government to call a special meeting and, if appropriate, exercise it, requesting the Clerk to circulate the Member of the Corporation's views in advance to the other Members of the Corporation. Alternatively, as a final resort, the Corporation Member may decide to offer his or her resignation from office, after consulting the Chair.

11 OPENNESS AND CONFIDENTIALITY

- 11.1 Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Members of the Corporation should ensure that, as a general principle, students and staff of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair. Minutes of minutes will be available to the public via the College's website.
- 11.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection; for example, when the Corporation considers sensitive issues or named individuals and for other good reasons. Such excluded items will be kept in a confidential folder by the Clerk, and will be circulated in confidence to Members of the Corporation. Some confidential items are likely to be of a sensitive nature for a certain period of time only (for example information relating to a proposed commercial transaction or collaboration with another institution). The Corporation should specify how long such items should be treated as confidential or, if this is not possible, such items should be regularly reviewed to consider whether the confidential status should be removed or whether the public interest in disclosure outweighs that confidential status and the item made available for public inspection. When considering such issues the Members of the Corporation must also consider the College's publication scheme issued under the Freedom of Information Act 2000. However, staff and student Members of the Corporation have no right of access to minutes dealing with matters in respect of which they are required to withdraw from meetings under the College's Instrument of Government.
- 11.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between Members of the Corporation with a shared corporate responsibility for decisions. Members of the Corporation should keep confidential any matter which, by reason of its nature, the Chair or members of any committee of the Corporation are satisfied should be dealt with on a confidential basis.

- 11.4 Members of the Corporation should not make statements to the press or media or at any public meeting relating to the proceedings of the Corporation or its committees without first having obtained the approval of the Chair or, in his or her absence, the Vice Chair. It is unethical for Members of the Corporation publicly to criticise, canvass or reveal the views of other Members of the Corporation which have been expressed at meetings of the Corporation or its committees.

12 COMPLAINTS

In order to ensure that the affairs of the College are conducted in an open and transparent manner and that the College is accountable for its use of public funds but also to its employees, its students and the community it serves, it is important for there to be appropriate complaints procedures in place and for these to be well publicised. Members of the Corporation are reminded of their specific responsibility under the Articles of Government to make rules specifying the procedures in accordance with which employees may seek redress of any grievances relating to their employment, of the importance of having formal complaints procedures in place to handle issues raised by students, former students and third parties and of the legal requirement to have a whistle blowing procedure in place.

13 ATTENDANCE AT MEETINGS

A high level of attendance at meetings of the Corporation is expected so that Members of the Corporation can perform their functions properly.

14 GOVERNANCE DEVELOPMENT

- 14.1 The Corporation shall seek to ensure that all Members of the Corporation are appointed on merit, in accordance with an open selection procedure carried out by the Search Committee, and are drawn widely from the community which the College serves so as to be representative of that community, having regard to provisions relating to the membership of the Corporation in the College's Instrument of Government, the need to combat discrimination and to promote equality, and the need to ensure a range of appropriate skills and interests.
- 14.2 Members of the Corporation must obtain a thorough grounding in their duties and responsibilities by participating in the College's governance induction and training programmes, including regular refresher workshops.
- 14.3 In order to promote more effective governance, Members of the Corporation will carry out an annual review of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self-evaluation.

SCHEDULE - LIST OF SOURCE DOCUMENTS

- 1 The College's Instrument of Government
- 2 The College's Articles of Government
- 3 The Standing Orders and Terms of Reference of the Corporation and its Committees
- 4 The Financial Memorandum entered into by the College with the funding body
- 5 The College's Mission Statement and corporate objectives
- 6 The College's Strategic Plan
- 7 The principles laid down by the Committee on Standards in Public Life (Nolan Committee) for those holding public office (Appendix 1)
- 8 The Good Governance Standard for Public Services published by the Independent Commission on Good Governance in Public Services (Appendix 2).
- 9 Code of Good Governance for English Colleges (Appendix 3)
- 10 The Post-16 Audit Code of Practice
- 11 The UK Corporate Governance Code

APPENDIX 1

THE SEVEN PRINCIPLES OF PUBLIC LIFE

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order 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 as 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 wider 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.

<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>

APPENDIX 2

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

Good governance means focusing on the organisation's purposes and on outcomes for citizens and service users

- Being clear about the organisation's purposes and its intended outcomes for citizens and service users
- Making sure that users receive a high quality service
- Making sure that taxpayers receive value for money

Good governance means performing effectively in clearly defined functions and roles

- Being clear about the functions of the governing body
- Being clear about the responsibilities of the non-executives and the executive, and making sure that those responsibilities are carried out
- Being clear about relationships between the governors and the public

Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour

- Putting organisational values into practice
- Individual governors behaving in ways that uphold and exemplify effective governance

Good Governance means taking informed, transparent decisions and managing risk

- Being rigorous and transparent about how decisions are taken
- Having and using good quality information, advice and support
- Making sure that an effective risk management system is in operation

Good governance means developing the capacity and capability of the governing body to be effective

- Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well
- Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group
- Striking a balance, in the membership of the governing body, between continuity and renewal

Good governance means engaging stakeholders and making accountability real

- Understanding formal and informal accountability relationships
- Taking an active and planned approach to dialogue with accountability to the public
- Taking an active and planned approach to responsibility to staff
- Engaging effectively with institutional stakeholders.

<https://www.opm.co.uk/wp-content/uploads/2014/01/Good-Governance-Standard-for-Public-Services.pdf>

APPENDIX 3

CODE OF GOOD GOVERNANCE FOR ENGLISH COLLEGES – MARCH 2015 'Professional; Prudent; Passionate'

The following is an extract from the Code of Good Governance for English Colleges which the Board of Corporation adopted in December 2015.

The Code contains:

- An initial statement of the core values and expectations that provide the context for the way in which college governance is conducted.
- The 10 governance principal responsibilities that support the values and are vital to successful implementation.
- More detailed consideration of each principal responsibility.
- A list of references and links to source documents and good practice examples.

The Code of Good Governance for English Colleges is intended to help governing boards meet and exceed basic governance requirements. As autonomous bodies, individual colleges are free to adopt the Code as they see fit.

Core Values

In setting out the core values, the code adopts and builds on the *Seven Principles of Public Life* which provide an ethical framework for the personal behaviour of governors. In addition, given the specific nature of further education, the Code also adopts the values and behaviours of being:

- Respectful
- Professional
- Prudent, and
- Passionate about education and good governance

The Code is based on the following expectations of good governance, which illustrate the values and beliefs of college governors and trustees:

- Putting the student first; promoting high expectations and ambitions for students and staff
- Ensuring inspirational teaching and learning
- Creating a safe environment for students to learn and develop
- Providing strong leadership to both the senior team and the community the college serves
- Setting the strategy and acting as guardians of the college's mission
- Demonstrating accountability to students, parents, staff, partners, employers, funders, trustees and other stakeholders, including publishing accurate and timely information on performance
- Listening to students, parents, employers and staff
- Ensuring the achievement of equality of opportunity and diversity throughout the college
- Using the college's autonomy and independence to meet local education and skills needs.

The Ten Principal Responsibilities of Good Governance

To implement and embed the above values and expectations in the college, governors, trustees and senior leaders will undertake to:

- 1 Formulate and agree the **mission and strategy** including defining the ethos of the college

- 2 Be **collectively accountable** for the business of the college taking all decisions on all matters within their duties and responsibilities
- 3 Ensure there are **effective underpinning policies and systems**, which facilitate the **student voice**
- 4 Foster **exceptional teaching and learning**
- 5 Ensure that the college is **responsive to workforce trends** by adopting a range of strategies for engaging with employers and other stakeholders
- 6 Adopt a **financial strategy and funding plans** which are compatible with the duty to ensure sustainability and solvency of the college
- 7 Ensure that **effective control and due diligence** takes place in relation to all matters including acquisitions, subcontracting and partnership activity
- 8 Meet and aim to exceed its statutory responsibilities **for equality and diversity**
- 9 Ensure that there are organised and **clear governance and management** structures, with well-understood delegations
- 10 Regularly **review governance** performance and effectiveness.

<https://www.aoc.co.uk/sites/default/files/Code%20of%20Good%20Governance%20for%20English%20Colleges%20FINAL.pdf>



Terms of Reference

	Page No
Audit Committee	1 – 3
Remuneration Committee	4 – 5
Search, Training and Development Committee	6 – 7
Finance Committee	8 – 9
Performance and Quality Committee	10 – 11
Appraisal Committee	12 – 13
Higher Education Committee	14 – 15

All Terms of Reference are reviewed annually

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE AUDIT COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. Lincoln College's adopted Instrument & Articles of Government;
 - b. Corporation Standing Orders;
 - c. Post-16 Audit Code of Practice (as amended February 2019).

The role of the Audit Committee includes advising the corporation on the adequacy and effectiveness of the College's assurance framework. In addition the Audit Committee advises and supports the Corporation in explaining in its annual report and accounts the measures it has taken to ensure it has fulfilled its statutory and regulatory responsibilities.

The Audit Committee must have the authority to investigate any activity within its terms of reference and must not adopt an executive role. The Audit Committee must have the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.

2. Relationship with the Corporation. The Corporation expect that the Audit Committee will complete and/or advise on certain audit and other matters. The Committee is designed as the "Independent Arm" of the Corporation and, as such, is designed to reassure the Corporation that information presented is accurate and the systems that generate it are robust. The Committee is capable of independent, authoritative, and objective consideration of complex and potentially serious issues.
3. Relationship with the CEO (Accounting Officer). It remains the CEO's responsibility to ensure the satisfactory operation of day-to-day control framework however the internal and external auditors, together with the Audit Committee, contribute to this by provision of advice and assurance.

4. Meetings

- a. Frequency. The Committee shall meet as required but normally not less than once a term.
- b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his or her absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

5. Chair, Membership and Quorum

- a. Chair and Vice-Chair. The Chair and Vice-Chair (if required) of the Audit Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) at least 4 Corporation Members nominated by the Corporation and confirmed every year at the first meeting of the academic year. Members

should have recent, relevant experience in risk management, finance, audit and assurance.

- (ii) up to 1 External Member.

In attendance:

- (iii) representatives of the appointed Internal and External Auditors and nominated by the firms concerned;
(iv) Members of the College Management Team – at the bequest of the Audit Chair and or Committee;
(v) the Clerk to the Corporation.

The following shall be excluded from Membership:

- (vi) the Chair of the Corporation;
(vii) regular members of the Finance Committee;
(viii) staff governors.

- c. The Committee shall be quorate with 3 members.

6. Agendas for Meetings. The Agenda shall be agreed by the Chair of the Committee.

7. Delegation of Authority. The role and duties of the Committee are set out in the Post-16 Audit Code of Practice and replicated below. However this is not a definitive list of the role of the Committee.

- It is a condition of funding and/or this code that Corporations establish an Audit Committee.
- The Audit Committee must advise the Corporation on the adequacy and effectiveness of the Corporation's assurance framework. In addition the Audit Committee advises and supports the Corporation in explaining, in its annual accounts, the measures taken to ensure it had fulfilled its statutory and regulatory responsibilities. The College Accounts Direction 2018 to 2019 sets out the ESFA's specific requirements including the required format of the Corporation's statement of corporate governance and internal control.
- The Corporation must set out clear terms of reference for the Audit Committee. These should reflect accepted good practice for Audit Committees of publicly funded organisations and as a minimum must set out:
 - the Committee's right to investigate any activity within its terms of reference
 - the Committee's right to access of the information and explanations it considers necessary from whatever source, to fulfil its remit
 - a requirement for the Corporation to appoint a minimum membership of three, a majority of whom must be governors, which must not include the chair of the corporation or the principal;
 - a responsibility for the Corporation, in appointing members, to maintain the committee's independence and objectivity
 - a requirement for the Corporation to include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively; collectively, members of the committee should have recent, relevant experience in risk management, finance and assurance
 - a restriction on the Committee not to adopt an executive role
- In addition the Audit Committee must:
 - assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of its assets.
 - advise the Corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as

applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.

- inform the Corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity were safeguarded.
- review and consider the reports of external auditor, reporting accountant, internal audit and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales.
- oversee the Corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:
 - the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
 - that investigation outcomes are reported to the Audit Committee
 - that the external auditor (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/ actioned
 - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the ESFA as soon as possible
 - risks around fraud have been identified and controls put in place to mitigate them.
- produce an annual report for the Corporation, summarising the Committee's activities relating to the financial year under review, including:
 - a summary of the work undertaken by the Committee during the year
 - any significant issues arising up to the date of preparation of the report
 - any significant matters of internal control included in the reports of auditor and assurance providers
 - the Committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - the Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets
 - submit the annual report to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed.

James Pinchbeck
Chair of Board of Corporation
Date: 29 October 2019

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE REMUNERATION COMMITTEE (for 19/20)

1. Introduction. The authority for these TORs is contained in the
 - a. Lincoln College's adopted Instrument & Articles of Government;
 - b. Corporation Standing Orders.

The Corporation have authorised the Remuneration Committee to complete and/or advise on general Remuneration and other matters; these are detailed at para 5. Delegated powers do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. General Access to Meetings. The nature of business conducted by the Committee is sensitive and confidential. Written applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

3. Meetings

- a. Frequency. The Committee shall meet as required but not less than once every academic year unless the Chair in consultation with the Clerk agrees that there is insufficient business; the Clerk will record such action.
- b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his or her absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

4. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair of the Remuneration Committee will be appointed by the Corporation. If the Chair, or Vice-Chair is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) The Chair of Corporation.
 - (ii) One of the Vice-Chairs of the Corporation
 - (iii) Two other Corporation Members
 - (iv) Up to 1 External Member (if appointed)
 - (v) The Chair of Lincoln College (International) LLC Board (for business related to LCI)

In attendance:

- (vi) the Clerk to the Corporation.

The following shall be excluded from membership:

- (vii) staff and student members.

- c. Quorum. The Committee shall be quorate with 2 members. (but see SO 15)
- 5. Agendas for Meetings. The Agenda shall be agreed by the Chair of the Committee.
- 6. Delegation of Authority. The Remuneration Committee has the following delegated authority:
 - a) to review and determine the level of senior post holders' remuneration in January each year and to report the decision to the full Board of Corporation, with the exception of staff and student governors;
 - b) to review a pay award for all staff in January each year and make recommendations to the Board of Corporation (with the exception of staff and student governors), through the Finance Committee, taking into consideration the statutory accounts for the preceding year and the recommendations of the AoC national pay negotiations;
 - c) to review and determine, on an annual basis, the level of senior post holders' remuneration in respect of activities undertaken in relation to Lincoln College International (LCI) such undertaking being conducted as delegated by the Board of LCI and exercised through its Chair. All such matters to be reported back to the Board of LCI.

James Pinchbeck
Chair of Board of Corporation
Date: 29 October 2019

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE SEARCH COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. Lincoln College's adopted Instrument & Articles of Government;
 - b. Corporation Standing Orders and any caveats or restrictions applied within those orders shall apply.

Corporations are required by statute to establish a Search Committee. Corporations also have specific responsibilities for appointment of all (General) members, save for elected staff and student members. Advice of the Search Committee before appointment of such (General) members is a statutory requirement.

2. Further responsibilities, with regard to members of the Corporation include (but are not limited to):
 - a. considering the recommendations of the Nolan Committee before appointment;
 - b. compilation and maintenance of an up-to-date information pack for potential new members;
 - c. determining good practice for recruitment, interviewing and appointment;

The Corporation have authorised the Search Committee to complete and/or advise on governance, appointments and other matters for the Corporation and any of its constituent parts. These delegated powers (Para 5) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

3. General Access to Meetings. The nature of business conducted by the Committee is sensitive and confidential. Written applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

4. Meetings

- a. Frequency. The Committee shall meet as required but normally not less than once every academic year unless the Chair in consultation with the Clerk agrees that there is insufficient business.
- b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his or her absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

5. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Search Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:

- i) The Chair of Corporation
- ii) The CEO
- iii) At least 2 Corporation Members *nominated by the Corporation and confirmed every year at the first meeting of the academic year. Members are eligible for re-election.*
- iv) Up to 1 External Member (if appointed)

In attendance:

- (iii) The Clerk to the Corporation.

c. Quorum. The Committee shall be quorate with 3 members. (but see Corporation SO 15)

- 6. Agendas for Meetings. The Agenda shall be agreed between the Chair of the Committee and the Clerk.
- 7. Delegation of Authority. The Corporation, has delegated the Search Committee to (Recommendations of the Nolan Committee, see Standing Orders Para 2 are to be strictly applied):
 - a. advise the Corporation on the appointment of Members of the Corporation.
 - b. review and evaluate an up-to-date rolling assessment of skills portfolio within the Corporation (skills matrix).
 - c. determination of appropriate role descriptions and person specifications .
 - d. develop recruitment strategies for identification and encouragement of potential new members.
 - e. matching of potential members to vacancies and making appointments.
 - f. maintain a policy for identification of successors for future appointments and vacancies
 - g. plan and evaluate training needs of Governors.
 - h. advise on length of terms of membership.
 - i. Make recommendations on succession planning for Chair of Corporation and Vice-Chair of Corporation, and advise on succession planning for Committee Chairs.

James Pinchbeck
Chair of Board of Corporation
Date: 29 October 2019

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE FINANCE COMMITTEE

1. Introduction. The authority for these TORs is contained in the Corporation Standing Orders and any caveats or restrictions applied within those orders shall apply. Corporations have specific responsibilities for financial matters - these include, but are not limited to:
 - a. the solvency of the College;
 - b. approval of the two year financial plan;
 - c. securing value for money;
 - d. ensuring financial impacts are considered in decision-making;
 - e. safeguarding College's assets;
 - f. ensuring adequate and appropriate financial management controls are in place.

The Corporation have authorised the Finance Committee to complete and/or advise on certain financial and other matters; these are detailed at para 5. Delegated powers do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. Proceedings of Meetings
 - a. Frequency. The Finance Committee shall meet at least once each term.
 - b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his absence, by the Vice or acting Chair, shall call extraordinary meetings of the Group. At such meetings the Agenda shall normally be limited to consideration of a single or related items.
3. Chair, Membership and Quorum
 - a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Finance Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
 - b. Membership. The Committee shall comprise:
 - (i) at least 3 Corporation members nominated by the Corporation and confirmed every year at the first meeting of the academic year; members are eligible for re-election. One member should have relevant accounting expertise.
 - (ii) the CEO ex officio;
 - (ii) the Chair of the Corporation ex officio.
In attendance:
 - (iii) The Group Director of Finance and Commercial;
 - (iv) Group Financial Controller;
 - (v) the Clerk to the Corporation.

The following shall be excluded from membership:

- (vi) student members under the age of 18;

- (vii) members of the Audit Committee.
- c. Quorum. The Committee shall be quorate with 3 members.
- 4. Agendas for Meetings. The Agenda shall be agreed between the Chair, the Group Director of Finance and Commercial and the Clerk.
- 5. Delegation of Authority. The Corporation has delegated the Finance Committee:
 - a. to review detailed information relating to the budget, annual statements and monthly/regular financial performance;
 - b. to provide comprehensive independent financial advice to the Corporation;
 - c. advising on approval of the two year financial plan with specific consideration to ensuring the plan enables and drives the strategy as approved by the Board of Corporation;
 - d. to review the regulations governing management of finances and capital assets;
 - e. ensure effective compliance reporting is in place in respect of any loan covenants or other requirements relating to banking facilities;
 - f. to take on any specific tasks as the Corporation may determine from time to time; and
 - g. to take action in line with normal policy when the urgency of the situation, in the opinion of the Committee, prompts immediate action; this includes Chair's emergency action.

James Pinchbeck
Chair of Board of Corporation
Date: 29 October 2019

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE FOR THE PERFORMANCE AND QUALITY COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. Lincoln College's adopted Instrument and Articles of Government;
 - b. Corporation Standing Orders.

The Corporation have authorised the Performance and Quality Committee to complete and/or advise on general standards and other matters. These delegated powers (Para 5) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. Meetings

- a. Frequency. The Committee shall meet as required but normally not less than once a term unless the Chair in consultation with the Clerk agrees that there is insufficient business; the Clerk will record such action.
- b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his or her absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

3. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Performance and Quality Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) at least 4 corporation members (not including staff and students), nominated by the Corporation and confirmed every year at the first meeting of the academic year; members are eligible for re-election. One member should have relevant education, training and quality assurance expertise.
 - (ii) 1 Academic Staff member
 - (iii) 1 Student Representative
 - (iv) Up to 1 External Member, if expertise required (optional)

In attendance:

- (v) the Managing Director (Education and Training Delivery) – ex-officio
 - (vi) the Director of Planning and Performance (ex-officio)
 - (vi) the Clerk to the Corporation.
- c. Quorum. The Committee shall be quorate with 3 members. (but see Corporation SO 15)

4. Agendas for Meetings. The Agenda shall be agreed between the Managing Director (Education and Training Delivery), the Chair of the Committee and the Clerk.

5. Delegation of Authority. The Corporation has delegated the Performance and Quality Committee to:
- a. monitor standards of educational provision;
 - b. consider appropriateness of the quality assurance systems;
 - c. receive and monitor reports and action plans regarding:
 - (i) student achievement;
 - (ii) retention and achievement targets;
 - (iii) student destinations.
 - d. approve the draft self-assessment report and recommend the adoption of the final self-assessment to the Board of Corporation
 - e. monitor the effectiveness of the Improvement Plan
 - f. monitor statistics for publication on student educational achievements

James Pinchbeck
Chair of Board of Corporation
Date: 17 March 2020

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE FOR THE APPRAISAL COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. The Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007;
 - b. Corporation Standing Orders.

The Corporation have authorised the Appraisal Committee to complete and/or advise the Remuneration Committee on qualification for SPH salary and other matters; these are detailed at para 6. Delegated powers do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. General Access to Meetings. The nature of business conducted by the Committee is sensitive and confidential. Written applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

3. Meetings

- a. Frequency. The Committee shall meet as required but not less than once a year unless the Chair in consultation with the Clerk agrees that there is insufficient business; the Clerk will record such action.
- b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

4. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Appraisal Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) The Chair of Corporation.
 - (ii) One of the Vice-Chairs of the Corporation
 - (iii) Two other Corporation Members
 - (iv) Up to 1 External Member (if appointed)
 - (v) The Chair of Lincoln College (International) LLC Board (for business related to LCI)

In attendance:

- (vi) the Clerk to the Corporation.

The following shall be excluded from membership:

- (vii) staff and student members;
- (vii) any members with declared interests in the College.

- c. Quorum. The Committee shall be quorate with 2 members. (but see SO 15)
5. Agendas for Meetings. The Agenda shall be agreed between the Chair of the Committee and the Clerk.
6. Delegation of Authority. The Corporation has delegated the Appraisal Committee to comment on performance of SPH to assist the Remuneration Committee in their deliberations.

James Pinchbeck
Chair of Board of Corporation
Date: 29 October 2019

LINCOLN COLLEGE CORPORATION

TERMS OF REFERENCE FOR THE HIGHER EDUCATION COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. Lincoln College's adopted Instrument and Articles of Government;
 - b. Corporation Standing Orders.

The Corporation have authorised the Higher Education Committee to complete and/or advise on general standards and other matters. These delegated powers (Para 5) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. Meetings
 - a. Frequency. The Committee shall meet as required but normally not less than once a term unless the Chair in consultation with the Clerk agrees that there is insufficient business; the Clerk will record such action.
 - b. Extraordinary Meetings. The Clerk when instructed only by the Chair, or in his or her absence, by the Vice or acting Chair, shall call extraordinary meetings of the Committee. At such meetings the Agenda shall normally be limited to consideration of a single or related items. Standing items shall not be included in the Agenda.

3. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Higher Education Committee shall be elected by the Committee at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) at least 4 corporation members (not including staff and students), nominated by the Corporation and confirmed every year at the first meeting of the academic year; members are eligible for re-election. One member should have relevant education, training and quality assurance expertise.
 - (ii) 1 Academic Staff member
 - (iii) 1 Student Representative
 - (iv) Up to 1 External Member, if expertise required (optional)

In attendance:

- (v) the Managing Director (Education and Training Delivery) – ex-officio
 - (vi) the Associate Director of HE – ex-officio
 - (vii) the Director of Education and Training – SACHE – ex-officio
 - (viii) the Clerk to the Corporation.
- c. Quorum. The Committee shall be quorate with 3 members. (but see Corporation SO 15)

4. Agendas for Meetings. The Agenda shall be agreed between the Managing Director (Education and Training Delivery), the Associate Director of HE, the Chair of the Committee and the Clerk.

5. Delegation of Authority. The Corporation has delegated the Higher Education Committee to:
- a. monitor standards of educational provision;
 - b. consider appropriateness of the quality assurance systems;
 - c. receive and monitor reports and action plans regarding:
 - (i) student achievement;
 - (ii) retention and achievement targets;
 - (iii) student destinations.
 - d. approve the Higher Education Annual Monitoring Report (HEAMR) and report to the Board of Corporation
 - e. monitor the effectiveness of the Improvement Plan
 - f. monitor statistics for publication on student educational achievements

James Pinchbeck
Chair of Board of Corporation
Date: 17 March 2020