



Corporation of Southampton City College

Information for: Prospective Corporation Board Members (Governors)

1. Background: Key Corporation Responsibilities

Further education colleges are exempt charitable incorporated bodies which are each controlled by an independent corporation (also referred to as a governing body or board of governors).

A corporation is a collective, strategic decision-making body which is responsible for:

- determining the educational character and mission of the college
- publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities
- overseeing college activities
- approving the College's Quality Strategy.
- ensuring the effective and efficient use of college's resources, the solvency of the college and the safeguarding of its assets
- the appointment, pay and conditions of The Principal, other Senior Post Holders and the Clerk
- setting a framework for the pay and conditions of all other staff

Public information on the Corporation is available on the Governance section of the College website (www.southampton-city.ac.uk).

2. Conduct

Corporation Members are required to abide by the *Code of Conduct* for Corporation Members, which sets out the standards of conduct expected and helps Members to understand their duties and their relationship with the Principal, the other senior post holders and the Clerk. The Code includes the seven principles of public life which require that Members act with:

Selflessness - taking decisions solely in terms of the public interest.

Integrity - acting without obligation or influence to outside individuals/organisations.

Objectivity - taking decisions on merit.

Accountability - being accountable for decisions and subsequent public scrutiny.

Openness - being as open as possible and giving reasons for decisions.

Honesty - declaring private interests and avoiding conflicts of interest.

Leadership - promoting and supporting principles by leadership and example.

The Corporation has collective responsibility. No individual Governor has the authority to speak or act on the Corporation's behalf unless specifically delegated to do so.

Governors are unpaid volunteers recruited from the local community. They are not paid for the performance of their duties. Valid, agreed expenses may be claimed for travelling and subsistence associated with attendance at meetings, training events and conferences.

3. Board Member Role Description

1.	Act in the best interests of the Corporation (and not be bound to speak or vote by mandates given by any other body or person).
2.	Comply with legal requirements and agreed guidance (including the Code of Conduct).
3.	Work co-operatively and positively with other Members to ensure that key Corporation responsibilities (see above) can be fulfilled.
4.	Participate in the work of the Corporation by reading papers, attending meetings* and contributing to collective decision-making.
5.	Act fairly and reasonably in decision-making.
6.	Support Corporation decisions once they have been reached.
7.	Actively seek to develop and maintain expertise by participating in appropriate self-assessment, training and development events.
8.	Demonstrate a commitment to contribute to the life and well-being of the College and to the success of the College's Students.
9.	Understand the different role of Governors and Managers.
10.	Be willing to be appointed to at least one Corporation Committee.

4. Board Member Person Specification

1.	Strategic awareness
2.	Analytical and problem solving abilities
3.	Ability to listen positively and appraise critically
4.	Succinct and clear verbal communication skills
5.	Time, commitment and energy
6.	Dedication to acting openly, honestly and with integrity
7.	Knowledge of, enthusiasm for, and commitment to the sector
8.	Leadership potential without dominance

Note on specific skills and experience

These will be identified by the Search and Governance Committee as a result of reviewing the existing membership to identify any gaps in skills but will not necessarily promote or detract from the appointment of otherwise highly suitable potential Members.

Time Commitment

- Corporation and Committee Meetings are usually held on a Monday evening from 5pm (usually lasting between 1.5 - 3 hours).
- The Board is transitioning to new governance arrangements – it is anticipated that the Board will meet 4 or 5 times a year.
- Committees meet 3-4 times a year.
- 2 strategy events for all Board Members for around 4 hours are held each year – typically held on a Saturday
- Governors are encouraged to attend major college events, such as the Annual Awards ceremony in November and to visit the college staff and students to develop their knowledge of the organisation and of Further Education

5. Eligibility Requirements, Safeguarding and Interests

Governors are charitable trustees. All Members are required to undergo a Disclosure and Barring Service check and comply with the latest Safeguarding processes. The Corporation operates a Register of Interests which is open to public inspection. Members must immediately inform the Clerk if they are disqualified from Membership or if their interests alter.

Eligibility under the Instrument of Government

- No one under the age of 18 years may be a member, except as a student member
- The Clerk may not be a member
- A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal. (This does not apply to a student who is employed by the Board in connection with the student's role as an officer of a students' union.)
- No one who is ineligible to serve as a charity trustee for any reason other than age shall be a member

Automatic Disqualification Reasons

A Governor will be automatically disqualified from acting as a trustee if:

1. The individual has an unspent conviction for any of the following
 - a) an offence involving deception or dishonesty
 - b) a terrorism offence a. to which Part 4 of the Counter-Terrorism Act 2008 applies b. under sections 13 or 19 of the Terrorism Act 2000
 - c) a money laundering offence within the meaning of section 415 of the Proceeds of Crime Act 2002
 - d) a bribery offence under sections 1, 2, 6 or 7 of the Bribery Act 2010
 - e) an offence of contravening a Commission Order or Direction under section 77 of the Charities Act 2011
 - f) an offence of misconduct in public office, perjury or perverting the course of justice yes/no g) In relation to the above offences, an offence of: attempt, conspiracy, or incitement to commit the offence; aiding, or abetting, counselling or procuring the commission of the offence; or, under Part 2 of the Serious Crime Act 2007(encouraging or assisting)in relation to the offence

2. The individual is on the sex offenders register (ie. subject to notification requirements of Part 2 of the Sexual Offences Act 2003)
3. The individual has an unspent sanction for contempt of court for making, or causing to be made, a false statement or for making , or causing to be made, a false statement in a document verified by a statement of truth
4. The individual has been found guilty of disobedience to an order or direction of the Commission under section 336(1) of the Charities Act 2011.
5. The individual is a designated person for the purposes of Part 1 of the Terrorist Asset-Freezing etc. Act 2010, or the Al Qaida (Asset Freezing) Regulations 2011.
6. The individual has previously been removed as an officer, agent or employee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
7. The individual has previously been removed as a trustee of a charity by the Charity Commission, the Scottish charity regulator, or the High Court due to misconduct or mismanagement
8. The individual has been removed from management or control of anybody under section s34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (or earlier legislation)
9. The individual is disqualified from being a company director, or have given a disqualification undertaking, and leave has not been granted (as described in section 180 of the Charities Act) for you to act as director of the charity
10. The individual is currently declared bankrupt (or subject to bankruptcy restrictions or an interim order)
11. The individual has an individual voluntary arrangement (IVA) to pay off debts with creditors
12. The individual is subject to a moratorium period under a debt relief order, or a debt relief restrictions order, or an interim order
13. The individual is subject to an order made under s.429(2) of the Insolvency Act 1986. (Failure to pay under a County Court Administration Order.)

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If you have any queries about the information in this document, please contact the Clerk to the Corporation: clerk@southampton-city.ac.uk