UNITED COLLEGES GROUP

POLICIES AND PROCEDURES FOR THE CONDUCT OF CORPORATION BUSINESS

STATEMENT OF GOVERNANCE

1. The manner in which the United Colleges Group is governed is a matter of great importance, affecting the quality of services it provides, public confidence in its activities, its financial security and the legality of its business.

2. The Corporation will conduct its business in accordance with English and relevant European law, within its Instrument and Articles of Government; and the funding agreements with the relevant funding bodies. The requirements of the Instrument and Articles and funding agreements will always take precedence over the Corporation's policies and practices on those issues which itself has the power to determine.

3. Following the reclassification of colleges into the central government sector in November 2022, college corporations are also now subject to the financial management framework set out in Managing Public Money. Some requirements were already included in the funding agreement, but new requirements on financial transactions, senior pay controls and borrowing now apply to colleges and are included in relevant policies and committee terms of reference as appropriate.

4. The Corporation will also observe relevant regulation and Codes of Practice issued by the funding bodies and those that it chooses to adopt including the AOC Code of Good Governance and the AoC Senior Post Holder Remuneration Code. It will act within the Standards in Public Life published by the Nolan Committee (see annex A).

5. Corporation Members understand the different, but complementary responsibilities of the Corporation and the Executive. It is the Corporation's responsibility to decide the overall strategic direction and to monitor the performance of the CEO and other Senior Post Holders. It is the CEO's role to implement the strategy, Corporation's decisions and to manage the Group's affairs within the budgets and policy framework set by the Corporation.

6. A schedule for delegated authority is at annex B which concludes that:

    - The Corporation has a duty to ensure that the Executive performs effectively
    - The Executive needs to ensure that the Corporation is informed and appraised of issues on which Corporation decision and direction is required
    - The Corporation needs to be able to assess its own performance and those of individual members
    - Strategic planning is a responsibility to be shared between the Corporation and the Executive.

PUBLIC VALUE STATEMENT

7. In accordance with the Charity Commission's guidance being accountable to learners, to the wider community it serves, and to wider stakeholders, the United Colleges Group's Public Values Statement sets out how it fulfils this public benefit responsibility.

    The United Colleges Group's purpose is to ensure inclusive and equitable quality education and promote lifelong learning opportunities for all. The Group's values are:

    - Inclusion and belonging

- Mutual trust and respect
- Putting our students first
- Always improving
- Compassion and empathy.

In delivering its mission, the Group provides the following identifiable public benefits through the advancement of education:

- Delivery of outstanding teaching, learning and assessment.
- Provision of a broad and enriching programme of learning opportunities focused on helping students acquire essential work experience and employability skills.
- Embracing of the diversity and achievement of every individual to ensure that they are valued and respected.
- Responding to the needs of our local communities to bridge the gap to employment for post- 16 learners, adults and NEETs (Not in Education, Employment or Training).
- Promotion and active support of volunteering in the local community.

8. The public can access the public value added by the Group through:

- Public records of the Corporation and Committee meetings
- The Group's Strategic Plan
- Published Annual Reports and Financial Statements
- Ofsted and other Inspection Reports
- The Group's achievement and examination outcomes

STANDING ORDERS

Purpose of the Standing Orders

9. The purpose of the Standing Orders is to set out the policy on how the requirements of the Instrument and Articles will be carried out by the Corporation. It provides a further level of detail on the operations of the Corporation in how it conducts its business, in the areas where it has its own power to determine.

Composition of the Corporation

10. The Corporation can determine its membership and will have regard to the provisions in the Instrument of Government, the recommendations of the Governance, Search and Remuneration Committee and custom and practice. The Corporation currently comprises of 13 independent members, 2 staff members, 2 student members and the CEO.

11. The Corporation endeavours to ensure that there is an appropriate balance of skills, experience, gender, ethnicity and disability amongst its members. Members are drawn from a range of backgrounds and aims to include relevant proportions of people with protected characteristics.

Appointment of members

12. The Corporation has a Governance, Search and Remuneration Committee which is responsible for monitoring membership and for recommending new members to the Corporation following its consideration of nominations and applications received. The Director of Governance will maintain a register of the terms of office for each member, and an overview of skills to inform and advise the Governance, Search and Remuneration Committee. Members will be appointed on merit according to the Corporation's skills requirements.

13. A member's term of office is four years. Members are eligible to stand for a further term of four years. Towards the end of the first term of office, members should indicate to the Director of Governance their intentions to stand for a second term. The Governance, Search and Remuneration Committee will consider the re-appointment based on the member's performance and attendance record and recommend the re-appointment of a second term to the Corporation. The maximum length of service for any member is two consecutive terms totalling 8 years unless an extension is granted for a specific purpose which has been approved by the Corporation.

14. New members are asked to provide a CV and statement in application and will be invited to an interview. These are considered by the Governance, Search and Remuneration Committee and recommendations made to the Corporation on appointments and the Committee on which they will serve.

15. Staff members are appointed by application and interview. Student members are elected by the relevant student body.

16. New members will be expected to attend various induction meetings and training events. All members are expected to take part in training and development opportunities. See separate Training and Development Policy.

Process for the election of Chair and Vice Chair

17. The term of office for the Chair and Vice Chair(s) is two years. On expiration of this term they are eligible for reappointment. The appointment terms where possible will be staggered for continuity. The Director of Governance will coordinate the election process (see annex D). The CEO, staff and student members and co-opted members are not eligible to stand as Chair or Vice Chair or to act as Chair or Vice Chair in their absence.

Co-opted members

18. The Corporation may appoint co-opted members to serve on any committee. The procedure for the appointment and reappointment of co-opted members is the same as that of independent members.

19. Co-opted members to a committee may participate in discussions and the decision-making process and are entitled to voting rights on the committee(s) to which they are appointed. Co-opted members are welcome to attend meetings of the Corporation, however, they will not be entitled to participate in decision making nor be entitled to a vote and may at times be requested to withdraw.

Director of Governance

20. The Corporation shall appoint a Director of Governance. The Director of Governance shall be directly responsible to the Corporation. He or she will hold the Group seal, the register of interests and the Corporation records. The policy on the independence of the Director of Governance is at annex F. The policy on the Director of Governance's powers where members act beyond their powers is at Annex G.

Member attendance

21. The Director of Governance will record attendance for each Corporation and committee meeting, and report any poor attendance to the Governance, Search and Remuneration Committee. If any member has been absent from Corporation meetings for a period of six months, the Governance, Search and Remuneration Committee shall decide whether or not the member shall continue as a member of the Corporation.

Members with Special Responsibilities

22. The Corporation shall appoint designated members with special responsibility for SEND, safeguarding and equity, diversity and inclusion. Their responsibilities will be to ensure that the Group has policies and procedures consistent with the statutory requirements and best practice, and to report on compliance of these to the Corporation.

23. Designated members will be invited to attend relevant committee and executive meetings or working groups and will receive all the papers for such meetings.

24. Designated members will receive appropriate training and support for their roles which will be arranged by the Director of Governance.

Eligibility criteria

25. Clause 8 of the Instrument of Government sets out the eligibility criteria for all Corporation members. All members on appointment will be asked to sign a declaration of eligibility. It is the duty of each member to advise the Director of Governance at the earliest opportunity of any changes in circumstances which may have a bearing on this declaration. If the member no longer fulfils the eligibility criteria, they should resign from office.

26. All member appointments (other than student governors) are subject to a satisfactory DBS disclosure, and for this to be renewed at three yearly intervals in line with college safeguarding policies.

Committee Terms of Reference

27. Committees of the Corporation will have terms of reference which specify their duties and delegated responsibilities. Terms of reference will be reviewed bi-annually, and any changes will be approved by the Corporation.

Rules for the conduct of meetings

28. A schedule of meetings for the forthcoming year is prepared by the Director of Governance and approved by the Corporation. Once the schedule is approved, the dates are only altered in exceptional circumstances by agreement with the Chair. Any additional meetings of committees can be arranged as the need arises in agreement with the Director of Governance. A minimum of seven days' notice will normally be given. Exception may be considered if to delay a decision would be at a disadvantage to the Group and the issue in question could not be reasonably taken under Chair's Action.

29. The agenda and papers for meetings will normally be made available seven days prior to the meeting date. Papers and meeting information will be sent electronically. Hard copies of the papers will be available at face-to-face meetings on request only. The Corporation recognises that circumstances may not always allow papers being sent seven days in advance and that this will only be tolerated in exceptional circumstances. The late distribution of papers or the tabling of papers impairs the proper conduct of the Corporation's business and disrupts the flow of meetings. It should be avoided as far as possible.

30. The duration of meetings should not exceed 2.5 hours. If the meeting reaches 2.5 hours a short extension should be agreed with the members, or the option of deferring business to the next scheduled meeting should be considered, or to pursue the outstanding business by correspondence outside the meeting.

31. Agendas for all meetings of the Corporation and its committees are prepared by the Director of Governance in consultation with the CEO/ SLT member and the relevant chair. The Corporation can only consider agenda items within its powers. The agenda will indicate if the items are for approval, discussion or for information and who will lead the item.

32. Members may request an agenda item be included. Items should be submitted to the Director of Governance at least 10 working days before the date of the meeting. The Director of Governance will inform the relevant member of the Executive and the relevant chair of the items proposed before the agenda is finalised. The relevant Chair will make the final decision on the inclusion of items on the agenda.

33. The Director of Governance at the beginning of each meeting will state which members have submitted apologies for absence and advise on whether the meeting is quorate.

34. Quorum for the Corporation is determined in the Instrument of Government as 40% of appointed members. In the case of committees this shall be 50% of the current membership.

35. Draft minutes of meetings will be produced by the Director of Governance. Draft minutes are confidential to those members and officers present until they have been reviewed by the Chair/ committee chair. Any dispute regarding the accuracy of the minutes will be settled by resolution at the next meeting under the relevant agenda item.

36. If the Director of Governance needs to withdraw from part of a meeting the Corporation shall appoint a person from amongst themselves to act as minute taker during this absence.

37. Confidential minutes will be taken of those parts of the meeting which are not to be disclosed under relevant Freedom of Information exemptions.

38. Meetings can take place through video and telephone conferencing facilities. The same provisions for conduct of meetings apply. UCG's Zoom/Teams Protocol for meetings by video conferencing facilities is at Annex I. Also see voting below.

Conduct of debate

39. The Chair will introduce each item and will either lead the discussion or invite a member or official to lead the item. The Chair shall refer to any supporting papers and shall propose resolutions or actions as appropriate. Questions and comments will be directed through the Chair to create an open forum for discussion. The Chair and members may seek advice from the Director of Governance at any time it is needed; the Director of Governance shall offer guidance to the Chair whenever they consider it necessary.

Items of Any Other Business

40. Agendas for meetings will routinely include Any Other Business. Members intending to raise matters under Any Other Business should notify the Chair or Director of Governance at least two working days ahead of the meeting. The Chair at the start of the meeting will inform members of any such items which are to be considered.

41. During a meeting, a corporation member can request an item of "Any Other Business" be discussed without the executive or relevant members of the executive being present to manage a conflict of interest. Any request should initially be made to the Director of Governance through a private message if online or by passing a note, stating the potential Conflict of interest. The Director of Governance will then advise the Chair of the Committee or Corporation on the appropriateness of the request. The decision whether to grant the request will be at the discretion of the Chair of the committee or the Corporation. The chair may take into account the length of the meeting in making the decision. The Corporation is supportive of a culture of openness and therefore these provisions should only be used by exception in managing conflicts.

42. The joint Audit and Finance & Resources Committee, where it is considered best practice to have a separate session with the auditors without the executive present, will continue. This will be formally included on the agenda for this meeting only.

Special Meetings

43. A Special Meeting of the Corporation or its committees shall be held if requested by at least five members of the Corporation or by the Chair. The request shall specify the nature of the business. The Director of Governance will make arrangements for the meeting for which the Chair may decide that the required length of notice is reduced. Normal rules concerning quorum, chairing and the taking of minutes shall apply.

Access to meetings

44. Access to meetings to anyone other than members of the Corporation or committee shall be at the discretion of the relevant chair. A written request should be made at least 7 days before the date of the meeting. At the start of the meeting the chair shall ask the members present for their views and if they are in agreement the person concerned shall be invited to join the meeting. The request may be done by email in advance of the meeting. The visitor will then be able to observe proceedings for the item or meeting requested. They must not take part in any aspect of the discussion unless invited to do so by the Chair. The visitor is expected to maintain confidentiality.

Voting

45. A resolution of the Corporation is decided by a majority vote of the members present. If in the event it is evident that those members present are clearly unanimous then a vote will not be necessary. Where there is an equal division of votes the Chair shall have a second casting vote. A member may vote if joining the meeting by telephone or video conferencing. Voting will be by a show of hands or in the case of a member joining by telephone will be cast by oral statement to the Chair. A member may not vote by proxy. The Director of Governance shall record the outcome of the vote in the minutes. A dissenting member shall have the right to have their disagreement recorded in the minutes.

46. A secret ballot may take place if the majority of members present who are entitled to vote consider it necessary. It is acceptable for this to be conducted by text messaging to the Director of Governance or if by Zoom/Teams a secret ballot may be conducted through the chat facility addressed to the Director of Governance.

47. No resolution made by the Corporation or a committee may be rescinded or varied subsequently, or at a subsequent meeting unless it is considered as a specific item of business on the agenda for that meeting. Any change to a resolution requires the Corporation or relevant committee's agreement.

Chair's Action

48. The Chair, or in the absence of the Chair the Vice Chair, has the authority, in consultation with the Director of Governance to act on behalf of the Corporation in dealing with routine matters in pursuance of policies and decisions already agreed by the Corporation or relevant committee.

49. The Chair, or in the absence of the Chair the Vice Chair, may also in exceptional circumstances take action in relation to more significant matters which are judged too urgent to await a meeting of members, or for members to be able to respond to a written resolution and where to delay a decision would significantly disadvantage the Group. In all such cases, the action will be recorded

by the Director of Governance and reported to the Corporation at the earliest opportunity and recorded in the minutes of the next meeting of the Corporation or committee.

50. If there are more than one Vice Chair, the one who has served the longest as a Vice Chair shall have authority under paragraphs above.

51. Should the decision involve finance, the Chair would be expected the consult the Chair of the Finance and Resources Committee, and the Chief Finance Officer ahead of taking the decision.

Written Resolutions

52. A written resolution can be used in the circumstances that a Corporation decision is needed, but it would be impractical to arrange a Special Meeting, and there is sufficient time for members to consider and vote on the resolution without it disadvantaging the Group.

53. The Director of Governance will prepare the written resolution and include within it relevant evidence and additional information sufficient for members to make an informed decision. Members will normally be given five working days to respond. The resolution will be agreed by a majority vote of those eligible to vote had it been proposed at a meeting.

54. A report of the written resolution will be provided at the next Corporation meeting for information. The voting will be reported anonymously.

Collective Accountability

55. Corporation members have collective accountability. No member has the authority to speak or act on the Corporation's behalf unless specifically authorised to do so. Members must be free at all times to speak and act in what they believe to be the best interests of the Group. They cannot be mandated by other influences and pursue their own agenda, or express views not held by them personally.

Conflicts of Interests

56. In accordance with clause 11 of the Instrument of Government all members of the Corporation, together with holders of senior posts shall be required to sign a declaration of interests. See Conflicts of Interests Policy for further information. Members also need to declare the receipt of hospitality or gifts arising from their Corporation membership.

57. Staff governors, the Director of Governance and SPHs should withdraw from any part of a meeting which would be discussing their personal remuneration, conditions of service, promotion, conduct, dismissal or retirement.

58. Staff governors may be part of discussions regarding pay or conditions of service of all members of staff, or all members of staff in a particular class, but will not have a vote on these matters.

59. At the discretion of members present, staff governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves or their successor.

60. A student governor shall withdraw from any discussion of their own conduct, suspension or dismissal and may be required to withdraw from discussions concerning the appointment,

remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff.

61. At the discretion of members present, the student governors and co-opted members may be asked to withdraw from any discussion which may be of a sensitive or commercial nature.

Senior Post Holders

62. Advice on the recruitment, probation, capability, disciplinary and grievance procedures of senior post holders is available in separate policies available from the Director of Governance.

Access to Information

63. Information about the Corporation and its committees is available on the United Colleges Group website. This is consistent with the Group's Publication Scheme and requirements of the Freedom of Information Act 2000. The Instrument and Articles of Government are published on the United Colleges Group website and printed copies can be made available on request to the Director of Governance.

64. Approved minutes of the Corporation deemed to be non-confidential are published on the United Colleges Group website. Some information will remain confidential through exemptions for disclosure under the Freedom of Information Act. Non-confidential papers can be made available after the meeting on request.

65. Minutes which have been deemed to be confidential will be kept under review and the Corporation shall make available any such material if the reason for dealing confidentially no longer applies, or it is considered that the public interest is of greater importance.

Code of Conduct

66. All members are required to read and sign the Code of Conduct on appointment. Evidence of a breach of this code, where it may be deemed no longer in the Group's interest for the member to attend a meeting or hold office, may be removed from a meeting or relieved of their term of office. The latter would be subject to Corporation approval.

Members' remuneration

67. Attendance allowances are not available to members of the Corporation (i.e. a payment for attending meetings) unless specifically agreed by the Corporation and subsequently approved by the Charity Commission and Department for Education.

68. Reasonable out of pocket expenses such as travel, subsistence and the costs of childcare fees which are incurred as a result of attending a meeting will be offered. See Governors' expenses policy for more information.

Members' access to additional independent advice

69. A member seeking additional advice for an issue under consideration by the Corporation must do so in writing to the Director of Governance. The request will be copied by the Director of Governance to the CEO and Chair. The written request must summarise the issues and make a case for the request for independent advice. The Chair in consultation with the CEO and Director

of Governance will determine whether the request and the financial cost of seeking the advice is reasonable. The request for advice will be noted in the minutes of the next committee/ Corporation meeting.

Corporation self-assessment

70. The Corporation will monitor and evaluate its performance annually using self-assessment techniques. Records of self-assessment will be held by the Director of Governance and analysis undertaken to identify areas for improvement and actions to be taken. This will be reviewed by the Governance, Search and Remuneration Committee. Every three years an external review of governance will be undertaken in line with the Skills for Jobs White paper and subsequent guidance.

Governor liability insurance

71. The Learning and Skills Act 2000 contains a clause covering liability for FE governors as non-executive directors. As the Corporation is a corporate body created by an act of parliament with its own legal status, members in principle cannot be held individually liable for the debts of the statutory body. As long as members ensure that they exercise a duty of skill and care; act reasonably, honestly and prudently, in good faith in the interests of the Corporation individuals should not be held personally liable.

72. The Group's insurance provides cover to protect members in the event of an error or omission in good faith which may cause financial loss. The insurance does not protect against any intentional wrongdoing and in this case, if proven, the member would be personally liable.

Whistleblowing Policy

73. The Corporation wishes to promote throughout the Group the same principles of openness and integrity which form the members' Code of Conduct. The Whistleblowing policy allows employees and students to draw attention to malpractice for it to be addressed in the Group's interests.

74. The Director of Governance will prepare and keep under review the Group's Whistleblowing policy. The Director of Governance will be the lead assessor under the policy. The use of the policy will be reported in the Audit Committee's annual report.

Application of the Seal

75. The application of the seal signatories shall be consistent with that of clause 20 of the Instrument of Government. The Director of Governance will be the keeper of the seal and shall keep a record of its application and report this to the Corporation for information.

Amendments to the Standing Orders

76. The Director of Governance will keep this document under review and will suggest amendments and improvements to the Corporation. Members are also able to suggest improvements to the Director of Governance. Any amendments will require the approval of the Corporation unless they are covered by statute and therefore will come into immediate effect.

Annexes

Annex A - Nolan Principles
Annex B - Delegated authorities
Annex C - Chair and Chair of Committee role descriptions
Annex D - Election process for Chair/ VC
Annex E - Policy for the appointment of Members
Annex F - Policy on the independence of the Director of Governance.
Annex G - Policy for the Director of Governance where Members act beyond their powers
Annex H - Policy for Complaints against the Corporation / Director of Governance
Annex I - UCG Zoom/Teams Video Conferencing Protocol

ToR of each committee

ANNEX A

NOLAN PRINCIPLES OF PUBLIC LIFE

Selflessness	Holders of public office should take decisions solely in terms of public interest and not in the interests of themselves, their family or friends.
Integrity	Holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties
Objectivity	All decisions involving awarding of contracts, benefits or rewards should be made on merit.
Accountability	Holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny.
Openness	All decisions taken should be as open as possible.
Honesty	Holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest.
Leadership	Holders of public office should promote and support these principles by leadership and example.

ANNEX B

DELEGATED AUTHORITIES

Responsible Body	**Permitted Level of Delegated Authority**
Department of Education/ HM Treasury	**The Corporation must seek permission for the following in accordance with Managing Public Money:** • **Management of surpluses** • **Asset disposal** • **Special severance payments** • **Compensation payments** • **Ex gratia payments** • **Write offs** • **Indemnities, guarantees and letters of comfort** • **Finance leases** • **Senior pay controls** • **Novel, contentious, and repercussive transactions** • **Borrowing**
Charity Commission	**The Corporation must seek approval for the remuneration of trustees (other than for reasonable out of pocket expenses).**
Full Corporation	The Corporation may not delegate the following: (Article 9) of the Instrument and Articles of Government: 1. the determination of the educational character and mission of the institution; 2. the approval of the annual estimates of income and expenditure; 3. ensuring the solvency of the institution and the Corporation and safeguarding their assets; 4. the appointment or dismissal of the CEO or holder of a Senior Post; 5. the appointment or dismissal of the Director of Governance; 6. the modification or revocation of the Corporation's Instruments and Articles of Government. 4 & 5 may be delegated to a committee of members of the Corporation. The Corporation may delegate any of its functions not listed in Article 9 and not assigned elsewhere in the Articles to the CEO, Chair, Vice Chair or a Committee (Article 4). The Corporation may not appoint an independent member as a member of the Corporation without first considering the advice of the Governance, Search and Remuneration Committee (Article 5). The Corporation must establish an Audit Committee to advise it on matters relating to the Corporation's audit arrangements and systems of internal control (Article 6).
The CEO	The CEO may take executive action on all matters except those specifically excluded by Article 9. Those matters specifically delegated to the CEO under Article 3 are as follows: 1. for making proposals to the Corporation about the educational character and mission of the institution and for implementing the decisions of the Corporation; 2. the determination of the institution's academic activities and the determination of its other activities 3. preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation 4. the organisation, direction and management of the institution and leadership of the staff

	5. the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Director of Governance, where the Director of Governance is also a member of the staff; and 6. maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
Chair	The Chair may deal with those matters delegated to him/her by the Corporation (Article 4). The Chair may not deal with any matters listed in Article 9 (see above), or those responsibilities specifically delegated to the CEO (see above).
Committees	Committees may deal with any matters delegated to them by the Corporation (Article 4). The Corporation may not delegate to Committees any matters listed in Article 9 or those matters delegated to the CEO under Article 3. The Corporation has agreed terms of reference for each Committee which set out those matters delegated to each Committee (see terms of reference)

ROLE DESCRIPTION FOR THE CHAIR OF THE CORPORATION **ANNEX C**

The Chair will provide the leadership to ensure that:

- The Corporation delivers effective governance, fulfilling the highest standards of corporate governance
- The Corporation takes collective responsibility and works closely with the Executive to achieve UCG's strategies aims and objectives
- Accountability is maintained for the effective and efficient use of resources, safeguarding students, staff, assets and estate
- the Corporation offers appropriate challenge and support to the Executive
- support, training opportunities, advice and guidance is provided to individual governors to assist their effective contributions to collective governance
- Governors are supported as powerful ambassadors for the Group in the wider community as well as to students and staff.

Responsibilities

Strategic governance:

1. To ensure that the Corporation works with the Executive to set the strategic aims of the college, define the core values and key outcomes for students.
2. To set the educational character ; ensuring that students and the skills needs of London are central to decision-making, with key performance indicators to monitor overall progress.
3. To strive for the highest levels of professional integrity and conduct that all discussions, decisions, judgements and actions are Always acting in the best interests of the college and students
4. To serve as the principal ambassador for UCG, bringing enthusiasm and energy in promoting UCG's best interests and reputation, by representing UCG at external meetings, presentations, conferences in local, regional and national settings.

   To facilitate any proposed merger or collaborative working through diplomatic and strategic negotiation between parties, following due processes, and appropriate due diligence

Operational Governance:

5. To lead the Corporation in the effective and efficient fulfilment of its duties and responsibilities, as laid down in the Instrument & Articles of Government, the College Financial Handbook and the Post 16 Audit Code of Practice.
6. To provide strong leadership for the Corporation and to chair its meetings, ensuring that business is conducted efficiently, effectively and in a timely manner ensuring that matters are debated fully, so that all Governors have opportunities to engage and contribute.
7. To ensure, in liaison with the CEO and Director of Governance, that appropriate issues are brought before the Corporation.
8. To ensure that the discussions and decisions of the Corporation are properly summarised and recorded in the minutes as well as following up actions to be taken.
9. To exercise any specific authority delegated by the Corporation and to act on the Corporation's behalf between meetings or, where necessary, in emergencies, in accordance with Standing Orders.
10. To build a team of governors with the right skills for the successful oversight of the Group
11. To develop a productive working relationship between the Chair, CEO, Director of Governance and Senior Post-holders, based on a full understanding of the role of the Corporation in the governance of the Group and the difference between governance and management.
12. To ensure that there is an active succession plan in place which fosters good governance and opportunities for individual governor development as laid out in the Code of Governance.
13. To delegate effectively, to provide opportunities for governor development and making best use of governors' knowledge and expertise.
14. To lead and to contribute to the annual self-assessment of governance.
15. To ensure that the Group's agreed procedures are punctiliously followed in any matter of staff discipline which falls to the Corporation to determine.
16. To be willing to attend any necessary and appropriate professional development, whenever practicable.
17. To act as critical friend to the CEO in matters upon which s/he wishes to confer and, where appropriate, to offer both general and specific support to the CEO where strategic, major or contentious issues are concerned.
18. To lead the process of appointing, and setting the terms and conditions for, the Chief Executive/Principal/Accounting Officer and other designated senior post holders.
19. To be responsible for the annual appraisal of the CEO and Director of Governance
20. To promote good working relations between Members and staff through regular dialogue and engagement in specific Group activities such as Student or Staff Awards events.

Person Specification

In addition to the skills and experience required by any Governor and charity Trustee, key strengths would include:

- Strategist - able to develop long term objectives and establish realistic plans for their achievement.
- Confident and effective public speaker.
- Experience and skill at chairing meetings
- Exceptional leader demonstrating effective interpersonal skills and team working ability.
- Commitment to quality improvement and evidence of successful contribution in another role.
- The ability to understand and articulate the needs of the communities that UCG serves.
- Has experience of the performance management of senior professional staff.
- a strong personal commitment to Further Education and the values, aims and objectives of the College

- a willingness to devote the necessary time and effort to their duties as Chair and member of the Corporation
- political awareness and an understanding of the economic, social and political dynamics in which the College operates
- strategic vision and good, independent judgement
- be willing and confident to challenge and engage others in debate
- Ability to understand differing perspectives and find resolution
- honesty and integrity
- skills of networking, influencing and advocacy
- an understanding of the importance of and a commitment to equality, diversity and inclusion
- respect for confidentiality
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ROLE DESCRIPTION FOR COMMITTEE CHAIRS

On the recommendation of the Governance, Search and Remuneration Committee, the Corporation shall consider the appointment of each Committee Chair for a period until the term of office of that Governor expires.

The role of the committee chair is vital to the good governance of the Group. The committee chairs provide sources of advice to the Director of Governance and the CEO and senior postholders and, as well as steering their committees, serve as a link between the committees and the Corporation. In addition, committee chairs are an important source of advice and development for all members and, particularly, for new members.

Specific duties of each committee chair are:

- In liaison with the Director of Governance and the relevant member of the Executive, to approve the draft agendas and minutes of the committee;

- In liaison with the Director of Governance, to ensure the cycle of committee business meets its terms of reference, the remit of the committee and those elements of the strategic and other plans which have been remitted to the committee;

- To ensure that the decisions and recommendations of the committee have been actioned properly;

- To present and move recommendations made by the committee for approval by the Corporation as appropriate. If the committee chair is unable to attend the appropriate meeting of the Corporation, he or she should arrange for another member of the committee to undertake this role;

- To assist with the development of the committee as a team and to contribute to the development of the committee and its members.

- To be a member of the Corporation's Governance, Search and Remuneration Committee, providing coherence, and co-ordination across the committees of the Corporation.

ANNEX D

PROCEDURES FOR THE ELECTION OF CHAIR AND VICE CHAIR

Neither the CEO nor any staff or student member or co-opted member shall be eligible to be appointed Chair or Vice-Chair – (Instrument 6)

The election shall take place at the last Corporation meeting of the academic year for a period of office to run from 1 August to 31 July, for two academic years.

Not less than 21 days before the Corporation meeting at which the election will take place, the Director of Governance shall send each eligible member a Nomination Form for the election of the Chair and Vice-Chair(s) as appropriate, with a covering email explaining the procedures to be followed. Nominations should be approved by the nominee and be- seconded. It is the responsibility of the proposer to seek the approval of the nominee and arrange a seconder. The Director of Governance can assist with this, but the returned form must be completed and signed by all parties. Electronic signatures are accepted. The CEO is not eligible to make or second a nomination.

Nominations for the posts of Chair and Vice Chair(s) may be emailed to the Director of Governance. After the closing date for nominations, the Director of Governance shall prepare and circulate to all eligible members a list of those nominated for the posts of Chair and Vice Chair as appropriate.

If no such nominations are received by the date specified for the receipt of written nominations, the Director of Governance will ask Members who are interested in standing for the position of Chair or Vice-Chair(s) to express their interest to the Director for Governance by a specified date. The Director of Governance will then notify Members of the expressions of interest received and invite them to nominate an interested party should they wish to do so by a specified date; and the names of nominated Members will be circulated by the Director of Governance in advance of the Corporation meeting at which the Chair or Vice Chair(s) are to be elected.

The election shall be by means of raised hands or by secret ballot by text or electronic means to the Director of Governance. The Director of Governance shall act as Returning Officer. All governors except the CEO and co-opted members are eligible to vote.

A majority of votes of the eligible members present is required for a candidate to be successfully appointed. If the number of candidates is such that no candidate achieves an overall majority, the candidate with the fewest votes will be required to stand down and a further ballot shall take place between the remaining candidates. This process shall be repeated until a candidate achieves an overall majority of the votes of those present. Voting by proxy is not permitted.

If there is a tied vote, a further ballot shall take place between the tied candidates.

ANNEX E

POLICY FOR THE APPOINTMENT OF CORPORATION MEMBERS

The Corporation comprises 18 members. 13 of these are independent volunteers external to the organisation. There are also two staff members, two student members and the CEO is also a member.

Appointment of Staff and Student members

The appointment of the staff and student members are done in accordance with the Instrument and Articles of Government. Staff Governors are appointed through an application and interview process, and student governors through a nomination and election process by the relevant constituent bodies. The terms of office for student governors is one year, but they are eligible to stand for a second term. Staff governors' term of office is the same as that for independent governors, which is 4 years. All staff will have undertaken pre-employment checks and have an enhanced DBS.

Appointment of Independent Members

For Independent members, various methods are used to promote and advertise vacancies. These may include the use of volunteering websites, use of the United Colleges Group website and the individual colleges' websites, contacts within the local community and from partnership working.

Once a potential candidate has expressed an interest in becoming an Independent Governor, they are requested to provide their Curriculum Vitae (CV) and a statement setting out why they would want to become a governor at the College and what attributes they would be able to bring. The Search and Governance Committee then review these documents and invite candidates as appropriate to an interview. A panel of governors interview the candidates and make a recommendation to the Corporation. Some may be appointed as co-opted governors initially.

There are a number of pre-appointment checks which are conducted. These include an enhanced DBS. Relevant checks are made to Companies House and the Charity Commission to ensure that no member is disqualified from holding office as a company director or trustee. Where relevant references are also taken up prior to appointment. As an exempt charity, all members are asked to make a declaration that they are eligible to serve as a Corporation member in line with the requirements set out by the Charity Commission and included in the Instrument and Articles of Government. This declaration is kept under review at reasonable intervals and members are made clear that they need to inform the Director of Governance immediately should there be a change to their eligibility status. Members also complete a declaration of interests on appointment.

ANNEX F

POLICY ON THE INDEPENDENCE OF THE DIRECTOR OF GOVERNANCE

The means through which the Corporation ensures that the Director of Governance is independent of the management of the Group, has sufficient expertise and support to undertake the role and is able to provide the Corporation with independent advice, including independent legal advice, are as follows:

- The Corporation has approved a clear job description for the Director of Governance in which independence is identified.
- The job description specifies that the Director of Governance is directly responsible to the Corporation.
- The Chair undertakes the Director of Governance's appraisal and, when the appraisal has taken place, this is reported to the Governance, Search and Remuneration Committee and Corporation.
- The Corporation requires of and receives from the Director of Governance advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
- The Director of Governance has direct and regular access to the Chair and Vice-Chair of the Corporation, Chairs of Committees and individual governors.
- The Director of Governance is authorised to take direct legal and professional advice for and on behalf of the Corporation.
- The Director of Governance is authorised to seek confidential advice from the Group's internal auditors subject to the reporting of this to the Chair, the Vice Chair, the CEO, the Chair of the Audit Committee and the Chair of the Finance and Resources Committee at the earliest opportunity.

The Corporation requires the Director of Governance to undertake training and development opportunities such that it may satisfy itself by way of an annual review that the training and development needs of the Director of Governance are being met.

ANNEX G

THE DIRECTOR OF GOVERNANCE'S RESPONSIBILITIES WHERE MEMBERS ACT BEYOND THEIR POWERS

It is good practice for the Corporation to specify procedures it would expect the Director of Governance to follow if they believed that the Corporation or any of its members were seeking to act beyond their powers. In such circumstances the Corporation of the United Colleges group adopts the following policy.

If the Director of Governance feels that her advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk, the Director of Governance should make every effort to resolve the matter through the avenues open to them within the Group. The Director of Governance may also take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent by the Director of Governance to the Chair and CEO (or the Acting Accountable Officer in the absence of a CEO)
- Ensure that the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
- Report the matter to the next meeting of the relevant committee or Corporation and record this in the minutes
- Consult the Group's external auditors
- Obtain legal advice on such issues without the agreement of the Executive or Corporation
- As a last resort when all the previous steps have failed to resolve the issue and following agreement with the Vice Chair or if implicated an appropriate member of the GSR Committee, seek the advice of the Office of the FE Commissioner should the concerns be sufficiently serious to cause a fundamental breakdown of governance. This step would be taken wholly in the interests of the college.

The Corporation adopts the specified procedures above and that they should not provide grounds for disciplinary action or dismissal of the Director of Governance.

ANNEX H

PROCEDURE FOR COMPLAINTS AGAINST THE CORPORATION / DIRECTOR OF GOVERNANCE

Introduction

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

   - the performance by the Corporation, a Corporation Member or the Director of Governance of the functions respectively allocated to them under the Instrument and Articles of Government;
   - the exercise by the Corporation of its powers; and/or
   - any other alleged breach or non-observance of the duties of the Corporation, individual Members or the Director of Governance under the Instrument or Articles of Government, its Code of Conduct for Corporation Members or the funding agreement.

   The Corporation can also consider a complaint that the Executive has not satisfactorily resolved in accordance with the complaints procedure.

Procedure

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

3. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and, if appropriate, provide copies of any related documentation. The complainant should also state the remedy s/he is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Member or the Director of Governance since these are decisions for the CEO and the Corporation respectively, in accordance with the Instrument and Articles of Government.

4. The Director of Governance (Chair of the Corporation) will:
   - acknowledge receipt of the complaint within seven working days;
   - refer the complaint to one or more of the following for investigation: the Group's Audit Committee, one or more Corporation Members; a person (if warranted nominated by an external sector body) who has substantial experience of FE governance; provided in each case that they have not been involved in the matters subject to the complaint.

5. Such person(s) shall:

   - consider the complaint and, if necessary in order to determine disputed issues of fact, interview the complainant and those who are the subject of the complaint. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and
   - produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event they shall produce an interim report within twenty-eight days of the complaint being referred to them.

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

7. The Director of Governance (Chair of the Corporation) shall within seven working days of the Corporation's determination of the complaint, provide a written response to the complainant and to those who are the subject of the complaint, confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response will include details of any arrangements for pursuing the matter with any relevant external body (e.g. ESFA, Department of Education) as appropriate.

Annex I

UCG Zoom/Teams Protocol – Corporation & Committee meetings

1. *Join the meeting in a quiet space*

2. *Be on time and test your speaker, microphone and webcam / video settings 5 minutes before the start time - it may help to use headphones.*

3. *You may be held in a waiting room until the host admits you. This should only take a few moments*

4. *Mute your microphone to reduce unhelpful background noise when you are not speaking. Unmute your microphone when you wish to speak and re-mute it after you have finished speaking.*

5. *Enable video and check your camera angle - To support the Chair it is important that your video is enabled. This helps the Chair to ensure all members are able to contribute and are present to the discussion. Your camera must be enabled when you are speaking.*

6. *Screen sharing - If you are intending to share your screen during the meeting, it's best to have practised how to do this before the meeting if you're not sure. Screen sharing should be limited to those delivering presentations. If you are intending to share your screen, check with the Chair or Director of Governance first.*

7. *Be professionally presented - business casual is fine, but no pyjamas.*

8. *It can be helpful to have access to your papers on a different device to avoid having to switch in and out of the Zoom window.*

9. *Raising your hand - To signal that you want to speak there is the virtual function to 'raise your hand'. This is sometimes easier for the Chair to notice than if you actually raise your hand – but both are fine. Please ensure your camera is on when you are speaking. Once you have been given the chance to speak you can switch your raised hand function off.*

10. *Use of Chat – The chat facility would only be used in the event of a microphone or connectivity malfunction. In these instances so that all proceedings of meetings are in line with the Standing Orders, all comments made on the Zoom Chat facility should be directed through the Chair or Director of Governance so that these can be fed into discussion and appropriately recorded.*

11. *Recording Meetings – In the unlikely event that the meeting is going to be recorded all the participants will be informed and understand why it is being recorded. For Corporation or Committee meetings it would only be recorded by exception. The lawful basis is that you do need to be informed of the recording but do not need to give your permission.*

12. *Ending the meeting - Ensure you have left the meeting by clicking on the red text box 'Leave Meeting'.*

13. *The Code of Conduct for Corporation members applies fully in regard to video conferencing meetings and in the unlikely event of breaches of the code members may be asked to leave the meeting. Only in extreme circumstances would it be deemed necessary for a member to be removed or muted from proceedings by the Chair or Director of Governance.*

COMMITTEE TERMS OF REFERENCE

1. GOVERNANCE, SEARCH AND REMUNERATION COMMITTEE

STRATEGIC THEME/ UNDERPINNING CODES/ REGULATIONS

- Higher and Further Education Act 1992
- Skills and Post 16 Education Act 2022
- Instrument and Articles of Government
- Charities Act 2011
- AoC Governance Code
- AoC Remuneration Code
- Managing Public Money – Senior pay controls

MEMBERSHIP

1. The Committee shall comprise the chairs of the committees, and the Chair to the Corporation.
2. The Chair shall be nominated from the members and approved by the Corporation
3. The Chair of this Committee shall not be the Chair of the Corporation.
4. The CEO shall not be a member of this Committee but shall be in attendance as required by the Committee
5. Staff and student governors shall not be members of this Committee
6. Membership may include other members of the Corporation with specific skills and experience to support the effectiveness of the Committee
7. In the absence of the Chair the meeting will be chaired by the identified deputy chair
8. The Director of Governance will act as clerk to the Committee

FREQUENCY OF MEETINGS AND QUORUM

9. This committee acts as a forum for all committee chairs to share and cascade governance information and best practice. It is a mechanism for communication and coherence across the committees of the Corporation.
10. The Committee shall meet at least three times a year.
11. Quorum for meetings of the Committee shall be at least three members.

TERMS OF REFERENCE

Governance Responsibilities

1. To keep under review the functioning of the Corporation including the performance, contribution and attendance of members.
2. To keep under review the role of committees and their terms of reference.
3. To consider any amendments to the Instrument and Articles of Government as required and recommend these to the Corporation for approval
4. To bi-annually review and update the Standing Orders.
5. To review for recommendation to the Corporation governance policies including Conflicts of Interests Policy, Governor Expenses Policy, Training Policy and Code of Conduct for Corporation members
6. To oversee the annual governance self-assessment process and the External Governance Review (completed every three years) and agree and monitor the governance improvement plan
7. To review the governance risk register and governance KPIs

Search responsibilities

8. To consider the composition and balance of the Corporation and its committees with due regard to equity, diversity and inclusion.
9. To undertake regular skills audits to ensure the appropriate range of skills and experience on the Corporation and its committees, and use this to inform the appointment of new members.
10. When appropriate, to initiate searches for potential candidates including through consultation with local agencies and employers.
11. To consider nominations for member vacancies and shortlist for interview
12. To interview candidates for vacancies on the Corporation and co-opted membership. The Chair of the Committee, in conjunction with the Director of Governance can invite any Corporation member to sit on an interview panel to appoint new members.
13. To recommend to the Corporation the appointment of new members.
14. To recommend to the Corporation appointment of members with special responsibilities such as safeguarding, SEND and equity, diversity and inclusion.
15. To oversee the induction of new members, and governor training
16. To carry out the requirements of Article 12 on the appointment of Senior Post Holders and the Director of Governance.

Remuneration Responsibilities

17. To conduct the annual performance review process for the CEO, SPHs and Director of Governance and make recommendations to the Corporation.
18. Having regard to the AoC Remuneration Code, to recommend to the Corporation the remuneration and relevant Terms and Conditions of employment of the CEO, SPHs and Director of Governance.
19. Review at intervals the capability, disciplinary, grievance and performance management policies for CEO, SPHs and Director of Governance
20. To receive and consider modifications to the senior leadership team
21. Subject to the provisions of the Articles of Government, to recommend to the Corporation redundancy, premature retirement and other severance proposals for SPHs in accordance with Managing Public Money and guidance on public sector exit payments.
22. To undertake the appraisal of the Chair.
23. Advise the Corporation on the remuneration of the Chair and where this is approved by the Charity Commission, monitor payments and provide assurance.

COMMITTEE APPROVED DATE: 10 March 2025
CORPORATION APPROVED DATE: 31 March 2025

2. TEACHING, LEARNING AND SKILLS COMMITTEE

STRATEGIC THEME/ UNDERPINNING CODES/ REGULATIONS

- Student Experience and Outcomes
- Keeping Children Safe in Education
- To ensure the Equality & Diversity Legislation is at the forefront for improving achievement amongst different student groups

MEMBERSHIP

1. The Committee shall comprise at least four independent Corporation members, plus any co-opted members
2. The Committee membership shall include staff and student governors
3. The Chair shall be nominated from the members and approved by the Corporation
4. In the absence of the Chair the meeting will be chaired by the identified deputy chair
5. The Group Principal and other SLT members will attend as required by the Committee
6. The Director of Governance will act as clerk to the Committee

FREQUENCY OF MEETINGS AND QUORUM

7. The Committee shall meet at least three times a year.
8. Quorum for meetings of the Committee shall be at least three independent members (excluding staff and student members)

TERMS OF REFERENCE

Quality of Teaching and Learning Responsibilities

1. To monitor the KPIs for the delivery of the Student Experience and Outcomes theme of the Strategic Plan. These should include attendance, retention, student achievement and attainment, (predicted and actual), destination and progression data, and value-added measures for all aspects of provision and diverse student groups.
2. To review student experience and outcomes risk register.
3. To review the Safeguarding Policy and Annual Report for recommendation to the Corporation.
4. To review the College's Self-Assessment Review and resulting college operational plans for recommendation to the Corporation. Monitor their implementation once approved.
5. Receive and monitor strategies to improve the quality of teaching and learning, including online and digital formats.
6. Undertake regular reviews of the college's curriculum offer and how it meets local needs, in particular employment needs, in collaboration with other local providers as applicable. To publish the outcome of the review on UCG's website as part of the Accountability Agreement.
7. To review and approve the College's admissions policy annually.
8. To oversee the delivery of apprenticeships and engagement with employers
9. Receive reports on higher education and SEND provision.

Student Engagement and Experience

10. To review the College's Student Engagement Policy and recommend it to the Corporation for approval.
11. Monitor the implementation of the Student Engagement Policy and its impact on the student experience including access to bursary, student support and implications for specific groups of students with protected characteristics.

12. To agree and monitor a Strategic Careers Plan in line with Gatsby Benchmarking and ensure that the careers programme and careers leader is published on UCG's website
13. To review the Student Union Constitution (or equivalent document) and recommend it to the Corporation for approval.
14. To receive reports of student surveys, broken down into different student groups with protected characteristics, and actions taken in response.
15. To review and approve the Students' Complaints Policy and Procedure and Freedom of Speech Policy.
16. To receive reports and monitor student exclusions, taking account of student differentials.

Other duties

17. To review and monitor the College's marketing, enrolment and school liaison campaigns and how these reach the diverse student population and recommend improvements.

COMMITTEE APPROVED DATE: 10 March 2025
CORPORATION APPROVED DATE: 31 March 2025

3. AUDIT COMMITTEE

STRATEGIC THEME/ UNDERPINNING CODES/ REGULATIONS

- Framework for auditors and reporting accountants of colleges
- The scope of work of Audit Committees and internal auditors in college Corporations
- Office for Students Terms and Conditions of Funding
- ESFA Accounts Directions
- GDPR/ Data Protection Act 2018
- Freedom of Information Act 2000
- Anti-Bribery Act 2010
- Health & Safety at Work Act 1974
- Managing Public Money
- Economic Crime and Corporate Transparency Act 2023

MEMBERSHIP

1. The Committee shall comprise at least 4 Corporation members.
2. The Committee may invite representatives of the College's internal and external auditors to be in attendance.
3. The Chair shall be nominated from the members and approved by the Corporation
4. The Audit Committee membership will include individuals with an appropriate mix of skills and experience to discharge its duties
5. The CEO, the Chair of the Corporation, staff and student members shall not be a members of this Committee.
6. To ensure the Audit Committee's independence and objectivity, members of the Finance and Resources Committee shall not be members of the Audit Committee.
7. In the absence of the Chair the meeting will be chaired by the identified deputy chair.
8. The Director of Governance will act as clerk to the Committee

FREQUENCY OF MEETINGS AND QUORUM

9. The Committee shall meet at least three times a year, plus a joint meeting with the Financial and Resources Committee to receive the Financial Statements
10. Quorum for meetings of the Committee shall be at least three members.
11. The internal or external auditors may request a meeting of the Committee if they consider it necessary.

TERMS OF REFERENCE

Primary Duties

The Audit Committee shall undertake robust stewardship of and advise the Corporation on all matters defined in the relevant Department for Education documents (see above). In so doing the Committee shall ensure that the assurance arrangements and internal control systems, including audit activities, of the Corporation and any of its subsidiaries are monitored actively, independently and objectively.

1. To provide an independent forum for communication with the College's auditors which is not controlled by management.
2. Assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.

3. Consider the development of members of the Audit Committee and put in place appropriate training to ensure skills and knowledge are up to date.
4. Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
5. To discuss and agree with the external auditor, reporting accountant and other assurance providers (as applicable) the scope and objectives of their work prior to commencement and to advise the Corporation.
6. To consider and approve the annual audit strategy and audit plans for the internal audit service.
7. Inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity are safeguarded.
8. Ensure that there is a policy in place for the re-tendering of the external audit contract every five years.
9. To consider and advise the Corporation on internal audit annual strategic plans, assignment reports and annual reports, on control issues including the management letters of the external auditor/ reporting accountant and on management's response to these. To monitor within agreed timescales the implementation of recommendations arising from internal audit reports and those of other assurance providers.
10. To consider and if appropriate commission investigations into any complaints relating to alleged fraud or other irregularity or malpractice at the College in accordance at all times with relevant policies including Public Interest Disclosure and Freedom of Information Policies.
11. Oversee the College's policies on fraud, irregularity, impropriety, anti-bribery 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 auditors (and internal auditors where appointed) have been informed of investigation outcomes and other matters of fraud, and that appropriate follow-up action has been planned /actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body as soon as possible. Risks around fraud have been identified and controls put in place to mitigate them.
12. Produce an annual report for the Corporation. The annual report must summarise the Committee's activities relating to the financial year under review, including the number of meetings held in the year and attendance at each, any significant issues arising up to the date of preparation of the report, any significant matters of internal control included in the management letters and reports from auditors or other assurance providers, and details of the date of the appointment of the external auditors and the remaining term of the contract. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Audit Committee's opinion on the adequacy and effectiveness of the College's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes, for the effective and efficient use of resources, solvency and the safeguarding of assets. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts.

13. Notify the Department for Education immediately of the resignation of the Auditors or circumstances should the Corporation remove the auditors before the expiry of their term of office.

Other Duties

14. Advise the Corporation on risk management by becoming familiar with the concepts and requirements of risk management.
15. Receive the College's risk register and mitigation plans at each meeting and recommend these to the Corporation.
16. Recommend the College's Business Continuity Policy to the Corporation for approval.
17. Recommend the College's Health and Safety Policy to the Corporation for approval and receive termly Health and Safety reports/ annual report.
18. Receive the Annual Report and Financial Statements of the College and of its subsidiaries and in conjunction with the Finance and Resources Committee recommend these to the Corporation for approval.
19. Receive and review reports relating to audits prepared by the Department for Education and other regulatory bodies.
20. Recommend the Group's GDPR, data protection and Freedom of Information/ Publication Scheme policies to the Corporation, and receive reports of any breaches and at intervals on their implementation.

COMMITTEE APPROVED DATE: 1 December 2025
CORPORATION APPROVED DATE: 15 December 2025

4. TRANSFORMATION COMMITTEE

STRATEGIC THEME/ UNDERPINNING CODES/ REGULATIONS

- Fit for the Future Assets
- Property, IT digital and Environmental Sustainability Strategy
- Enhancing Student Experience and Outcomes

ACCOUNTABILITY ARRANGEMENTS

1. The Transformation Committee is a committee of the UCG Corporation and is accountable to the Corporation.
2. The Transformation Committee operates within UCG's existing policy framework and has no specific powers delegated to it but can make recommendations to the Corporation. Approvals would be made by the Corporation.
3. The Chair of this Committee is not a member of the GSR Committee.

MEMBERSHIP

4. The Transformation Committee shall comprise governors with relevant expertise to deliver the Committee's purpose. It attempts to include membership across the Corporation's other committees.
5. The Transformation Committee will include in attendance representatives of relevant advisors, stakeholders and consultants as necessary to assist in its purpose and function.
6. The Committee Chair and deputy will be selected and approved by the Corporation.
7. In the absence of the Committee Chair the deputy will chair the meetings.
8. Governors who are not members of this committee may attend as observers.
9. The Director of Governance will act as Clerk to this committee and provide governance advice.

FREQUENCY OF MEETINGS AND QUORUM

10. The Transformation Committee shall meet at least termly via Zoom.
11. Quorum for the Committee is 50% of the membership or a minimum of three independent governors [depending on the number of members].
12. This committee may be time limited and will change and adapt according to the needs of the college.

TERMS OF REFERENCE

Committee Purpose:
The purpose of the committee is to oversee and drive forward transformational change at UCG to bring about a culture of continuous improvement, accelerated organisational performance, collaborative and entrepreneurial mindsets and evidence driven practice.

The Committee will oversee specific transformational projects in areas including:

- UCG's educational character and how UCG's estate can be best used to deliver this.
- Creating learning environments that enhance student motivation and success, while being adaptable to diverse learning styles and needs.
- Use of information technology and artificial intelligence (AI) to provide additional support to students to help them manage their study programmes, attendance and exams etc.

- Diversification of income (international and commercial income) to be less reliant on government grant income.
- Improvements to workforce productivity through the use of information technology, artificial intelligence and the reengineering of business processes for improved efficiency and best use of resources.
- Development of a skills-based workforce to develop and maintain in-house solutions
- Development of data sets to be data-led in real time and to evidence best practice.
- Environmental sustainability

The Transformation Committee will:

- Agree and monitor KPIs and delivery outcomes for each project.
- Receive project progress reports and reports on benefits realisation
- Oversee the breadth of projects to identify any conflicting priorities/ trade-offs and how these can be resolved.
- Assess the overall improvement process and ensure its consistency with and how it supports the delivery of balance score card targets and UCG's Strategic Plan.
- Ensure all projects are aligned with UCG's values and principles

COMMITTEE APPROVED DATE: May 2026
CORPORATION APPROVED DATE: JULY 2026

5. FINANCE AND RESOURCES COMMITTEE

STRATEGIC THEME/ UNDERPINNING CODES/ REGULATIONS

- People Culture and Growth
- Robust Financial Health
- Fit for Future Assets
- Funding agreement/OfS Conditions of Funding
- College Financial Handbook
- Managing Public Money

MEMBERSHIP

1. The Committee shall comprise at least five Corporation members including the CEO, and Chair of the Corporation.
2. Members of this Committee are not eligible to serve as members of the Audit Committee
3. The Chair shall be nominated from the members and approved by the Corporation
4. The Chief Financial Officer shall be in attendance at all meetings.
5. The Committee can invite relevant advisors to be in attendance as required.
6. In the absence of the Chair the meeting will be chaired by the identified deputy chair
7. The Director of Governance will act as clerk to the Committee

FREQUENCY OF MEETINGS AND QUORUM

8. The Committee shall meet at least three times a year, plus a joint meeting with the Audit Committee to consider the Financial Statements.
9. Quorum for meetings of the Committee shall be at least three independent members.

TERMS OF REFERENCE

Finance Responsibilities

1. To monitor financial KPIs and monthly management accounts including balance sheet and cash flow
2. To consider the financial risk register and mitigating actions as appropriate
3. To review and recommend to the Corporation for approval the Standing Financial Instructions, Subcontractor Fees and Charges Policy, Tuition Fees Policy, and Treasury Management Policy.
4. To agree and recommend to the Corporation two – five-year financial plans, income and expenditure budgets, and cash flow projections
5. To analyse trends of income and expenditure to make recommendations to the Corporation to ensure the financial sustainability and solvency of the College.
6. To review and recommend to Corporation the annual revenue and capital budgets and any in-year reforecasts.
7. To receive the Annual Report and Financial Statements for the College and its subsidiaries in conjunction with the Audit Committee, for recommendation to the Corporation for approval.
8. To recommend to the Corporation for approval the financial controls to ensure budget compliance for the Wembley Park Project and monitor expenditure against profiled spend.
9. To oversee the funding for the Wembley Park Project and make recommendations to the Corporation as appropriate.
10. To receive reports from the Wembley Park Project Board on the progress and risks of the project ensuring that it is on time, to the required specification and on budget.

11. In conjunction with the Property and Infrastructure Committee consider expenditure for property development and IT investment for recommendation to the Corporation in accordance with the Standing Financial Instructions.
12. To monitor the financial position of the College's subsidiary companies, joint ventures, shareholdings, international projects and new provision and make recommendations to the Corporation on their financial performance.

Human Resources

13. To monitor the delivery of strategic theme People Culture and Growth. These would include the Organisational Development and Workforce Plans.
14. Receive Workforce Composition Report annually.
15. Consider and recommend to Corporation relevant HR policies including Staff Code of Conduct, Grievance and Disciplinary Policies, and Performance Management Policy.
16. Receive reports of staff surveys and staff voice activities and action plans in response including Investors In People.
17. Monitor HR KPIs which would include sickness absence levels, staff turnover rates, casework and employment tribunals.

COMMITTEE APPROVED DATE: 22 June 2026
CORPORATION APPROVED DATE: 06 July 2026