

Standing Orders of the Corporation of The Windsor Forest Colleges Group

For the attention of: All Staff,
Produced by: Group Director of Governance
Approved by: Board of Governors
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Vision, Purpose & Values

Our Vision

Our students will be recognised locally & nationally for their positive impact on the communities and industries in which they choose to work.

Our Purpose

To inspire our students to gain the skills, knowledge and behaviours they need to be resilient and thrive in an ever-changing world.

Our Values

Excellence: A culture of creativity, high expectations, ambition and aspiration

Respect: Showing fairness, courtesy and mutual respect to each other and our environment

Integrity: Honesty, openness and trust at the heart of College life

Diversity: Celebrating diversity and inclusivity as a key to our success

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1. Statement of Governance

- 1.1. The manner in which The Windsor Forest 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.
- 1.2. 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. The procedural rules already covered by the Instrument are reiterated within the standing orders so that they are available for ease of reference with other procedural matters. [References are shown in parentheses.]
- 1.3. 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.
- 1.4. 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.
- 1.5. 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.
- 1.6. A schedule for delegated authority is at Annex A 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.
- 1.7. In accordance with the Charity Commission's guidance the WFCG's Public Value Statement sets out how it fulfils the public benefit responsibility i.e. being accountable to learners, to the wider community it serves, and to wider stakeholders. The WFCG Public Value Statement is attached at Annex B.

2. Interpretation

- 2.1 The standing orders of the Further Education Corporation of The Windsor Forest Colleges Group establish rules that determine how meetings of the Corporation Board are to be conducted. In setting out such rules, this document draws on and refers to both the Instrument and Articles of Government, and the advice received from the Funding Agencies. In the event of any contradiction, conflict or omission between this document and the Instrument and Articles of Government, the Instrument and Articles, supplemented as required by professional legal advice, will prevail.

3. Appointment of Members

- 3.1 The membership of the Corporation will be determined from time to time by the Corporation having regard to provisions of the Instrument of Government and following advice received from the Strategy Governance and Search Committee.
- 3.2 The Corporation will ensure that there is an appropriate balance of skills and experience and/or background of activities amongst members, including legal, human resources and financial management. Members will also endeavour to ensure that there is a reasonable balance in terms of gender, ethnicity and other protected characteristics on the Board to better reflect the community which it serves.
- 3.3 On appointment, a formal letter will be sent to the new member by the Group Director of Governance, indicating, amongst other matters, date of appointment, length of term of office and conditions of eligibility. Acceptance of the offer of appointment will be confirmed in writing by the proposed new member.

4. Induction of New Members

- 4.1 The Group Director of Governance will ensure that there are induction arrangements which will enable a new member to get to know the College and its senior staff, the structure and procedures of the Corporation and its committees, to be informed about further education, and the responsibilities and liabilities of being a member, including adherence to a code of conduct, and the necessity to declare financial and other interests.

5. Appointment of Chair and Vice Chair [Instrument 6]

- 5.1 The appointment of the Chair and Vice Chair of the Corporation will be in accordance with the Instrument, the current period of office is two years, renewable biennially by election. In the event of the cessation/lapsing of office or early resignation of an office holder, the Group Director of Governance will normally request nominations. If only one nomination is received and seconded the nominee will be appointed to the office without the need for an election.
- 5.2 If an election is required, secret balloting may be used if requested by the Corporation. The CEO & Group Principal [if a member], staff and student members are ineligible for appointment but may still participate in the election process by voting.
- 5.3 The Group Director of Governance or Vice Chair [if not a candidate] should preside at the section of the meeting dealing with the appointment process.
- 5.4 The Group Director of Governance will conduct voting in accordance with Standing Order 22.

6. Members' Register of Interests [Instrument 11]

- 6.1 The members will declare financial and other interests in accordance with Instrument 11.
- 6.2 Corporation members will co-operate with the Group Director of Governance in routinely disclosing all business interests [financial and otherwise] in order that a register of members' interests can be maintained and open for public inspection.
- 6.3 If the Group Director of Governance believes that a member has a financial or personal interest in an issue (as recorded in the register) but has not declared it in circumstances where it should be declared, she will advise the Corporation of this fact. The Corporation will decide whether or not the alleged interest relates to the issue in question.

7. Public Register of Corporation Membership

- 7.1 The Group Director of Governance will maintain an up to date public register of members, including the names, Corporation business address, date of appointment and cessation of membership, membership category, appointing authority, period of appointment and expiry date. Telephone numbers, e-mail addresses or private residential addresses of Corporation members will not however be made available to the public.

8. Special Meetings [Instrument of Government 12(4)]

- 8.1 Special meetings may be called at any time by the Chair, or at the request, in writing, of any five members. If there are matters demanding urgent consideration, as agreed by the Chair or Vice-Chair, it will be in order to give less than seven calendar days' notice, as long as the written notice convening the meeting includes an agenda clearly specifying details of the business to be conducted and considered.

9. Collective Responsibility of Members [Instrument of Government 11 & 12]

- 9.1 Corporation members will stand by their collective decisions, even if they are not unanimous or even if a member was absent when a decision was taken.
- 9.2 Members will not make any statement to the Press, media or any public meeting without having first obtained the approval of the Chair. Members will not publicly criticise, canvass or reveal the views of other members which have been expressed at meetings.

10. Individual Contribution by Members [Instrument 11 and 12; Code of Conduct 3.2]

- 10.1 Each Corporation member will take a view on any matter of Corporation business and deal with it on its merits, taking the best interests of the Corporation into account.
- 10.2 Members cannot be bound in speaking and voting by any mandate given to them by any body or person. Nominating bodies cannot require nominees to vote in a particular way.

11. Attendance at Meetings [Instrument 10; Code of Conduct 9]

- 11.1 In accordance with the Instrument, the Corporation may, by notice in writing, remove a member from office, if that member has been absent from meetings of the Corporation and/or its Committees for a period longer than six consecutive months, without the permission of the Corporation. The Group Director of Governance will maintain a register of attendance at meetings for future reference by members and other interested parties.
- 11.2 The Group Director of Governance will bring to the attention of the Chair, the attendance record of any member who has been absent from meetings of the Board and/or its Committees for a period of more than four consecutive months.
- 11.3 When the Corporation considers whether a member should be removed from office, account shall be taken of any special circumstances, which may have led to the absences, including the attendance of any other Corporation/College related meetings in the intervening period.

12. Reimbursement of Expenses [Financial Regulations 9.0]

12.1 Admissible Claims

In accordance with the Instrument of Government (Clause 18), members of the Corporation are not entitled to remuneration for their services. Members may, however, receive a reimbursement to cover travelling costs and other out of pocket expenses, in accordance with the policy approved under the WFCG financial regulations.

12.2 Travelling Expenses

Members who are otherwise employed by the College as a member of staff may claim for any mileage undertaken in their capacity as a governor, at the applicable College mileage rate.

Reimbursement for non-routine journeys shall be made in respect of official Corporation business such as attendance at conference and meetings with external bodies. The official claim form must be completed to show the reason for the journey, type of transport used and the cost. If practicable, a receipt for the purchase of the ticket or fare paid, or the ticket issued should be attached to the claim. If a private car is used the claim form should show the mileage recorded, details of the vehicle used and confirmation that it is insured for business use. A mileage rate that excludes any profit element shall be paid.

12.3 Subsistence & Overnight Expenses

Members may seek reimbursement for meals and/or overnight accommodation whilst on previously approved official Corporation business. They shall produce receipts or other proofs of actual expenses incurred.

12.4 Payment of Claims

Claims will be authorised by the Group Director of Governance, who will arrange for settlement, normally within 30 days of the date of submission. The Group Director of Governance will maintain a register of members' expenses claims which will be made available for inspection by the public on request.

13. Withdrawal from Corporation Meetings [Instrument 11 & 14]

13.1 Staff members of the Corporation must withdraw from meetings where:

- Their own conditions of employment are being considered (this provision includes the Group Principal & Chief Executive and/or the Group Director of Governance)
- The appointment of a successor to a staff member of the Board is being discussed/appointed (includes the Group Principal & Chief Executive and/or the Group Director of Governance)
- The terms and conditions of employment of a member of staff, senior to the Corporation staff member, are being discussed
[A resolution of the other members present will be required in the latter case.]
- Or where a majority of members present requires the staff members to withdraw.

13.2 Student members of the Corporation must withdraw from meetings where:

- An individual staff member's terms and conditions of employment are being discussed [on request from any one member of the Corporation]
- His/her conduct, suspension or expulsion, is being considered.
- Or where a majority of members present requires the student to withdraw.

13.3 In the case of conflicts of interest, members will use the Instrument of Government (Clause 11) and Code of Conduct Section 6, as guidance. After disclosure, members will withdraw from that part of the meeting at which the matter giving rise to the interest [financial or otherwise] is being considered, and on no account may vote in relation to the matter.

14. Agenda Planning [Instrument 12]

- 14.1 If a member wishes to include an item on a meeting agenda this must be received in writing (with supporting documentation) by the Group Director of Governance at least two weeks in advance of the meeting. The Group Director of Governance will refer the matter to the Chair, having given advice as to whether the matter is within the Corporation's responsibilities and/or power to determine.
- 14.2 The agenda will be drawn up by the Group Director of Governance in consultation with the CEO & Group Principal and Chair, as required, except in those circumstances detailed in the Instrument (12(3)).

15. Urgent Business – Corporation/Committee Agendas

- 15.1 Urgent matters which have arisen since the agenda was compiled and circulated, will be referred to the Chair in advance of the meeting, and if agreed, declared at its commencement. In the interests of efficiency, no other urgent items will be permitted.

16. Documents for Meetings

- 16.1 All College reports for normal business meetings should be received by the Group Director of Governance in sufficient time to enable them to be copied and despatched with the agenda at least seven days before the meeting. Reports should be as brief as possible while still ensuring that all the relevant information is presented to Governors. They should follow the standard College format for Corporation/Committee reports.

17. Despatch of Documents [Instrument 12]

- 17.1 With the exception of the circumstances detailed in Instrument 12, all supporting documents for the consideration of members, should be received by them at least five working days before any scheduled meeting. Written notice of the meeting and agenda will be sent to members at least seven calendar days before the date of the meeting.

18. Access to Corporation Agenda Documents [Instrument 18]

- 18.1 Members of the public, students and staff may have access to published non-confidential Corporation agendas, and approved, signed minutes. Supporting reports and documents to be considered at a meeting will normally be available after the relevant meeting.

- 18.2 Public access to agenda and approved signed minutes will be provided during normal office hours at the College, by arrangement with the Group Director of Governance.
- 18.3 Confidential minutes, supporting documents and any papers that the Corporation have decided should be treated as confidential, will not be made available.

19. Access to Meetings by the Public [Instrument 17]

- 19.1 The Corporation alone is responsible for deciding whether to invite observers, participants and advisers to its meetings but in accordance with its commitment to openness and transparency, the assumption is that meetings are normally open to the public except where otherwise specified. Members of the public can be asked to withdraw from the meeting, if an item is deemed confidential.
- Members of the public will not have speaking rights at any time, during a Corporation meeting. They may however be invited to speak by the Corporation (on specific occasions) at its discretion.
 - The Chair will have the authority to suspend the meeting at any time in the event of disruption or the threat of disruption. When it is possible to recommence the meeting, the Corporation will re-consider whether non-members may be in attendance at the meeting. The decision of the Corporation in such matters will be final.

20. Attendance at Meetings

- 20.1 **Corporation:** Attendance at meetings by persons other than members and the Group Director of Governance will be encouraged and welcomed, except for confidential items or items provided for in the Instrument of Government.
- 20.2 **Committees:** Attendance at meetings by persons other than members of the Committees and the Group Director of Governance will be as specified in the terms of reference of the relevant Committee.
- 20.3 The amendments to the bespoke Instrument and Articles of The Windsor Forest Colleges Group were approved by the Board on 11 December 2013 and state that attendance at meetings can now be achieved through telephone conferencing. The Instrument and Articles also provide for written resolutions in respect of Board decisions.

21. Quorum [Instrument of Government 13]

- 21.1 The quorum of meetings of the Corporation shall be as detailed in the Instrument of Government, and for Committees, in their terms of reference.

22. Rules of Debate

- 22.1 All discussions at Corporation and Committee meetings will be conducted through the Chair.
- 22.2 A motion proposed by a member, and seconded by another member, will be the subject of discussion by those entitled to participate.
- 22.3 It is the responsibility of the Chair to ensure that all members have the opportunity to contribute, while avoiding repetitive discussion and making sure that the subject matter before the Corporation is not lost sight of. For the efficient conduct of business, members may intervene to move that “the question now be put” (ie whether the Corporation agrees/disagrees with the recommendations of the report under discussion) or “the Corporation proceed with next business”.
- The latter two motions will require a seconder. If the motion is carried, it will be acted upon without further discussion. The Chair will have the right, however, to give his/her view, before the vote is taken so that an indication may be given as to whether the issue has been sufficiently discussed to proceed.
 - Members are required to respect the right of others to express their personal views although this right should not be exercised to say or do anything which could bring the Corporation into disrepute.

23. Voting [Instrument of Government 14]

- 23.1 Proceedings of meetings in respect of voting shall be in accordance with the Instrument of Government.

24. Reconsideration of Resolutions [Instrument of Government 14]

- 24.1 No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.

- 24.2 If a member wishes consideration to be given to the rescission or variation of a resolution, he/she should contact the Group Director of Governance, who will inform the Chair.
- 24.3 At a subsequent meeting, the subject matter will appear on the agenda, together with an indication that there is a proposal to vary or rescind the previous decision.

25. Duration of Corporation Meetings

- 25.1 Meetings should not normally last more than two hours; the Corporation may decide to take a short break at some stage in the course of the meeting, which will not count towards the duration. At the commencement of the meeting, members should fix a target completion time. At the agreed time, if business has not been completed, the meeting should either end, to be re-convened at a later date, or a continuation agreed by all members for a further short period.

26. Minutes [Instrument 16 & 18]

- 26.1 The Group Director of Governance will arrange for the minuting of every Corporation and Committee meeting. The draft minutes of a meeting will normally be circulated to members, within two weeks of the meeting, subject to approval in the first instance by the Chair of the relevant meeting.
- 26.2 Draft minutes of Committees will normally be circulated to all Corporation members with the agenda for the next meeting of the Board.
- 26.3 The Group Director of Governance will maintain a separate secure file of confidential minutes either Part II or very occasionally Part III which represent the excluded items defined in Instrument of Government 17.
- 26.4 The staff and student members who have withdrawn from the meeting in accordance with the Instrument of Government will not be entitled to see the minutes of that part of the meeting.

27. Access to Committee Minutes [Article 8]

- 27.1 Members of the public, students and staff, and senior post holders are entitled to have access to the non-confidential minutes of Corporation committees.

28. Group Director of Governance as Correspondent

- 28.1 The Group Director of Governance will conduct all correspondence on behalf of the Corporation, including that with staff and students and/or their representatives.
- 28.2 Any members of the public wishing to write to members of the Corporation, concerning matters within their powers and responsibilities, may do so by providing the Group Director of Governance with sufficient copies of any documentation. Normally, no charge will be made for postage for forwarding a document to members although the Group Director of Governance will use discretion when considering if the costs to be incurred are reasonable. [A charge could be made to cover direct and indirect costs as a condition of forwarding documentation.]
- 28.3 See Policy on the independence of the Group Director of Governance at Annex C.

29. Delegated Powers of Chair (see schedule of delegated authority at Annex A)

- 29.1 The Chair will act within the powers outlined in the Instrument and Articles of Government, the Corporation's financial memorandum and regulations, code of conduct, any other procedures determined by the Corporation, and any terms of reference approved for the Chair, by the members.
- 29.2 The Chair may deal with such matters between meetings as he/she has been specifically authorised to do by the Corporation Board.
- 29.3 In the event of a matter, which is judged too urgent to await a scheduled meeting of the Corporation Board, a special meeting may be convened. Action by the Chair will only be taken if specifically authorised in advance by the whole Corporation.
- 29.4 The Group Director of Governance will record any action taken by the Chair between meetings in accordance with the authority delegated by the Corporation and will report this to the members, by correspondence and/or to the next scheduled meeting.
- 29.5 The CEO & Group Principal will keep the Group Director of Governance involved and informed on any issues relating to the action of the Chair. Similarly, the Group Director of Governance will keep the Group Principal & Chief Executive briefed on any matters that require her attention in respect of the Chair.

- 29.6 References in this procedure to the Chair, shall include, in his or her absence, references to the Vice-Chair.

30. Application of the Seal [Instrument 21]

- 30.1 The application of the seal of the Corporation shall be authenticated by the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and the signature of any other member.
- 30.2 The application of the seal should be approved in advance by the Corporation.
- 30.3 If an emergency occurs whereby there is no prior authority to use the seal, the Chair or some other member authorised either generally or specifically by the Corporation should be delegated the authority to sign together with the Group Principal or one other governor, without specific prior approval by the Corporation, subject to the other conditions for signing being met.
- 30.4 All applications of the seal should in any case be subsequently noted and approved by the Corporation at the first opportunity and minuted accordingly.
- 30.5 The Group Director of Governance shall keep a record of the details of the application of the seal, for the information of the members.

31. Application of/ Amendments to Standing Orders

- 31.1 These standing orders will apply, where relevant, to the committees of the Corporation, subject to any specific variations agreed by the committee in question, and confirmed by the Corporation.
- 31.2 The Group Director of Governance will be required to keep the Corporation's standing orders and related procedures under continuous review, with the intention of bringing forward improvements or amendments to meet changed circumstances, guidance or legislation.
- 31.3 Any amendments to the text of this document and any previous agreed standing orders/ procedures will require the approval of the Corporation unless they are covered directly or indirectly by statute, in which case such changes will be acted on without delay.

ANNEX A – Schedule of Delegated Authority

Responsible Body	Permitted Level of Delegated Authority
Department of Education/ HM Treasury	<p>The Corporation must seek permission for the following in accordance with Managing Public Money:</p> <ul style="list-style-type: none"> • 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	<p>The Corporation must seek approval for the remuneration of trustees (other than for reasonable out of pocket expenses).</p>
Full Corporation	<p>The Corporation may not delegate the following: <i>(Article 9) of the Instrument and Articles of Government.</i></p> <ul style="list-style-type: none"> a) the determination of the educational character and mission of the institution; b) the approval of the annual estimates of income and expenditure; c) ensuring the solvency of the institution and the Corporation and safeguarding their assets; d) the appointment or dismissal of the CEO or holder of a Senior Post; e) the appointment or dismissal of the Director of Governance; f) the modification or revocation of the Corporation's Instruments and Articles of Government. <p>(d) & (e) may be delegated to a committee of members of the Corporation.</p> <p>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).</p>

	<p>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).</p> <p>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).</p>
The CEO	<p>The CEO may take executive action on all matters except those specifically excluded by Article 9.</p> <p>Those matters specifically delegated to the CEO under Article 3 are as follows:</p> <ul style="list-style-type: none"> a) for making proposals to the Corporation about the educational character and mission of the institution and for implementing the decisions of the Corporation; b) the determination of the institution's academic activities and the determination of c) its other activities d) 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 e) the organisation, direction and management of the institution and leadership of the staff. f) 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 g) 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	<p>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).</p>

Committees	<p>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.</p> <p>The Corporation has agreed terms of reference for each Committee which set out those matters delegated to each Committee (see terms of reference)</p>
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ANNEX B – Public Value Statement

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

- **Excellence:** A culture of creativity, high expectations, ambition and aspiration
- **Respect:** Showing fairness, courtesy and mutual respect for each other and the environment.
- **Integrity:** Honesty, openness and trust at the heart of College life.
- **Diversity:** Celebrating diversity and inclusivity as a key to our success.

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.

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, student destinations and examination outcomes

ANNEX C – Policy on the Independence of the Group Director of Governance

The means through which the Windsor Forest Colleges Group (WFCG) Corporation ensures that the Group 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 Group Director of Governance in which independence is identified.
- The job description specifies that the Group Director of Governance is directly responsible to the Corporation.
- The Chair undertakes the Group Director of Governance's appraisal and, when the appraisal has taken place, this is reported to the Remuneration Committee and the Corporation.
- The Corporation requires of and receives from the Group Director of Governance advice and guidance directly to itself and its Committees on all aspects of governance and related issues.
- The Group Director of Governance has direct and regular access to the Chair and Vice-Chair of the Corporation, Chairs of Committees and individual governors.
- The Group Director of Governance is authorised to take direct legal and professional advice for and on behalf of the Corporation.
- The Group 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 Resources Committee at the earliest opportunity.

The Corporation requires the Group 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.

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 Group 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 WFCG adopts the following policy.

If the Group Director of Governance feels that their advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk, they should make every effort to resolve the matter through the avenues open to them within the Group. The Group 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 Group 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 SG&S 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 Group Director of Governance.

ANNEX D – Guidance Note (Eversheds): Alternatives to Corporation Meetings

A. Introduction

This appendix is attached to the Standing Orders of WFCG as additional guidance on good practice after the Corporation amended WFCG's Instrument and Articles to provide for additional methods of making decisions to complement traditional decision making at face to face meetings. The guidance takes account of the types of situation which in Eversheds experience give rise to problems under the Instruments and Articles as they were before the changes made on 31 March 2012 and the ability from 1 April 2012 for corporations to change their Instruments and Articles, within the limits set by the new Schedule 4 of the Further Higher Education Act 1992, as substituted by the Education Act 2011.

These guidance notes are attached to the Standing Orders of WFCG as a general guide.

B. Alternatives to face to face meetings

1. *Video conferencing*

The definition of "meeting" in clause 1 of the Instrument of Government, in the form it was in before the modification orders of 31 March 2012, allowed for a meeting by video conference where all those present could see and hear each other. Accordingly, should one or all members of the corporation not be able to both see and hear the others at any stage in the meeting they will at that point not be regarded as being present. This might have the result that the meeting could become inquorate. It is therefore important that before the meeting the video conference equipment is in good working order; also that the person clerking the meeting records any technical failure of the equipment or any other circumstance as a result of which one or all of the members is unable to see and/or hear the others. A test session before using the equipment for an actual corporation meeting is advisable.

Subject to the above considerations, a meeting by video conference has considerable advantages over other alternative methods considered below in that members will be able to observe the demeanour of their colleagues so that much of the quality of social interaction of a face to face meeting can be achieved. However, a virtual meeting still lacks the closeness and immediacy of a face to face meeting and it is therefore not an ideal forum for debating complex and possibly controversial matters of importance to the college. It should be used in such circumstances only if it is impossible to deal with the matter at a face to face meeting, either within the ordinary cycle or arranged specially.

2. *Telephone meetings*

Meetings by telephone conference are both more convenient and cheaper than those by video conference and for this reason are widely used in business. However, the inability to see other members has the following potential drawbacks:

- it is not possible to be sure who is actually present throughout the meeting. It will be necessary to establish who is "on the call" at the outset (with a protocol as to whether any grace will be allowed for people to join the call late). Dedicated telephone

conferencing lines may or may not indicate if a particular participant drops out of the call.

- the quality of the social interaction may be reduced. and it is therefore easier for misunderstandings to arise. Telephone conferencing is therefore an unsuitable method for dealing with issues of great complexity or of a controversial nature.
- while serious technical difficulties are less likely than with video equipment there can still be problems, particularly if any members are calling in from locations where signal quality may be poor. It is desirable to use a dedicated telephone conferencing line and for the clerk, and perhaps also the chair and principal, to have a dummy run before using the system for an actual corporation meeting.

It is not possible to undertake meetings by telephone conference under the 2008 Instruments and Articles, unless amended under the new Education Act 2011 powers. *[WFCG did amend its I&A to enable this to take place.]*

3. E-mail

While Eversheds are aware that occasionally institutions have attempted to make decisions by use of e-mail between corporation members there is no authority for this in the 2008 Instrument and Articles as a series of e-mails cannot constitute a 'meeting' as defined by clause 1 of the Instrument. Nor would it seem appropriate to amend the definition to cover decision by e-mail since the notion that a series of e-mails could constitute a meeting is conceptually incoherent. There are, however, various ways in which e-mail might be used in such a way as to help the decision making process, for example:

- as a way for the corporation chair to take soundings of the views of corporation members, before making a decision under delegated powers. It is preferable for the chair to be given specific delegated authority, where the need for a delegated decision is identified in advance, rather than relying on any general authority to the chair to take 'chair's action'. There is no provision in the 2008 Instrument and Articles for a decision by 'chair's action' in the further education sector, (unlike that of local government). However, it would be possible for corporations to use the Education Act 2011 powers to provide general authority to the chair to make decisions on their behalf where it is expedient and ratified at the next available meeting; and
- where e-mail is used simply as the delivery mechanism and the decision making process is a written rather than oral one (whether the written process is dealt with electronically or in hard copy form). The use of 'written resolutions' is considered below.

4. Written resolutions

It is common for the constitutional documents of companies (their Memoranda and Articles of Association) to allow decisions to be made by directors using a process of written resolutions. These have been used in widely varying situations, including those of great importance to the company (such as the dismissal of the chief executive). However, they tend to be used in situations which are clear cut and which can be reduced to a straightforward 'yes' or 'no' response. It is usual for there to be a requirement of a substantial majority of members so that a resolution will not be passed if it is highly controversial and only secures a bare majority.

Nor are they likely to be suitable where a range of alternative outcomes is possible and members may wish to have the resolution substantially amended and possibly even re-amended, before it is put to the vote.

Provision for written resolutions will need to be made by inclusion of a new clause in the Instrument and Articles setting out the mechanics of how written resolutions will work. There may also be consequential changes required elsewhere in the Instrument and Articles.

[WFCG amended its I&A to enable provision for written resolutions.]

C. Other considerations

1. However a meeting has been conducted, it should be minuted and the minutes should record the mode of attendance by members and details of any problems any member may have experienced in taking part in the meeting.

2. Adoption of new ways of making decisions should not be seen in isolation but as an important part of the process of increasing the efficiency of the corporation's business processes. Other matters which may have a bearing on this and which may resolve some of the problems which these alternative decision making methods are intended to address include:

- reduction in the quorum from the 40% stipulated in the 2008 Instrument and Articles. A modest reduction in the quorum level may be acceptable to some corporations;
- review of the corporation's schedule of meetings, in order to ensure that decisions on major matters are taken so far as possible within the planned cycle of meetings or, if this is not possible, at special meetings dealing solely with (for example) a major capital project or financial transaction where time is of the essence; and
- changes to the corporation's scheme of delegation to enable a matter requiring urgent decisions to be dealt with by a smaller group of members and/or staff, subject to appropriate safeguards such as those with delegated powers obtaining the views of other corporation members on any outstanding points and provision of information to the full board as soon as possible after the decision is taken.