



HARROW INDEPENDENT COLLEGE
School of Mathematics, Science & Economics

HARROW INDEPENDENT COLLEGE

TERMS OF REFERENCE FOR GOVERNANCE

1. Introduction

These terms of reference which includes the Code of Good Governance are intended as a guide in light of the Code of Good Governance for English Colleges published by Association of Colleges (AoC), to indicate the standards of conduct and accountability which are expected of Governors and Senior Leadership Team (SLT) whose members are called senior leaders; to enable them to understand their legal and ethical duties and to assist them both in carrying out those duties and in their relationship with the Governing Body, senior leaders and Principal as the Chief Executive. These terms of reference which includes the code of good governance is aimed at promoting effective, well informed and accountable college governance, and is not intended to be a definitive or authoritative statement of the law or good practice.

In addition to this Code, Governors and senior leaders are recommended to familiarise themselves with this document.

If a Governor or senior leader is in doubt about the provisions of these terms of reference, the College Administrator or Management Consultant should be consulted and, if necessary, professional advice should be obtained. However, ultimate responsibility for the appropriateness of conduct as a Governor or senior leader of the College and for any act or omission in that capacity rests with the individual Governor or senior leader.

By accepting appointment to the Governing Body, each Governor agrees to accept the provisions of this Code. The senior leaders will follow the advice and proposals made by the governors in light of fulfilling their responsibilities and overall development of the college.

These terms of reference will be reviewed regularly to ensure that they remain fit for purpose. This will normally take place, every two years.

2. Membership of Governing Body

The Governing Body shall consist of:

- a) The Principal of the College;
- b) Parent Governor (minimum one) considering that such persons are fit and proper person as per the definition given in Appendix 3. Parent governors should be elected or invited from current parent community i.e. parents of existing students at the college. The term of office for parent governors is normally 2 years. The term ceases when the student ceases to be the student at the college.
- c) Two external members who appear to have the necessary skills to ensure that the governing body carries out its functions and responsibilities. External members will be appointed as the governors considering that such persons are fit and proper person as per the definition given in Appendix 3. These persons must be familiar with UK education system and local community.
- d) One staff member who is a member of the college's support staff and has a contract of employment with the college and who has been nominated and elected by the support staff of the college

Optional Members – These members will be invited on a need basis to gather feedback and represent their groups

- e) One staff member who is a member of the college's teaching staff and has a contract of employment with the college and who has been nominated and elected by the teaching staff of the college
- f) One student member who is enrolled as a student at the college and have been nominated and elected by their fellow students

3. The College's mission statement

The College's mission is **to identify the individual needs of learners and satisfy them, to improve their skills and knowledge and achieve their maximum potential.**

As a way of development and learning, HIC values:

1. All our students and their individual achievements
2. The commitment and professionalism of our members of staff
3. The highest standards in all that we do
4. Working together to meet the needs of our college and the wider community

5. Effective, efficient and appropriate use of resources
6. Respect, equality and honesty for all

The Governing Body and SLT recognise its obligations to all those with whom it and/or the College have dealings, including students, employees, suppliers, other educational institutions and the wider community. In particular, the Governing Body and SLT are committed to:

- i. having close regard to the voice of the learner;
- ii. combating any discrimination within the College on the grounds of the characteristics protected by the Equality Act 2010;
- iii. upholding the college's Guiding Principles (Ethos) given;
- iv. engaging with the community which the College serves in order to understand and meet its needs

The Governing Body and SLT are also committed to ensuring that it conducts its business in accordance with the highest ethical standards.

4. College Core Values

The Code is based on the following expectations of good governance which will be regarded as core values of management and governance: [?]

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

- Using the college's autonomy and independence to meet local education and skills needs.

5. College's Guiding Principles (Ethos)

College provides a flexible framework for all students and staff. Alongside its existing principles and policies, it has strongly adapted to the reflective practice at work.

We believe that:

- a. Meaningful education creates a platform for all students to prepare, within and beyond the curriculum, for the demands and possibilities of life.
- b. Diversity, equality and professionalism provide opportunity.
- c. Differentiation in learning is a vital part of education as individual students are members of a wider student society.
- d. Students perform best in a setting enriched by encouragement and individual support.
- e. Students have to develop independence in education while safeguarding and promoting their welfare.
- f. Teaching should be academically challenging, interactive, stimulating and well-resourced.
- g. HIC should provide exceptional quality, not just to students, but also to all stakeholders (students, staff, parents, guardians, alumni and others).
- h. All stakeholders should participate in and be involved in the education at HIC in order to help students achieve their full potential.
- i. All teaching and non-teaching staff deserve respect, support in maintaining a healthy work-life balance, and appropriate training and professional development.
- j. Part of providing a meaningful education and preparing students for the future is to equip students with informative, practical and personalised career advice.

6. Duties of Governors and Senior Leaders

Governors owe a fiduciary duty to the College. This means that they should show the highest loyalty and act in good faith in its best interests. Each Governor should act honestly, diligently

and independently. The actions of Governors should promote and protect the good reputation of the College and the trust and confidence of those with whom it deals.

Decisions taken by Governors at meetings of the Governing Body must not be for any improper purpose or personal motive. **Decisions taken must always be for the benefit of the College, its students and staff and other users of the College and must be taken with a view to safeguarding public funds.** Accordingly, Governors must not be bound in their speaking and voting by mandates given to them by other bodies or persons such as Senior Leaders.

Governors must observe the provisions of these terms of reference of the Governing Body and in particular the responsibilities given to the Governing Body. Those responsibilities are set out below.

Governors should comply with the terms of reference of the Governing Body to ensure that the Governing Body conducts itself in an orderly, fair, open and transparent manner. Governors must keep the terms of reference under periodic review.

Governors should also have regard to the different, but complementary, responsibilities given to the Principal as the College's Chief Executive. Whereas it is the Governing Body's and SLT's function to decide strategic policies and overall direction and to monitor the performance of the Principal. It is the Principal's and SLT's role to implement the Governing Body's decisions, and to manage the College's affairs. Governors should work together so that the Governing Body perform their roles effectively.

7. The responsibilities of the Governors

The members of Governing body shall be responsible for the following functions:

- a) To discuss the issues and make recommendations which support the development of the college and the overall student experience.
- b) Support the Principal in delivery of the needs of students
- c) Approve policies/guidelines
- d) Participate in disciplining issues
- e) Participate in the appointment of staff
- f) Ensure all entitled parties are kept up to date on the college developments
- g) Meet regularly (once a term at least) to receive Principal's report and to discuss issues related to the effective delivery and improvement of the student experience
- h) Undertake Principal's review
- i) Approving the strategies to enhance quality of the college
- j) Advice on effective and efficient use of resources, the solvency of the College and safeguarding its assets

- k) Approval of the College's Strategic Plans created by the Principal and/or SLT
- l) Proposing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and activities of the college

8. The responsibilities of the Senior Leadership Team (SLT)

The SLT whose members are called senior leaders shall be responsible to assist and support the management and development of the college through following:

- a) ensuring it receives and considers information on the needs of its communities to inform its strategic discussions
- b) making arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities
- c) Create Strategic Plans for development of the college
- d) execution of the College's Strategic Plans
- e) ensure effective and efficient use of resources, the solvency of the College and safeguarding its assets
- f) approving annual estimates of income and expenditure
- g) Seek advice from Governing Body in all relevant matters concerning strategic decision making, overall health of institution, goodwill of the organisation, maintenance of public funds and providing **value for money** to users of the college.

9. The responsibilities of the Principal and Chief Executive

Subject to the responsibilities of the SLT and governing body, the Principal shall be the Chief Executive of the College, and shall be responsible for the following functions:

- a) the determination of the College's academic activities such as activities arising from the general duties of the Principal
- b) preparing annual estimates of income and expenditure for consideration and approval by the SLT, and the management of budget and resources within the estimates approved by the SLT
- c) the organisation, direction and management of the College and leadership of the staff
- d) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of staff
- e) maintaining student discipline
- f) Act in accordance with the advice given by the Governing Body and SLT

- g) Seek advice from Governing Body and SLT in all relevant matters concerning strategic decision making, overall health of institution, goodwill of the organisation, maintenance of public funds and providing **value for money** to users of the college.

10. Statutory Accountability

The Principal is directly responsible and accountable to government, of Public Accounts, for the effective stewardship by the College of public funds if there is a provision. The Principal is accountable to government for ensuring the financial health of the College, and to the Courts for ensuring that the College is conducted in accordance with the Education Acts and the general law.

11. Public Service Values

Public service values are at the heart of the further education service. High standards of personal and corporate conduct, based on the principles set out in Appendices 1 and 2 of this document, and the recognition that students and other users of the College's services come first, are a requirement of being a Governor and a senior leader, and should underpin all decisions taken by the Governing Body and SLT.

12. Skill, care and diligence

A Governor or a senior leader should in all his or her work for the College exercise such skill as he or she possesses and such care and diligence as would be expected from a reasonable person in the circumstances. This will be particularly relevant when Governors act as agents of the College, for example, when functions are delegated to members of the Governing Body or to the Chair. Governors should be careful to act within these terms of reference.

13. Complaints

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

14. The Ten Principal Responsibilities of Good Governance by AoC

To implement and embed the above values and expectations in the college, Governors, Senior Leaders and the Principal will undertake to:

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

APPENDIX 1

The principles laid down by the College for public dealing

SELFLESSNESS

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

INTEGRITY

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

OBJECTIVITY

In carrying out business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of office should make choices on merit.

ACCOUNTABILITY

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

OPENNESS

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

HONESTY

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

LEADERSHIP

Holders of public office should promote and support these principles by leadership and example.

APPENDIX 2

The meaning of good governance is wider than what is stated below. The Governing Body, SLT and the Principal must take guidance from legal advisors in making strategic decisions. Governors, Senior Leaders and the Principal; all are accountable to uphold the principles of good governance.

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

Being clear about the organisation's purposes and its intended outcomes for citizens and service users;

Making sure that users receive a high quality service;

Making sure that taxpayers receive value for money.

2. Good governance means performing effectively in clearly defined functions and roles

Being clear about the responsibilities of the governing body;

Being clear about the responsibilities of the Senior Leaders including the Principal, and making sure that those responsibilities are carried out;

Being clear about relationships between the college and the public.

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

Putting organisational values into practice;

Individual Governors, Senior Leaders and the Principal act and behave in ways that uphold and exemplify effective governance.

4. Good Governance means taking informed, transparent decisions and managing risk

Being rigorous and transparent about how decisions are taken;

Having and using good quality information, advice and support;

Making sure those effective risk management systems is in operation.

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

Making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well;

Making sure that appointed Senior Leaders have the skills, knowledge and experience they need to perform well;

Developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group;

Striking a balance, in the membership of the governing body, between continuity and renewal.

6. Good governance means engaging stakeholders and understanding formal and informal accountability relationships;

Taking an active and planned approach to dialogue with accountability to the public;

Taking an active and planned approach to responsibility to staff and students;

Engaging effectively with institutional stakeholders.

APPENDIX 3

A person will be considered fit and proper if he/she meets the following criteria:

1. the Person is of good character.
2. Has the qualifications, competence, skills and experience that are necessary for their role.
3. Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks which they are appointed for.
4. Has not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The following are indicators that a person may not be a fit and proper person:

1. Conviction of a criminal offence anywhere in the world.
2. Involvement in any abuse of the tax systems.
3. Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
4. Dismissal from a position of trust or similar.

The following two checks are mandatory for Governors, Senior Leaders and the Principal:

1. DBS (Disclosure and Barring check)
2. Section 128 check

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