



Kingston Maurward College Corporation
Standing Orders
2019

1. Constitution

The Corporation operates in accordance with the provisions of the statutory Instruments and Articles of Government (I&A) 2018

2. Objective

2.1 Under Article 3 (1) of the Instruments and Articles of Government the Corporation shall be responsible for:

- a) the determination and periodic review of the educational character and mission of the College and for the oversight of its activities;
- aa) publishing arrangements for obtaining 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;
- b) approving the quality strategy of the College;
- c) the effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding their assets;
- d) approving annual estimates of income and expenditure;
- e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk;
- f) setting a framework for the pay and conditions of service of all other staff.

2.2 The Corporation shall also be responsible for:

- a) monitoring the performance of the Principal, who shall be responsible for the day to day management of all aspects of the College;
- b) monitoring the performance of the Clerk to the Corporation, who shall ensure that the Corporation's proceedings are conducted in accordance with statutory provisions;
- c) fostering good relations between the College and the community it serves, ensuring that the College's aims and objectives are understood.

3. Membership

3.1 The full Corporation shall consist of no more than 20 members who have the necessary skills, experience and personal characteristics to ensure that the Corporation carries out its business effectively. The composition shall be:

- a) **15 independent members** who maintain the best possible balance in terms of experience, background, ethnicity, age, gender and who are representative and bring strengths from the public, private or voluntary sectors. These appointments shall be made by the Corporation on the recommendation of the Search & Governance Committee.
- b) **The Principal;**

- c) **two members of Staff**, one teaching member of staff, nominated and elected by teaching staff, and the other business support member of staff, nominated and elected by business support staff;
 - d) **two Student members**, from Further Education, Higher Education, or an Apprentice, nominated and elected by their fellow students, or appointed by the Corporation.
- 3.2 The Corporation shall appoint a Chair and Vice Chair from the Corporation. Neither the Principal, nor any staff or student member shall be eligible to be appointed as Chair or Vice Chair, or to act as Chair in their absence.

4. Terms of Office

- 4.1 Terms of office shall normally be:
- Members - three years
 - Staff members – three years, but shall cease when the member of staff leaves the College;
 - Student members – two years, but shall cease when the student leaves the College;
 - Principal ex officio.
- 4.2 Members retiring at the end of their term of office shall be eligible for re-appointment, and past performance reviewed before re-appointment takes place on the recommendation of the Search & Governance Committee.
- 4.3 The maximum number of appointments will be 4 x 3 blocks (12 years maximum). If the Search Committee and Corporation decide that it is appropriate to re-appoint a member who has served more than 12 years to ensure that the Corporation has the skilled members necessary to carry out its functions, the reasons shall be explained and recorded.
- 4.4 Members may resign at any time by advising the Chair or Clerk of their intention in writing.
- 4.5 The Corporation shall appoint a Clerk and Deputy Clerk to the Corporation. The Clerk will be subject to an annual appraisal, undertaken by the Chair and Principal.

5. Termination of Membership

- 5.1 A Member may resign from office at any time by giving notice in writing to the Clerk.
- 5.2 Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification.
- 5.3 If at any time the Corporation is satisfied that any Member –
- a. is unfit or unable to discharge the functions of a Member, or,
 - b. has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation; or
 - c. has breached the Code of Conduct applying to members of the corporation from time to time; or

- d. has been guilty of any fraud or dishonesty or has acted in a manner which, in the Corporation's opinion, brings or is likely to bring, the Corporation into disrepute or it materially adverse to the Corporation's interests; or
- e. should not continue in office, as their appointment is not in the best interests of the Corporation for whatever reason

6. Quorum

- 6.1 The quorum for Corporation meetings shall be 40% rounded up and must not include any member barred from taking part or voting because of a declared interest or for any other reason as laid down in the Instrument and Articles.
- 6.2 The quorum for each Committee is specified in their respective Terms of Reference which are subject to annual review by the respective Committee and Corporation.
- 6.3 If the number of members assembled for a meeting does not constitute a quorum, or during the course of the meeting the number of members present ceases to be a quorum, no formal decisions may be taken at the meeting, and items requiring decision will be submitted to the next meeting for approval. The Chair shall, if deemed appropriate, convene a special meeting as soon as it may conveniently be arranged.

7. Appointment of Chair and Vice Chair of the Corporation

- 7.1 The Chair and Vice Chair of the Corporation shall be appointed for a maximum of 2 years.
- 7.2 The Principal, staff and student members shall not be eligible to be appointed as Chair or Vice Chair, but shall be eligible to vote.
- 7.3 Normally, at the last meeting before the expiry of the term of office of the Chair or Vice Chair, or following the resignation or removal from office of the Chair or Vice Chair, the members shall appoint a new Chair or Vice Chair, as the case may be, from among their number.
- 7.4 At the expiry of their term of office, the Chair or Vice Chair shall be eligible for re-appointment, although members should not normally serve as Chair or Vice Chair for a period longer than 6 consecutive years.
- 7.5 If both the Chair and Vice Chair are absent from a meeting, the members who are present shall choose one of their number to act as Chair for that meeting.
- 7.6 The Chair and Vice Chair may resign their respective positions at any time giving notice to the Clerk.
- 7.7 If the Corporation is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, or that it is not in the best interests of the Corporation for the Chair to continue to carry out the function of the office, it may give written notice, removing the Chair or Vice Chair from office and the office shall then be vacant.

8. Role of the Chair

- 8.1 The Chair's main function is to provide leadership and maintain a strategic overview to enable Members to carry out their responsibilities. Specific duties shall be:
 - chair Board meetings of the Corporation and relevant committees or other meetings
 - call special or additional meetings where necessary

- exercise a casting vote at meetings
- ensure the Corporation focus on major strategic issues
- ensure that there is a supportive working relationship between Members and Managers, through dialogue with the Principal
- maintain awareness of the distinction between governance and management
- foster effective governance through leadership and good practice
- develop Members as a team and encourage representation of a variety of skills
- act as a spokesperson and ambassador for the College.

8.2 Full Role Description of Chair attached as Annex A

9. Meetings

- 9.1 The Corporation shall meet at least once in every term, but usually every half term, and shall hold such other meetings as may be necessary
- 9.2 Advance timetabling of the Corporation and its Committees will be undertaken by the Clerk and agreed by the Corporation.
- 9.3 The Clerk will formulate with the appropriate Chair and the Principal, the agenda and supporting papers. Any Member can request through the Chair for an item to be placed on the agenda for a Corporation or Committee meeting.
- 9.4 All meetings shall be summoned by the Clerk who will give written notice of the meeting distributing agendas and supporting papers seven days in advance of the meeting, via the Governors' Virtual Office (GVO), the protocol for which is approved by the Corporation.
- 9.5 Agendas and supporting papers will be concisely written, giving a clear indication of what action is required, for example, for information only or for approval.
- 9.6 Other College Managers will be invited to attend meetings to present specific reports, but must withdraw from any meeting at which their own remuneration or other sensitive information is being considered.
- 9.7 A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Clerk of any five members.
- 9.8 The Clerk will monitor Members' attendance at Corporation and its Committees to ensure high levels of attendance. It will normally be expected that at least 70% attendance over a twelve month period is attained, unless there are temporary extenuating circumstances. The Clerk will keep a record of attendance.
- 9.9 For quoracy reasons, apologies for absence, lateness or the need to leave early in respect of a meeting should be communicated to the Clerk at the earliest opportunity.

10. Committees/Strategic Working Groups

- 10.1 The Corporation has established committees as follows:-
- Audit & Assurance Committee
 - Finance & Resources Committee
 - Quality & Standards Committee
 - Remuneration Committee
 - Search & Governance Committee

- 10.2 Each Committee shall have Terms of Reference which will determine its role and areas of responsibility and which will be reviewed by the Corporation at least every three years.
- 10.3 Each Committee shall have an annual Work Programme approved by the Corporation.
- 10.4 The Search & Governance Committee and the Corporation shall regularly review Corporation composition, committee structure and membership. This shall be confirmed at least once a year, usually in the Summer term.
- 10.5 The Chair of each Committee shall be appointed for a maximum of 2 years.
- 10.6 At the expiry of their term of office, the Committee Chair shall be eligible for re-appointment, although should not normally serve for a period longer than 6 consecutive years.
- 10.7 If the Chair is absent from a meeting of the Committee, the members present will choose one of their number to act as Chair for that meeting.
- 10.8 The Corporation may establish Strategic Working Groups to cover key strategic areas. These are joint groups of the College Executive and the Corporation, to act as advisory roles in relation to the strategic management and operation of the related activities. Each Working Group will have Terms of Reference approved by the Corporation.

11. Declaration of Personal / Other Interest

- 11.1 Members must declare any financial interest, including the nature and extent of such interest, in:
 - i. the supply of work or goods to or for the purposes of the College;
 - ii. any contract or proposed contract concerning the College;
 - iii. any other matter relating to the College.
- 11.2 Members should also declare any interest relating to:-
 - i. any financial interest, including the nature and extent of such an interest, in the College of his/her spouse or partner, and their own or their spouse/partner's close family;
 - ii. any non-financial personal interest of Members, such as membership of other public bodies and institutions; trusteeship of a trust where the Member, or other person closely connected with him/her, may be a beneficiary; or membership of a closed organisation.
- 11.3 The declaration of interest is normally the responsibility of the individual Member. However, if the Clerk, on the basis of information in the Members' Register of Interests, has reason to believe a Member has a financial interest or personal interest that may need to be declared, the Clerk should draw this to the attention of the Chair and the member concerned (preferably before the meeting).
- 11.4 Having declared a financial or other interest, the Member concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Members may prefer to withdraw from the meeting, but are not obliged to do so unless a majority of members requires him/her to withdraw.
- 11.5 At each meeting, Members will be reminded and invited to declare interests in any matters under consideration at the meeting, and the interest recorded in the minutes.

12. Conduct of Meetings

- 12.1 Corporation meetings will have the following standing items on each agenda:
 - i. Declarations of Interest
 - ii. Apologies
 - iii. Minutes of the last meeting
 - iv. Principal's Report
 - v. Student Voice Reports
 - vi. Minutes of Committees
 - vii. Entries for the Risk Management Register.
- 12.2 Every question to be decided at a meeting shall normally be determined by a majority voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have the second or casting vote.
- 12.3 Not all decisions are taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. Any member may call for a vote.
- 12.4 Members may also be consulted and make decisions by voting electronically to the Clerk on matters of urgent business, agreed by the Chair, outwith scheduled meetings. The normal consensus, articulated in clauses 14(1) and 14(2), will apply. Any resolution thus made will be confirmed and minuted at the next scheduled meeting of the Corporation or Committee
- 12.5 A Member must vote according to his/her own conscience and must not vote to represent the views of other bodies or individuals.
- 12.6 A Member may not vote by proxy which includes postal voting.
- 12.7 A student member under the age of 18 may not vote on any expenditure, debt, liability or contract.
- 12.8 No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the resolution or variation is a specific item of business on the agenda for that meeting.
- 12.9 Once a matter is determined, individual Members will be bound by the collective decision of the Corporation.
- 12.10 Standing Orders may be waived for exceptional reasons only by the formal agreement of the Corporation, which shall require the decision to be recorded in the minutes.

13. Public Access to Agenda and Minutes

- 13.1 Copies of the agenda, minutes and papers for each meeting of the Corporation and its Committees will be made publically available during the hours of 9am – 5pm, Monday to Thursday, in the office of the Clerk. The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential.
- 13.2 The non-Confidential minutes will be placed on the College's website once agreed by the Corporation and signed by the Chair.
- 13.3 Minutes will be retained on the College's website for a period of 12 months.

14. Confidentiality

- 14.1 The Corporation endorses the principles identified by the Committee on Standards in Public Life (Nolan Committee) for those holding public office and adherence to these standards forms part of the Code of Conduct for Board Members.
- 14.2 In line with the Corporation's commitment to openness and accountability, the Corporation aims to keep confidential papers, agenda items and exclusions to a minimum. Taking into account the I&A, Freedom of Information Act and the General Data Protection Regulations, the Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:
- matters concerning individuals including staff, students and prospective governors;
 - sensitive commercial or business information which would be disadvantageous to the College to release;
 - negotiations with trade unions;
 - legal advice on sensitive or confidential matters.
- 14.3 The Principal, Staff and Student Members in attendance shall be asked to withdraw whilst certain confidential items are discussed. Such matters shall include, but not be limited to, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal and retirement of senior post holders.
- 14.4 The Clerk may not be excluded from access to any meeting or any paper, except where it relates directly to the Clerk's interest. When the Clerk withdraws for interest reasons, the Chair shall take the minutes of that section of the meeting.
- 14.5 Informal meetings of the Corporation namely; Strategy sessions and Strategic Working Groups, will be held confidentially at all times to allow free discussion, with any decisions formally approved by the Corporation in due course, when the status of the items will be as a formal meeting.
- 14.6 The Corporation shall keep under review any item deemed to be confidential, stating when it is to be reviewed, and will release information if there is no longer a reason to keep it confidential.

15. Access to meetings

- 15.1 The public does not have an automatic right of access to meetings of the Corporation and its Committees.
- 15.2 Corporation and Committee meetings shall be held in private unless a specific resolution is passed allowing access to the public.
- 15.3 Any member of the public wishing to attend and observe meetings must make a prior written request to the Clerk, stating their reason for wishing to attend. The request will be brought to the attention of the Chair and considered at the following meeting. Making a request is not a guarantee that it shall be granted.
- 15.4 All senior post holders shall attend all Corporation meetings.
- 15.5 Persons who are not Members, or co-opted members, such as college staff, auditors and professional advisors, may attend meetings when requested by the Corporation, the Committee or the Clerk.

16. Allowances, Expenses and Gifts

- 16.1 The Corporation shall not pay allowances which remunerate Members for their services as members, without the written approval of the Secretary of State.
- 16.2 Members may be reimbursed for travelling, subsistence or other allowances as it decides, properly incurred in the performance of their duties. Expenses must be claimed within three months from when they were incurred.
- 16.3 Expenses for members other than the Chair of the Corporation and the Principal should be submitted to the Clerk for approval and record purposes.
- 16.4 Expenses for the Chair of the Corporation should be submitted to the Chair of the Audit Committee for approval and to the Clerk for record purposes.
- 16.5 Expenses for the Principal and the Clerk should be submitted to the Chair of the Corporation for approval and the Clerk for record purposes.
- 16.6 Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity.

17. Application of the Corporation Seal

- 17.1 The Corporation Seal shall be used for any document which must be made under seal as detailed in the Instrument & Articles.
- 17.2 The Corporation Seal shall be authenticated by signature of the Chair or Vice-Chair and the signature of any other Governor, or any two members agreed prior to the application.
- 17.3 The document to which the seal has been affixed will be registered in the College's statutory books by the Clerk or other senior manager in the absence of the Clerk.
- 17.4 The Clerk will be responsible for ensuring that the Corporation Seal is kept in a secure location.

18. Protection Policies

- 18.1 DBS Checks – The Corporation has determined that Members are required to complete an enhanced DBS check, normally on appointment. In the event that such an enhanced DBS check gives rise for due concern, then the Chair in consultation with the Principal shall conduct a risk assessment to determine suitability of the person in question to continue as a Member.
- 18.2 Safeguarding
 - a. The Corporation is committed to protecting the safety of young people and vulnerable adults. The Corporation shall approve and keep under review safeguarding and child protection procedures, and receive regular reports on issues and general updates.
 - b. Members shall undertake the relevant Safeguarding training.

19. Speaking on behalf of the Corporation

- 19.1 Individual members are not authorised to speak on behalf of the Corporation. Any request for public comment should be referred to the Chair or Principal via the Clerk. If the matter concerns the Clerk, it should be directly referred to the Chair or Principal as appropriate.

19.2 Individual members may from time to time meet or otherwise communicate with various College stakeholders, but it is expected that Members would do this with the knowledge of (and in most cases at the request of) the Corporation and College management.

20. Complaints (see Policy at Appendix A)

21. Resolving Difficulties

21.1 Where the Clerk believes that the Corporation, or a Committee, is likely to act beyond its powers, the Clerk shall raise the issue immediately with the Chair of the Corporation. Where the Chair is involved in the decision, the Clerk should raise the issue with the chair of the Audit & Assurance Committee.

21.2 If the advice of the Clerk is not accepted, the Chair will seek guidance, at their discretion but at the college's expense, from an appropriate source or body. This may be one or more of the following:

- the College's legal advisors
- the College's internal or external auditors
- The Association of Colleges

22. Review of Standing Orders

22.1 These Standing Orders may be amended, modified or replaced by resolution of the Corporation.

22.2 These Standing Orders should be reviewed by the Corporation every two years.

23. Relationship to other documents

23.1 These Standing Orders supplement but are subordinate to the Instrument & Articles of Government. In instances of any conflict between these two documents, the provisions of the Instrument & Articles of Government shall prevail at all times.

23.2 Members have determined their own code of conduct with which they will comply.



ROLE DESCRIPTION FOR THE CHAIR OF CORPORATION

1. Appointment

a) The Chair to the Corporation is elected by the full membership of the Corporation, in accordance with the Colleges Standing Orders. The Chair is responsible solely to the Corporation.

2. Leadership

a) The Chair is a Member with the same duties and obligations as all other members.

b) The Chair is responsible for the leadership of the Corporation. As the chair of its meetings, he/she is responsible for ensuring that the necessary business is carried on efficiently, effectively, and in a manner appropriate for the proper conduct of public business.

c) The Chair should ensure that the Corporation acts in accordance with the Instrument and Articles of Governance, other external regulatory requirements, and with the institution's own internal rules and regulations, and should seek advice from the Clerk in any case of uncertainty.

d) The Chair should ensure that the Corporation exercises collective responsibility, that is to say, that decisions are taken corporately by all members acting as a body. The Chair should encourage all members to work together effectively, contributing their skills and expertise as appropriate, and should seek to build consensus among them.

e) The Chair is responsible for ensuring that the Corporation conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

f) The Chair shall ensure that the Clerk maintains an up-to-date register of the Interests of members of the corporation, and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified, exposed, and managed appropriately, in order that the integrity of corporation business shall be, and shall be seen to be, maintained.

3. The Business of the Corporation

a) The Chair is responsible for ensuring that the Corporation exercises control over the strategic direction of the institution, and that the performance of the institution is adequately assessed against the objectives and indicators which the Corporation has approved.

b) The Chair should ensure through liaison with the Clerk that all relevant information (including regular and satisfactory management and committee reports) are presented to the Corporation.

c) The Chair should, at all times, act in accordance with established protocols for the use of delegated authority as set out in the Colleges Standing Orders. All instances of the use of delegated authority should be reported to the next meeting of the corporation.

d) The Chair should endeavour to establish a constructive and supportive but challenging working relationship with The Principal recognising the proper separation between governance and executive management, and avoiding involvement in the day-to-day executive management of the institution.

e) The Chair should develop effective working relationships with the Clerk to the Corporation, and work closely with her in the operation of corporation business.

f) Any arrangement for the Chair to act as formal signatory on behalf of the institution e.g. in connection with the use of the seal or the approval of the financial statements should be stipulated.

g) In relation to new senior post-holder appointments (including the Principal), the Chair shall assist in compiling job descriptions and person specifications, and in the case of the Principal supervise the selection and appointment process.

h) The Chair will be responsible for instigating any disciplinary action against the holders of posts designated as senior posts and the Clerk to the Corporation.

i) In chairing meetings of the Corporation the Chair shall ensure that all bye-laws and committee procedures are complied with, and will liaise as required with chairs of corporation committees to ensure reasonable consistency of practice in corporation business.

4. The Performance of the Corporation

a) The Chair should ensure that the Corporation attempts to maximise its effectiveness through critical self-assessment of its own performance and processes, and through ensuring that appropriate performance review processes exist and are acted upon throughout the institution.

b) The Chair should ensure that the Corporation approves and operates a procedure for the regular appraisal/review of the performance of its individual members and should participate as appraiser/reviewer in that process. The Chair should encourage members to participate in appropriate training and development.

c) The Chair will be responsible for the appraisal/review of the performance of the Principal, and will make recommendations to the Remuneration Committee.

d) The Chair will be responsible for the appraisal/review of the performance of the Clerk to the Corporation, and will make recommendations to the Remuneration Committee.

e) The Chair should lead the process for the recruitment of new members of the Corporation, and should ensure that satisfactory succession plans exist for new recruiting members, which

takes full account of the need to ensure a diverse membership with the necessary skills and expertise.

5. The External Role

a) The Chair will represent the Corporation and the College at external meetings, presentations, conferences and other external bodies to which he is elected.

b) The Chair may be asked to play an agreed ambassadorial role on behalf of the institution.

c) The Chair will be asked to play a major role in liaising between key stakeholders and the institution.

6. Personal

a) The Chair will have a strong personal commitment to further and higher education and the values, aims and objectives of the institution.

b) The Chair will at all times act fairly and impartially in the interests of the Corporation and institution as a whole, using independent judgement and maintaining confidentiality as appropriate.

c) The Chair is expected to attend all meetings of which he/she is Chair or a member, or give timely apologies if absence is unavoidable.

d) The likely overall time commitment required of the Chair for the effective conduct of the duties of the post 20 hours per month.

e) The office of Chair is not remunerated, but the Chair is encouraged to reclaim all travel and similar expenses incurred in the course of institutional business, via the Clerk. Directors' liability insurance is in place and clerical support if required.

COMPLAINTS AGAINST THE CORPORATION, BOARD MEMBERS AND THE CLERK

1. A complaint against the Corporation, a Board Member (including the Principal/Chief Executive if the complaint relates to his/her role as a Board Member) or the Clerk to the Corporation may be made by an individual or an organisation in relation to his/her or their dealings with the College. Complaints must relate to:
 - the performance by the Corporation, a Board Member or the Clerk of the functions respectively allocated to them under the Articles of Government of the College; and/or
 - the exercise by the Corporation of its powers; and/or
 - any other alleged breach or non-observance of the duties of the Corporation, individual Board Members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members or the SFA Financial Memorandum or EFA Funding Agreement or the Code of Good Governance for English Colleges.

All complaints should be made in writing, identifying the complainant¹ and addressed to the Clerk to the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation) at:

The Clerk to the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation)
 Kingston Maurward College
 DORCHESTER
 DT2 8PY

2. 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 he/she is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the Clerk since these are decisions for the Principal/Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.
3. The Clerk to the Corporation or Chair of the Corporation will:
 - acknowledge receipt of the complaint within seven working days; and

¹ Where the complainant has indicated that he/she wishes to remain anonymous he/she should be warned that in order to take effective action in respect of the complaint it may be necessary to reveal his/her identity on a "need to know" basis during any investigation. Where a complaint is received anonymously, it will not be appropriate to ignore such correspondence. Steps should normally be taken to establish whether, on the information available, a problem can be identified. If a problem is identified, remedial action should to be taken. It may, however, be difficult to carry out a more detailed enquiry into a complaint without being able to interview the complainant and obtain the information that would be necessary to undertake a more robust enquiry.

- refer the complaint to one or more of the following for investigation: the College's Audit & Assurance Committee; one or more Board Members; a person (nominated by an external sector body) who has substantial experience of college 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 subject of the complaint². 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 28 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 Board Members or the Clerk those persons shall withdraw and take no part in the discussion of the investigation outcome.
7. The Clerk to the Corporation or Chair of the Corporation shall within seven working days of the Board's determination of the complaint provide a written response to the complainant and to those subject of the complaint confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Secretary of State for Business, Innovation and Skills/ Secretary of State for Education and the Skills Funding Agency/Education Funding Agency).

² There is no legal right to be accompanied at such meetings but consideration may be given to whether interviewees should be entitled to be accompanied and, if so, by whom.