



INTRODUCTION

There are no published policies or guidance specifically for governing bodies of Independent Specialist Colleges (ISPs). This is because by their very nature they are independent of Statutory guidance for FE or 6th form Colleges. FE colleges have Instrument and Articles of governance required by Acts of Parliament, ISPs do not.

Where an ISP has a funding agreement with the ESFA, that document places many reporting, assurance, and due diligence requirements on an ISP. The Governing Body of Pinc College in overseeing the running of the College, has automatically taken responsibility for oversight of these areas.

ESFA/DfE REQUIREMENTS

The DfE requires ISPs to have appropriate governance in place but the governing body itself is not accountable to the DfE and ISPs are not required to adhere to the FE Governors Handbook or make governance reports to the DfE or other such returns on governance.

Where an ISP has a funding agreement with the ESFA, that institution is then subject to inspection and monitoring visits by Ofsted.

The ESFA requires ISPs to have a governance page on their website, and a register of conflicts of interest on that page. This is set out in the Governance Handbook for schools and academies. It states that Boards must publish details about each person on their websites. This information must include any relevant material business or pecuniary interests, including any governance roles in other educational institutions.

ENHANCED DBS CHECKS

Whilst governors do not undertake regulated activity with the students at the College, it is seen as good practice and transparency to request references (as they are applying for a position at the College) and an enhanced DBS check (not including a children's barred list check) to demonstrate due diligence in the recruitment of personnel who will be holding positions of trust.

Although not an FE College, there are certain policies and guidance that ISPs can follow as good practice. The FE and Sixth-Forms College Corporations Governance Guidance (August 2023) requires that a DBS check is requested to ensure governors are eligible to serve.

Requiring an enhanced DBS and references gives the right messages about the College's commitment to recruiting suitable people. It also gives assurance to the ESFA, local authorities, students, parent/carers, and external organisations.

The flowchart on page 66 of KCSIE 2023 gives an example of a volunteer working at a school/college. Even where that volunteer does not have the opportunity for contact with children, and therefore not in regulated activity, it notes that an enhanced DBS check may be obtained.



The information and checks will also be recorded on the College single central record.

APPLICATIONS

Applications, when vacancies arise are to be made in writing by submitting a CV along with a statement setting out what the applicant can bring to PINC College. Applications will be determined by the College Governing Body, including the requirement for two references and agreement to undertake an enhanced DBS check.

TRAINING

Governors are carefully selected and vetted according to statutory requirements. There are clear and effective arrangements for development and training on the protection learners. This includes training for governors so that they can challenge leaders in order to assure themselves that safeguarding is effective in their College. All governors will receive an induction training programme and ongoing training as identified.

CONFIDENTIALITY

All information regarding students and College finances should not be shared outside of College Governing Body Meetings.

OFSTED

The VP – Learning Journey and Quality - is the delegated lead/nominee for the management of external inspections. PINC College Governing Body will be notified as soon as is practicable of any external inspection. Governors will contribute to any inspection that falls within their area of expertise or responsibility.

Governance is an area that Ofsted will review.

OFSTED will review the following:

The impact governors – whether they provide confident, strategic leadership and create strong accountability for, and oversight and assurance of, educational performance to ensure continuous and sustainable improvement.

ALL governors must:

- Understand their role
- know the college and its strengths and weaknesses
- support and strengthen leadership, ensure clarity of vision and contribute to shaping strategic direction
- promote the welfare of students
- ensure College meets its statutory obligations
- provide challenge and hold SMT to account for improving quality of learning and effectiveness of performance management systems
- oversee financial performance



- publishing timely and accurate information as required
- ensuring equality and diversity throughout the College
- using the College's autonomy and independence to meet local education and skills needs.

CONSTITUTION ROLE AND PURPOSE

The College Governing Body is appointed by and is responsible to the Chief Executive Officer for the detailed scrutiny of all matters relating to the organisation's regulatory and standards responsibilities for PINC College education delivery. The College Governing Body has no executive powers other than those specifically delegated by these Terms of Reference. PINC College Governing Body are to provide assurance and oversight of PINC College's operational functions, specifically governance, academic standards and learning progress, risk and safeguarding, and financial oversight relating to the allocation of resources. They are also to support PINC College's Leadership Team with the appointment of key staff and to hold these key staff to account for the educational performance of the organisation and its students. The Governing Body will be expected to reflect and demonstrate values that aligned to PINC College values: • Respectful • Safe Responsible • Kind.

COLLEGE GOVERNING BODY

ALL governors, regardless of whether staff, parent or independent persons are required to consider and contribute to all agenda items. However, some will have been appointed because they have a specific skill, such as financial management or safeguarding. These governors may, therefore, be required to lead an occasional sub-meeting (depending on size of College and/or Board) or to prepare papers and lead on particular areas.

MEMBERSHIP

The PINC College Governing Body will consist of up to 8 members.

Members of the College Governing Body must be individuals who offer relevant current expertise and/or knowledge identified as required by the College. This must include the following areas of expertise:

- Finance;
- Risk and governance;
- Planning and strategic development;
- Education delivery, assessment and quality assurance;
- Safeguarding and student safety;
- Health and Safety.



CORE VALUES

- Respectful
- Professional
- Prudent
- Passionate

EXPECTATIONS

- Putting the student first
- Ensuring inspirational teaching and learning
- Creating a safe environment
- Providing strong leadership
- Setting strategy and acting as guardians of the College mission, vision, and values
- Demonstrating accountability to parents, students, staff, partners, employers, and funders
- Publishing timely and accurate information as required
- Ensuring equality and diversity throughout the College
- Using the College's autonomy and independence to meet local education and skills needs.

ROLE OF THE GOVERNING BODY

- To support and challenge The Chief Executive Officer and Director(s)
- Ensure clarity of Vision, Mission, and Strategic Direction
- Support best outcomes for young people supported in learning by PINC College.
- Support the development and consistency of an organisational culture that promotes inclusion, care, and innovation
- Ensure we comply with legal duties
- Review the financial performance of PINC College.

GOVERNING BODY MEMBERS

The College ensures a balance of skills across the members. The College Chief Executive Officer reports to the Governing Body.

The Chair is responsible for the leadership and takes particular care to ensure that the members observe the values of College governance.

Members bring their knowledge and expertise to the table and support and challenge, ensuring the student interest is first and they act in the interests of the College.

All members ensure that individually and collectively they have or acquire sufficient understanding of the work of the College and the educational landscape.

Succession planning is in place.

Governing Body members will:

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- Meet Termly as a minimum – more if specific concerns need to be discussed
- Ensure declarations of interest have been lodged on an annual basis or as such declarations arise or change
- Agree to enhanced DBS checks being carried out
- Ensure there are minutes taken for all meetings
- Complete a skills audit

As a minimum, responsibilities cover the following areas:

- Finance – progress against budget & review against ESFA Gearing Ratios
- Health and Safety
- Quality Assurance
- Safeguarding
- Teaching and Learning
- Leadership and Management
- Internal systems of Control and Risk Management

THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is not a member of the governing body but is responsible for the executive management and day to day direction of the College. They must ensure appropriate matters are brought to the Board and ensure that they:

- Implement the Board's decisions
- Advise the Board as required
- Undertake the role of Accounting Officer
- Facilitate the opportunity for College governors to meet with students and staff
- Prompt and coherent management reports to the Board on areas such as:
 - College activities and prospects
 - Major new risks

Governors do NOT:

- write College policies
- work directly with the students
- fundraise
- undertake classroom observations
- undertake financial or health and safety audits

CONFLICTS OF INTEREST

A conflict of interest is any situation in which a Governor's personal or professional interests or loyalties, and those of the College, arise simultaneously or appear to clash. For example, if the College awarded a contract to another organisation owned



by a Governor, or where the Governor perhaps has a consultancy role, the person in question could face conflicting pressures between maximising profit for his or her company and keeping costs low for the College.

TERM OF OFFICE

ALL governors, including the Chair, will be appointed for a year, renewable subject to satisfactory performance. Renewal will not be automatic and only take place after proper consideration of their attendance, contribution to the work of the College and assessment against the skills audit.

It is expected that a parent governor will resign once their child has left the College.

REMOVAL

The Board may remove a Governor from the College Governing Body if they believe it is not, for whatever reason, in the interests of PINC College, for that person to remain a Governor.

Governors must not receive any payment of money or other material benefit from Pin College except for the reimbursement of reasonable out of pocket expenses or where written permission has been sought and gained from The Charity Commission.

Governors must comply with the policies of PINC College.

RECRUITMENT

In recruiting new governors, the existing governors must act in the best interests of the College. In order to ensure this is the case, and that they are in a position to explain to new governors what is required of them, existing governors need to be clear in their own minds about the purposes and aims of the College, as well as their broader duties and responsibilities as governors. All potential new governors will be required to apply in writing, expressing their interest and why they feel they have the skills to serve on the governing body of an ISP. They will also be required to agree to an enhanced DBS check (if not already held) and provide two independent references.

NUMBER AND CONDUCT OF MEETINGS

At least three meetings of the PINC College Governing Body will be held each year. At least one meeting will be held per academic term. The quorum for any meeting of the College Governing Body shall be three, of which one must be the Chief Executive Officer.

The Chair or (if the Chair is unwilling or unable to do so) the Vice-Chair will preside at each meeting. A meeting of the College Governing Body may be held in person or by suitable electronic means agreed by the Chair of Governors in which all participants may communicate with all other participants.

Any member who does not attend two Governor meetings in any year without good cause will be required by the Chair to resign their position.



Every issue may be determined by a simple majority of votes cast at a meeting.

Every Governor has one vote on each issue. In the case of a tied vote, the Chair of the meeting will have a casting vote.

Governors may be expected to work on identified work streams that will meet between strategic meetings. Those members will be required to feedback to the College Governing Body. Extraordinary meetings may be called to discuss urgent issues, or issues that require a decision outside of the normal cycle of meetings.

DECLARATION AND MANAGEMENT OF CONFLICTS OF INTEREST

On joining the PINC College Governing Body, and annually thereafter, each Governor will complete a formal Declaration of Interests form. Governors who have links to other education providers or relevant key stakeholders must be able to act in such a manner whereby no confidential information is shared, and professional boundaries observed at all times.

A declarations of interest register is published on PINC College website. Governors who find themselves with a conflict of interest, that cannot be managed effectively, will be required to resign from the College Governing Body.

Governors will declare an interest in any item on the agenda of a meeting they attend at the start of the meeting or as soon as the interest becomes known, whichever is the soonest.

Governors will withdraw from the meeting whilst that item is discussed and Governors will not be eligible to vote on any item in which they have an interest.

RESPONSIBILITIES OF THE COLLEGE GOVERNING BODY

Key delegated responsibilities are to provide assurance and oversight on

- PINC College's operational functions:
- Governance
- Academic standards and learning progress
- Risk management
- Safeguarding and student safety
- Financial oversight
- Staffing and resources
- Marketing and Public Relations

POWERS DELEGATED TO THE COLLEGE GOVERNING BODY

Any powers delegated to the College Governing Body will be delegated in writing.

Powers are delegated to the Chief Executive Officer of College, who is responsible for the operational management of PINC College activities.

- Develop PINC College strategic plan and make recommendations to the Board of Trustees for approval;

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- Develop PINC College annual operational plan, including Key Performance Indicators, and make recommendations to the Chief Executive Officer for approval;
- Review performance against agreed KPIs and report progress and any identified risks of underperformance
- Monitor and ensure compliance with regulatory and external quality assurance agencies requirements, including but not limited to
 - ESFA funding conditions
 - Ofsted
 - Awarding Organisations and/or Exam Boards
 - Information Officer's Office;
- Approve and monitor arrangements for the maintenance and development of its own internal quality assurance policies;
- Complete an annual self-assessment review of governance of PINC College and make recommendations for approval;
- Consider the outcomes of regulatory, inspection, and other external assessments of the organisation and ensure that appropriate organisational responses are devised and reported to the Board of Trustees;
- Provide robust information to allow the Chief Executive Officer to meet their responsibilities for governance;
- Approve processes for the monitoring of the academic standards achieved by students;
- Approve processes, and their implementation, to ensure compliance with General Data Protection Regulations and ICT Security;
- Review and recommend approval of policies

ACADEMIC STANDARDS AND LEARNING PROGRESS

- Approve and monitor the procedures for:
 - Delivery of educational programmes
 - assessment of learners achievements
 - Internal quality assurance of teaching, learning, and assessment
 - Induction of learners and information, advice and guidance
 - Management of student health, safety and wellbeing
 - Risk assessment and management;

Approve and monitor the development and implementation of an effective curriculum;

- Monitor the achievement and teaching and learning outcomes of learners, including progression, and report identified risks to the Board
- Hear appeals made under the PINC College Complaints and Appeals Policy and Procedures in respect of education provision, and report outcomes to the Governing Body

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- Monitor enquiries, complaints or appeals the organisation receives from users of its education provision and the way in which it deals with those complaints, and report identified risks to the Board
- Approve and monitor arrangements for ensuring the voice of learners and the quality of their experience and welfare is central to organisational decision making;
- Risk management
- Implement and monitor PINC College risk register;
- Approve and monitor processes for risk assessments for education activities and individual students;
- Report any high areas of risk, and any identified changes to risk, to the Board, along with identified control measures and actions;
- Safeguarding and student safety and wellbeing
- approve and monitor processes that assure a safe environment for students;
- Review safeguarding, prevent, and student safety and wellbeing policies in line with policy review dates and any external policy or guidance changes, and make recommendations to the Board for approval
- Monitor the number and types of safeguarding incidents and report all reportable safeguarding incidents to the Board
- Provide advice, guidance and support to the PINC College Leadership Team on safeguarding matters;
- Ensure safeguarding incidents are escalated to relevant local authorities and ESFA in line with organisational policies and funding agreements, and reported to Board

FINANCIAL OVERSIGHT

- View and discuss termly financial progress reports against budget and projections
- View and discuss termly progress in comparison to ESFA gearing ratios
- Review any contract where a governor, or member of the staff team or any person connected to them would benefit and make a recommendation to the Board for approval.

STAFFING AND RESOURCES

- Monitor the allocation of resources to support robust delivery, assessment and internal quality assurance arrangements and report into the Board against agreed KPIs;
- Review and approve procedures relating to performance management of key staff;
- Support the Leadership Team with the appointment and performance review of key staff, including the Chief Executive Officer
- Oversee the continued professional development of key staff, including the Chief Executive Officer



MARKETING AND PR

- Develop the PINC College marketing plan and make recommendations to the Board for approval;
- Support the Leadership Team with the implementation of the marketing and communications plan for PINC College;
- Ensure approval from the Board of Trustees for:
 - a. Any press release to counter adverse or potentially adverse publicity
 - b. Any press release arising out of the crisis management policy review

OUT OF POCKET EXPENSES

Wherever possible, meetings will be held on-line. However, there will be occasions where Governors attend the College in person and, in doing so, incur out of pocket expenses such as transport or care. The Chair will consider reasonable requests for reimbursement with evidence of financial expense, on a case by case basis.

THE TERMS OF REFERENCE FOR THE PINC COLLEGE BOARD

- will be reviewed by the PINC Board after 12 months initially, every three years thereafter as a minimum; in the event of a change in regulatory or best practice; or should the Board deem it necessary.