



## GOVERNOR RESPONSIBILITIES

### Introduction

The role of a Morley governor is multi-faceted. Governors are simultaneously members of the company, Morley College Limited, for the purposes of company law; directors of the company; and, as the company is a registered charity, charity trustees. It follows that governors have a wide range of responsibilities: these are set out in the Articles of Association, Code of Governance, Code of Conduct and Governor Role Descriptions. Copies of these documents are provided to all new governors on appointment and up-to-date versions of all of them are available on EMMA.

The Articles of Association set out the legal powers and duties of governors. The Code of Governance represents a commitment on the part of the Governing Body to exercise those powers and discharge those duties in certain ways, for which governors are willing to be held to account. The Code of Conduct commits governors to uphold and model the College's values, and otherwise to act in accordance with the highest ethical standards.

Role Descriptions were last updated by the Board in July 2016. There are separate role descriptions for External Governors, Staff Governors and Student Governors<sup>1</sup>, although most elements of the role are common to all three. Role descriptions have also been agreed for the roles of Chair and Vice-chair of Governors. These describe the additional duties of those officers over and above the duties that fall to all governors. The role description for an external governor is attached as Appendix 1.

This document amplifies the role descriptions and should be read in conjunction with them.

### Attendance at meetings and development sessions

A provisional schedule of Board and Committee meetings and development sessions for each College year is considered by the Board 12 months before the start of the year. The final schedule is then agreed four months before the start of the year<sup>2</sup>.

For 2018-19 the Board has set an attendance target of 80 per cent. The Board considers that its ability to bring a full range of knowledge and experience to bear on all the issues that it has to address depends on at least 80 per cent of governors participating in each meeting; and that, to play a full part in the work of the Governing Body, each individual governor needs to attend at least 80 per cent of board

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<sup>1</sup> Staff and Student Governors differ from other governors in that they are not selected by the Board, but appointed following election by their peers; but their duties and responsibilities are no different from those of External Governors.

<sup>2</sup> So, for example, the provisional schedule for 2018-19 was approved at the July 2017 board meeting. The final schedule was considered and approved at the March 2018 board meeting.

meetings, development sessions and meetings of committees of which he or she is a member.

It is likely that there will be some development sessions that it is not necessary for all governors to attend: for example, a governor who has recently undertaken safeguarding training in another setting (or, for staff governors, as a member of College staff) may choose not to attend a planned development session devoted to safeguarding. In such cases, the governor should inform the Clerk as early as possible, explaining the reason for his or her non-attendance.

The Governing Body also recognises that circumstances will arise in the course of the year that prevent an individual governor from attending a scheduled meeting or development session. Governors are asked to advise the Clerk as early as possible if they become aware that they will not be able to attend a scheduled board meeting or development session or a meeting of a committee to which they have been appointed.

While the Governing Body does not necessarily expect every governor to attend every development session, all governors are required to undertake induction training on appointment, and to ensure that their knowledge of the legal, regulatory and financial framework within which the College operates (including its responsibilities for safeguarding, equality and diversity and health and safety) remains fully up to date.

### **Governor Engagement Programme**

The purpose of the Governor Engagement Programme is to provide as many members of the Governing Body as possible with an insight into key curriculum and service areas. By participating in the programme, individual Governors gain a deeper understanding of the capacity and capability of the College to meet the needs of students and other stakeholders and of the ways in which strategic decisions of the Governing Body impact on College operations and the student experience. The Governing Body as a whole benefits from Governors sharing their observations following engagement visits. At the same time, the programme is intended to raise awareness among staff and students of the work of the Governing Body.

A full description of the Governor Engagement Programme is available on EMMA, together with the current programme of engagement opportunities and the form that governors are asked to complete following each visit. The expectation is that each external governor will undertake at least two engagement activities each year; some may wish to undertake more. Staff and student governors are welcome to participate in the programme, but are not required to do so as they are already exposed to at least some aspects of the College's work.

### **Other activities**

Attendance at meetings and development sessions and participation in the Engagement Programme are recorded by the Clerk and captured in Key Performance Indicators. The Clerk also keeps a record of the training and development activities (including activities outside the College) undertaken by each individual governor.

Governors are also strongly encouraged to attend other events organised by the College or by partner organisations. They may be asked to serve on interview

panels or working groups and may have informal visits to the College (usually to meet members of staff) which are outside the scope of the Governor Engagement Programme. Each governor is asked to keep a record of the additional activities that he or she has undertaken as a governor.

### **Governor development interviews**

Over a two-year cycle each governor will need to attend a development interview with the Chair (or Vice-chair) and Clerk. The purpose of these interviews is to:

- recognise and evaluate the contribution that the governor has made;
- obtain feedback on the quality of support provided by other governors, the Clerk and College staff;
- discuss the individual governor's future plans and how these fit in with the Board's plans for continuing enhancement of the quality of governance; and
- consider how, and over what period, further use can be made of the governor's skills and experience .

### **Resources**

It is the duty of the Clerk to ensure that governors have access to the information that they need to perform their roles. This is generally made available through EMMA. A Governors' landing page is currently being developed which should make it easier for governors to find the resources that they need. This will also include the forms (such as engagement visit report and expenses claim forms) that governors may need to complete from time to time.

Governors are welcome to contact the Clerk by email or, in cases of urgency, via his college, home or mobile telephone number at any time.

### **Information security**

Governors should be aware that information that they receive in the course of their work as governors is the property of the College. This includes letters and emails as well as board and committee papers.

College information may be downloaded (from EMMA or from emails) to governors' own devices for the purposes of review and comment, but should be deleted at the earliest opportunity. Hard copies of documents that are not in the public domain should be shredded. The Clerk is happy to arrange this for documents brought in to College.

Governors are reminded that emails sent and received by them through private email accounts that relate to college business may be considered as information held by the College for the purposes of the Freedom of Information Act. If these emails need to be retained, they should be held securely by the College.

Governors resigning or retiring from the Board should ensure that all information that they hold about the College is destroyed unless it is already publicly available (for example, on the College website).

**Time commitment**

The estimate of 10-15 hours a month should be seen as the minimum time commitment necessary for an external governor to discharge his or her duties, taking one month with another over the course of a year. Governors who serve on more than one committee or who chair committees may need to devote more time than this. Staff and student governors, who are not required to participate in the Governor Engagement Programme, and who continue while they are governors to have direct experience of at least some aspects of the College's work, are estimated to require somewhat less – around 10 hours.

A governor who finds that he or she has insufficient time available for governor duties should raise the matter with the Chair or Clerk.

## Appendix 1

### ROLE DESCRIPTION AND CRITERIA FOR APPOINTMENT – EXTERNAL GOVERNOR

LEARNING  
FOR LIFE  
*at Morley*

#### PURPOSE OF THE ROLE

1. As a member of the Governing Body of Morley College London (the ‘Governing Body’), to play a full part in College governance, including:
  - setting the strategic direction of the College, evaluating progress and making adjustments as required;
  - assigning roles and responsibilities;
  - establishing and modelling the College’s values and ethos;
  - ensuring that appropriate systems are in place to achieve the College’s strategic aims and manage the concomitant risks;
  - developing leadership; and
  - ensuring that the College fulfills its charitable objectives and that it and its staff meet the expectations of those to whom we are accountable, including learners, employers, local communities and communities of practice.
2. On request, to provide independent but non-professional advice to the Principal and Senior Management Team on any issues affecting the governance or management of the College
3. To act as an ambassador for the College in the wider community

#### PRINCIPAL DUTIES

1. Preparing for, attending and participating in full meetings of the Governing Body (‘board meetings’). There are currently four board meetings a year, each lasting between two and three hours, in addition to two half-day strategy development sessions.
2. Undertaking professional development as required. Hour-long in-house board development seminars (including updates on important developments affecting the College) are normally arranged to precede board meetings. Governors also have access to training and other events run by the Association of Colleges (AoC) and the Education and Training Foundation (ETF). Induction training is provided for all new governors
3. Participating in the Governor Engagement Programme, learning about the work of the College’s teaching and professional services staff, and meeting relevant staff and students, to gain an understanding of how the College works and of the sort of operational issues that staff and students face from day to day. Each

governor prepares a short report after each visit, summarising the main issues discussed.

4. Attending at least some of the public and private events at which important stakeholders are present
5. Serving on one or more of the College's standing committees, each of which meets three or four times a year. There are currently five standing committees:
  - Audit;
  - Finance, Resources and Fundraising;
  - Quality and Standards;
  - Remuneration; and
  - Search and Governance.
6. From time to time a governor may also be asked to contribute his or her expertise to a task-and-finish group established by the Governing Body or by College management or to serve in a non-executive capacity on a standing College committee or on the Student Council. Governors may also be asked to participate in senior staff appointments or the letting of major contracts.

We estimate that the time commitment required of each external governor is a minimum of 10 to 15 hours a month. This includes an allowance of one hour's preparation time for each hour that the governor is expected to spend in a Board or committee meeting, but does not include the time spent travelling to and from meetings or events.

## **CRITERIA FOR APPOINTMENT**

### **Essential criteria**

1. Not disqualified from becoming a charity trustee or company director
2. Normally able to attend at least 80 per cent of board and committee meetings, to participate in other College events and to undertake professional development as required.
3. Passionate about education and the difference that it can make to individuals and communities
4. An effective communicator, able to support, encourage, challenge and persuade colleagues and stakeholders
5. Able to analyse and understand complex problems from a variety of different points of view
6. Comfortable with the routine use of ICT – able to receive and send emails, download information from websites and from the College's Intranet, complete forms online and create or modify simple Word (or similar) documents
7. Committed to Morley College London's vision and values

### **Desirable criteria**

1. Keenly interested in one or more of the College's significant areas of activity
2. Familiar with one or more of the communities (local communities or communities of practice) that the College seeks to serve

## **OTHER INFORMATION**

An appointment as a governor of Morley College London is a public appointment. All governors are required to abide by the Governing Body's Code of Conduct, which is based on the seven principles of public life (the 'Nolan' principles): selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

All governors, including staff and student governors, work on a voluntary basis. The College meets reasonable out-of-pocket expenses (such as travel expenses) incurred by governors in the performance of their duties.

Each governor is appointed for a term of up to four years (student governors – up to two years). In the case of an external governor (a governor who is neither a staff governor nor a student governor), this term may be extended for a further period by mutual agreement. An external governor will not normally be invited to continue for a third term unless he or she holds the office of Chair or Vice-chair and the Governing Body wishes the governor to continue in that capacity.

When considering whether to appoint a new external governor or to extend the appointment of an existing external governor, the Governing Body will have regard not only to the skills and knowledge of each individual candidate but also to the balance of skills and knowledge available to the Governing Body as a whole, including the extent to which the Governing Body has access to the views of different stakeholder groups.

Each governor is required to make an annual declaration of eligibility and to declare any interests that might be seen as potentially influencing his or her behaviour as a governor.

The performance and effectiveness of each governor is assessed on an ongoing basis by the Chair of Governors and the Clerk, who undertake an individual development interview with each governor as part of the Governing Body's cyclical programme of governance review.