

ROLE DESCRIPTION - GOVERNORS

Governors are trustees of Derwen College Charity, and Directors of the Company therefore charity law and company law and governance principles apply to governance at the College. The terms trustee, director and governor are used interchangeably. The Board of Governors of Derwen College are the trustees of the Derwen College Trust.

Under charity law, trustees must:

- Ensure their charity is carrying out its purposes for the public benefit
- Comply with their charity's governing document and the law
- Act in their charity's best interests
- Manage their charity's resources responsibly
- Act with reasonable care and skill
- Ensure their charity is accountable

Governors must comply with the following:

- Articles of Association (the governing document)
- Charity legislation and company legislation (the law)
- Governor Code of Conduct (see **Appendix 2**)
- College Financial Procedures
- Terms of reference – committees

The role of the Board of governors at Derwen College was adopted in November 2013, and reviewed in July 2024. It is defined at **Appendix 1**.

The role of governors is to:

- Attend Board meetings, and meetings of committees to which appointed
- Prepare for each meeting
- Ask discerning questions
- Have a challenging and independent mind-set, whilst being collaborative and constructive
- Support and challenge the executive (a "critical friend")
- Actively contribute to debate
- Get behind the final Board decision (even if it is not what an individual argued for)
- Make time to attend governor briefing/training sessions and events
- Be curious about and engaged in learning about the College and the sector
- Understand the difference between governance and management and maintain relevant boundaries, in and out of the board room
- Act according to the values of the College
- Be an ambassador for the College

Responsible to:

Governors are responsible to the Chair ("the boss of the board of directors, not the company¹"), who is the first amongst equals on the Board (see Chair's role description)

Time commitment (times are estimated)

On appointment

Tour of main College site – 2 hours
Online training, e.g. Prevent, Safeguarding – 4 hours
Completion of forms – 1 hour
Meeting with senior-team members – 4 hours total

Ongoing

Number of meetings per annum:

Note: governors will be asked to sit on at least one Board committee. Some governors sit on more than one as their time permits.

Board:	6 plus strategic planning
Board Committees:	Audit & Risk Management - usually 3, plus 2 special Standards & Effectiveness – usually 5 Resources & Business – usually 6 Search & Governance – usually 1
College committees/groups:	Equality, Diversity & Inclusion; Environmental & Green Sustainability – usually 3 Health & Safety; Safeguarding – usually 6

Note: meetings are usually held on weekday afternoons, 3-00-5.00pm

Meetings are held at the Gobowen site, ideally in person, although governors and co-optees can join via Teams if necessary.

There are also ad hoc meetings on occasion, as business demands.

Time per Board or Board Committee meeting

2 hours to prepare (reading papers)
Circa 2 hours per meeting

Time per college committee/group meeting

1-2 hours per meeting

Training

An annual plan of CPD is scheduled for governors who are invited to attend as many as they consider necessary to develop their knowledge and as their time permits. A Governor Handbook is provided to all, and there is a suite of training 'vidlets' on aspects of the College.

Other

There are also opportunities to attend College events that are taking place throughout the year, e.g. awards ceremonies, shows, fete. Governors are welcomed at such events as a way to get to meet students and staff, and to expand their knowledge and awareness of the College. Governors are invited and encouraged to visit the three College satellites.

Linked documents

Role description documents for: Chair and Vice Chair; Committee Chair; ICollege committee governor) committee co-optee; Job descriptions for: Principal & CEO; Company Secretary; and Governance Professional

References

¹ Garratt, B, "The Fish Rots from the Head", (2010), p. 19

Appendix 1

The purpose of governance (adopted by the Board, 28 November 2013. Reviewed July 2024)

1 The Board is committed to maintaining the focus of the College's operation on the current and future learners, their experience and its quality.

2 The Board is responsible for approving the College's mission (vision), educational character, values and ethos. Governors have a collective and clear leadership role in fostering an environment that enables the College to fulfil its mission, for the benefit of learners and the communities it serves.

3 The Board provides strategic leadership and is responsible for identifying strategic priorities and providing direction within a structured planning framework.

4 The Board ensures compliance with the statutes, ordinances and provisions that form the College's governance, regulatory and accountability frameworks [e.g. Ofsted, the Care Quality Commission] and complies with its Articles of Association.

5 The Board ensures that the respective functions of governance and management are clearly defined. It seeks to maintain amongst its members an appropriate range of specialisms and expertise to fulfil its functions.

6 The Board has a Code of Conduct which all governors are expected to follow, and which has regard to the accepted standards of behaviour in public life of leadership, selflessness, objectivity, openness, integrity, honesty and accountability.

7 The Board ensures its decision-making processes are transparent, properly informed, rigorous and timely, and that appropriate and effective systems of financial and operational control, and risk assessment and management, are established and monitored.

8 The Board balances the need to assess and monitor performance by asking discerning questions and calling for relevant information, with the need to offer and provide support and act as ambassadors for the College.

9 The Board has a responsibility to be familiar with the operation of the College, including through appropriate contact with students and staff.

Appendix 2

Governor Code of Conduct (adopted by the Board, 28 November 2013. Reviewed July 2024)

Each governor shall:

- support the aims and objectives of the College
- support the Principal and the Senior Leadership Team in performing their responsibilities
- acknowledge that as an individual governor he/she has no legal authority outside governors' meetings and Board Committees
- resist outside pressure to use the position of governor to benefit him/herself or other individuals or agencies
- declare openly and immediately any personal conflict of interest arising from a matter before the Board or a Committee or from any other aspect of membership
- acknowledge that differences of opinion may arise in discussion but once a decision has been made by the Board support the decision
- understand that an individual governor does not have the right to make statements or express opinions on behalf of the Board unless specifically authorised to do so
- respect the confidentiality of items of business, which the Board decides should remain confidential
- honour the obligations on all governors not to reveal to third parties the views expressed at meetings.



ROLE DESCRIPTION – COMMITTEE CO-OPTEE

Committee co-optees can be appointed by the governors, to add specific experience and skills to particular committees. Co-optees are not governors. However, the Board requires them to uphold the same high standards and to adhere in principle to the same requirements expected of governors.

Co-optees are invited to (but do not have to) attend meetings of the Board and will be encouraged to share their views and contribute.

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Linked documents

Role descriptions for: Chair and Vice Chair; Committee Chair; governor; College committee governors; Job descriptions for: Principal; and Clerk & Company Secretary and Governance Professional

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