



# **The Northern College For Residential Adult Education**

## **Board of Governors - Co-Chair Agreement**

### **1. Introduction**

- 1.1. The role of the chair of the Board of Governors/company is set out in the role descriptor attached at Appendix 1.
- 1.2. In exceptional circumstances the memorandum and articles allow for two members to be appointed as co-chairs.
- 1.3. On 19 March 2015 Mr Bob Harrison and Mr Clive Macdonald were appointed as co-chairs of the Board of Governors for a term of office from 19 March 2015 to 18 March 2019. They were re-appointed as co-chairs for a further term of office from 19 March 2019 to 25 September 2022.
- 1.4. This document sets out the arrangements for this co-chairing term and was first approved by the Board of Governors and members of the company on 16 July 2015.

### **2. General Principles**

- 2.1. The co-chairs will:
  - work collaboratively in the best interests of the College;
  - maintain effective communication particularly with each other, the vice chair, principal and clerk to the governors;
  - consult with each other where appropriate in a timely manner;
  - deputise for each other in all areas when required.

### **3. Delegated Powers**

- 3.1. All decisions made by the Board of Governors are collective and in most respects the chair has no powers additional to those of all other governors, with the following exceptions:
- 3.2. The memorandum and articles allow for the chair to:
  - call a special meeting of the Board of Governors;
  - have a casting vote at meetings of the Board of Governors, but NOT at meetings of the members of the company.
- 3.3. The scheme of delegation allows for the chair to:
  - undertake the appraisal of the Principal and the Clerk and make recommendations to the Remuneration Committee as appropriate.
  - act on behalf of the Board of Governors between meetings (subject to ratification at the next meeting) over a matter which in his/her opinion either (i) is urgent and delay until the next practicable date for a meeting would be detrimental or (ii) is a minor matter falling within the spirit of existing policies.
  - sign the balance sheet and statement of corporate governance within the annual financial statements and the relevant form of the three year financial forecasts submitted to the funding body.
- 3.4. The standing orders allow for the chair to:
  - call a special committee.
  - be an ex-officio member of all standing committees, except the Audit Committee.
  - review each document in the confidential minute book annually to determine whether it is appropriate to bring them into the public domain.
- 3.5. All of these powers have been included in the co-chairing arrangements set out below.

#### 4. Specific Lead Responsibilities

##### 4.1. Bob Harrison will:

- agree the agendas and chair meetings of the Board of Governors and members of the company.
- review draft Board minutes and sign approved minutes.
- review the draft annual schedule of business prior to its approval by the Board of Governors.
- take a lead on matters relating to:
  - safeguarding;
  - audit;
  - HR and staffing;
  - digital developments;
  - governance effectiveness and compliance;
  - the appeals and grievance committee;
  - the special committee;
- be the lead contact for the Audit Committee;
- chair the Search Committee;
- review each document in the confidential minute book annually to determine whether it is appropriate to bring them into the public domain;
- be the registered chair for the purposes of the Charity Commission.

##### 4.2. Clive Macdonald will:

- take a lead on matters relating to:
  - finance;
  - premises;
  - policy;
  - risk;
  - equality and diversity;
  - health and safety;
  - performance monitoring;
  - student support;
- sign the balance sheet and statement of corporate governance within the annual financial statements and the relevant form of the three year financial forecasts submitted to the funding body;
- be the lead contact for the Quality Committee;
- chair the Policy and Finance Committee;
- undertake the appraisal of the Principal and the Clerk and make recommendations to the Remuneration Committee as appropriate.

4.3. Within the parameters agreed and set out in appropriate policies both co-chairs are able to call a special meeting of the Board and call a special committee. Usually this will be done in collaboration following appropriate joint consideration of the circumstances.

4.4. Both co-chairs are able to act on behalf of the Board of Governors between meetings (subject to ratification at the next meeting) over a matter which in his opinion either (i) is urgent and delay until the next practicable date for a meeting would be detrimental or (ii) is a minor matter falling within the spirit of existing policies. Usually the action will be taken by the co-chair with lead responsibility for that specific area of business as set out in 4.1 and 4.2 above and whenever possible following consultation with the other co-chair.

4.5. Both co-chairs may be an ex-officio member of all standing committees, except the Audit Committee.

4.6. Any matters which arise which fall outside of the agreed lead responsibilities will be raised by the Clerk to the Governors with both co-chairs and a lead will be allocated as appropriate.

4.7. The chairs casting vote at meetings of the Board of Governors will be exercised by whoever is undertaking the role at each particular meeting; this will usually be Bob Harrison.

4.8. In the unlikely event that a disagreement arises between the co-chairs on a particular course of action requiring a decision outside of the usual collective decision making process, the final decision will be made by the co-chair with lead responsibility for that area.

**5. Communication**

5.1 The Clerk to the Governors will ensure that both co-chairs are kept aware of any action/decision/consultation which has taken place with the co-chairs outside of the meetings structure.

**6. Review**

6.1 This agreement will be formally reviewed by the Board of Governors biennially. Any changes required outside of this formal review process will be considered by the Board.

**Sign Off and Ownership Details**

<b>Document Name:</b>	Co-chair Agreement
<b>Version Number:</b>	2.0
<b>Effective from:</b>	11 March 2021
<b>Next scheduled review date:</b>	March 2023
<b>Policy owner:</b>	Clerk to the Governors
<b>Approved by:</b>	Board of Governors