

The Governance Arrangements of the Corporation of RNN Group

Standing Orders

Policy Area: Governance

Policy Lead: Director of Governance

Date of Approval: 30 June 2026

CONTENTS

	STANDING ORDER	Page
PART ONE – INTRODUCTION		
1.	Introduction	3
2.	Standards of Public Life	4
3.	Code of Conduct	5
4.	Scheme of Delegation	5
5.	Code of Governance	5
6.	Standing Orders and Legislation	5
7.	Changes to the Standing Orders	5
PART TWO – COMPOSITION AND MEMBERSHIP		
8.	Composition and Membership	6
9.	Appointment of Governors and Terms of Appointment	6
10.	Chair and Vice Chair	6
11.	Staff Governors	6
12.	Student Governors	7
13.	Co-opted Advisors	7
14.	Commitment to Board Diversity	7
15.	Eligibility to Serve	7
16.	Termination of Governorship	7
PART THREE – MEETINGS OF THE BOARD AND COMMITTEES		
17.	Annual Cycle of Business and Schedule of Board and Committee Meetings	7
18.	Calling of Meetings and Circulation of Information	8
19.	Ordinary Meetings of the Board	8
20.	Extraordinary Meetings of the Board	8
21.	Committees	8
22.	Working Groups and Task and Finish Groups	9
23.	Quorum	9
PART FOUR – CONDUCT OF MEETINGS		
24.	Agendas	9
25.	Minutes	9
26.	Confidentiality	9
27.	Actions	10

28.	Declarations of Interest	10
29.	Collective Decision Making and Voting	10
30.	Conduct	11
31.	Attendance	11
32.	Any Other Business	12
33.	Delegation Arrangements for Dealing with Matters of Urgency	12
PART FIVE –PERFORMANCE AND SELF-ASSESSMENT		
34.	Triumvirate	12
35.	Governor training and development	12
36.	Self-Assessment	12
37.	Performance	13
PART SIX – MISCELLANEOUS		
38.	Annual Declarations and Returns	13
39.	Expenses	13
40.	Corporate Gifts and Hospitality	14
41.	Indemnity and Insurance	14
42.	Seal of the Board	14
43.	Access to Legal Advice	14
44.	Director of Governance's Responsibilities where Governors Act Beyond Their Powers	14
45.	Complaints Against the Board	14
46.	Access to Information	15
47.	Public Access to Meetings	15
48.	Absence of the Director of Governance	15
49.	Communications	15
50.	References to Other Documents	15

STANDING ORDERS OF THE RNN GROUP BOARD (CORPORATION)

PART ONE - INTRODUCTION

1. Introduction

The Standing Orders supplement the provisions of the Board's Instrument and Articles of Government and general advice issued by Department for Education.

In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and Governors of the Board and its Committees will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Director of Governance.

If any governor is in any doubt as to the reliability of anything contained in these Standing Orders they should consult the Director of Governance and, if necessary, independent advice will be sought.

It is the responsibility of the Director of Governance to interpret the Instrument and Articles of Government and the Standing Orders and to advise the Board or the Chair if at any time it appears that the Board or an individual Governor is in breach of the regulations.

2. Standards of Public Life

Every Governor of the Board and of its Committees shall be bound by these Standing Orders and shall be expected to adhere to these [seven principles of public life](#), from the Second Report of the Nolan Committee on Standards in Public Life, May 1996:

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

3. Code of Conduct

Governors have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Board
- Demonstrate a high level of commitment to the Group's vision
- Operate within the governance framework of the Group

Governors are in the position of charity trustees and as such owe a fiduciary duty to the Group. This means that they should show it the highest loyalty and act in good faith in its best interests. The actions of Governors should promote and protect the good reputation of the Group and the trust and confidence with those with whom it deals. All governors will be bound by the Code of Conduct as adopted by the Board which will be signed on appointment and reaffirmed annually. Any breach of the Code may lead to the termination of appointment as a Governor.

4. Schedule of delegation

The general schedule of delegation and responsibilities for the Board, CEO and Principal, Chair and Director of Governance are included in the Articles of Government and the Scheme of Delegation.

Governors should have regard to the different, but complementary responsibilities given to the CEO and Principal set out in the Articles of Government and the Scheme of Delegation.

5. Code of Governance

The Board complies with the AoC Further Education Code of Good Governance which it adopted in May 2024.

6. Standing Orders and Legislation

The Standing Orders do not displace or take precedence over the [Further and Higher Education Act 1992](#) ("The Act") and any subsequent primary legislation or the most recently published Instrument and Articles of Government in accordance with the [Education Act 2011](#) and the Skills and [Post-16 Education Act](#).

Due to the status of a Further Education College as an exempt Charity, the Board is also governed by Charity Law ([Charities Act 2022](#)), in their role as Charity Trustees.

The Board has adopted its own set of Instrument and Articles of Government (updated in June 2026), which meet the minimum requirements of the most recent Acts. As a consequence, the Standing Orders should be read alongside both prevailing legislation and the Instrument and Articles of Government to gain a full understanding of how the Board is required to operate. In the event of any conflict between these Standing Orders and either or both of the Acts and the Instrument and Articles, the Acts and the Instrument and Articles shall prevail.

7. Changes to Standing Orders

No arrangements shall be made whereby a Committee or Officer may exercise any power of the Board to vary, revoke, add or suspend the Standing Orders. The adoption of the Standing Orders supersedes all previous Standing Orders of the Board.

The Board will review these Standing Orders at least every two years or more frequently if policy changes require.

PART TWO – COMPOSITION AND MEMBERSHIP

8. Composition and Membership

Unless varied by an amendment to these Standing Orders and in accordance with the Instrument of Government, the membership of the Board is determined as follows:

Category	Number of Governors
Independent Governors	Up to 17
Staff Governors	2
Student Governors	2
Chief Executive	1

9. Appointment of Governors and Terms of Appointment

All Governors shall hold and vacate office in accordance with their appointment, but the length of office shall not exceed four years.

The Board delegates to the Search, Governance and Remuneration Committee responsibility for determining appropriate selection procedures, drafting role profiles, and for advising the Board on membership issues and appropriate candidates for consideration by the Board.

Details of the delegated powers of the Search, Governance and Remuneration Committee are set out in its terms of reference.

The Board is the appointing body and must approve all appointments.

The Board appoints Governors for a four-year term of office.

Governors retiring at the end of their term of appointment shall be eligible for re-appointment for a second term, subject to an evaluation by the Search, Governance and Remuneration Committee of the benefits to the Board and the Group in the re-appointment of a Governor and approval by the Board.

There is a maximum of two terms of office. The Board may exceed this in exceptional and documented circumstances for a further year on the advice of the Search, Governance and Remuneration Committee. Such appointments should be the exception rather than the rule.

Retiring Governors may serve as co-opted advisers subject to an annual appointment.

Notice of an intention to resign – a governor who wishes to resign is expected to give written notice to the Chair and Director of Governance as early as reasonably practicable and, where possible, at least one academic term before the intended resignation date to assist with succession planning.

The provisions of this Standing Order shall not apply to the Chief Executive.

10. Chair and Vice Chair

The Board shall appoint a Chair and at least one Vice-Chair and each shall hold office for a two year term of office for a maximum period of six years, in line with that individual's term of office as a Governor of the Board. The Board may exceed this in exceptional and documented circumstances for a further year on the advice of the Search, Governance

and Remuneration Committee. The Board also has the power to remove the Chair and Vice-Chair from office.

All appointments to the posts of Chair and Vice-Chair shall be in accordance with the Instrument of Government and Policy for the Appointment of the Chair and Vice Chair.

11. Staff Governors

There shall be two Staff Governors elected by all staff. Staff governors can be either Governors of the teaching or business staff. The appointment to the post of Staff Governor shall be in accordance with the Instrument of Government and the Process for the Election of Staff Governors.

12. Student Governors

There shall be two Student Governors appointed in accordance with the Instrument of Government and the Process for the election of Student Governors.

13. Co-opted Advisors

The Board may co-opt persons to serve as Co-opted Governors on Committees subject to the prior approval of the Board. Co-opted Governors may attend full Board meetings where appropriate, but do not have voting rights.

Co-opted Governors will be appointed for an annual renewable term of office up to a maximum of 8 years. Co-opted Advisors have full voting rights on Committees and are counted as part of the quorum.

14. Commitment to Board Diversity

The Board is committed to ensure that all Governors are appointed on merit, in accordance with an open selection process carried out by the Search, Governance and Remuneration Committee. Governors should be drawn widely from the community in which the Group serves to be representative of that community. The Board should have regard to the need to promote equality and ensure the breadth of insight and experience needed to govern a genuinely inclusive and successful organisation.

As part of the Board's Governor Recruitment & Succession Planning Policy Governors will be drawn from a wide range of backgrounds, with an appropriate balance of skills.

Governance practices, including meeting arrangements and communications, shall ensure inclusion and remove any barriers to participation.

15. Eligibility to serve

Eligibility to serve on the Board in any capacity is in accordance with the Instrument of Government and is determined by the [Charity Commission's automatic disqualification rules.](#)

16. Termination of Governorship

In the event of a decision being required about termination of a Governor a process shall be followed in accordance with the Instrument of Government. The matter will be placed on the agenda for the next meeting of the Search, Governance and Remuneration Committee for discussion by the Governors present in accordance with the Procedure on Removal of a Governor from Office and taken to a Special meeting of the Board.

PART THREE – MEETINGS OF THE BOARD AND COMMITTEES

17. Annual Cycle of Business and Schedule of Committee Meetings

An Annual Cycle of Business and Schedule of Meetings shall be prepared by the Director of Governance in consultation with the Executive and Committees, and approved by the Board. The Cycle and Schedule shall be based on the needs of the Board, statutory bodies and agencies and the Group's planning cycle. It shall be circulated by the summer term for the next academic year.

18. Calling of Meetings and Circulation of Information

All meetings of the Board, Committees, and Working Groups must be convened by the Director of Governance, or their deputy, subject to the provisions to call a Special meeting in accordance with the Instrument of Government

The Director of Governance shall circulate written notice of the meeting and a copy of the agenda seven days before the Board or Committee meeting in accordance with the Instrument of Government. Papers will also be circulated.

Information should be in an accessible format for the effective and efficient conduct of business with short coversheets to accompany reports and a clear rationale and explanation of action required by Governors.

19. Ordinary Meetings of the Board

The Board will meet as frequently as required to discharge its duties. It is important for the Board and its Committees to meet with sufficient frequency to enable them to perform their decision taking responsibilities as set out in the Articles of Government, but not so regularly that there that is insufficient decision-making taking place at meetings and it is an ineffective use of Governors and Officers time.

20. Extraordinary Meetings of the Board

At times there may be a requirement to hold an additional meeting of the Board. All Extraordinary meetings of the Board are to be called in accordance with the Instrument of Government.

21. Committees

The Board shall appoint such Committees as required by the Articles of Government and may appoint or dissolve any others as it deems necessary for the purposes of conducting its business.

The Board should ensure that the delegation given to Committees strengthens its internal system of checks and balances.

The Board will receive and approve but not debate decisions it has delegated to a Committee unless they are raised by a Governor.

The Board shall determine and agree written terms of reference for each Committee established by it, and review these annually.

The membership of each Committee including the role of Chair and Vice-Chair shall be reviewed at least annually by the Search, Governance and Remuneration Committee.

If the Search, Governance and Remuneration Committee does not appoint a Chair or Vice-Chair to a Committee or working group, then the appointment shall be made by the respective Committee.

The Board operates a traditional model of governance with the following Committees:

- Audit and Risk Committee

- Curriculum, Quality and Standards Committee
- Finance and Resources Committee
- Search, Governance and Remuneration Committee
- Special Committee (to consider disciplinary matters related to Senior Post Holders and appeals from staff and students)

Terms of Reference for each of these committees are available on the Governance pages of the website.

22. Working Groups and Task and Finish Groups

The Board may appoint working groups or task and finish groups to engage and collaborate on specific matters delegated to them from the Board. The benefits include the time to debate a single topic and the flexibility to include other stakeholders.

23. Quorum

The quorum required for each meeting of the Board and its Committees is 40% of its total number of Governors in accordance with the Instrument of Government.

An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis.

It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

PART FOUR – CONDUCT OF MEETINGS

24. Agendas

The agendas for Board and Committee meetings shall be structured by the Director of Governance in consultation with the Chair, CEO and Principal and appropriate lead Officer(s).

25. Minutes

Minutes of every meeting of the Board or any Committee must be prepared by the Director of Governance, or their deputy, reviewed by the Chair and checked by the relevant senior lead(s) for accuracy.

Minutes shall be submitted to, and approved at, the next meeting of the Board or Committee meeting.

Where the next meeting is a Special Meeting, any outstanding unapproved minutes must be submitted to the next full meeting of the Board or Committee meeting.

Minutes will be made available to Governors in draft format as soon as possible following each meeting date.

No discussion shall take place upon the minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the minutes shall be approved.

The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or who have submitted apologies.

The minutes shall provide a summary of the discussion on a matter and clearly show how each decision was made.

Under no circumstances can Governors take a decision which is not minuted at a properly constituted meeting.

26. Confidentiality

Dependent upon the nature of the business under discussion, Governors should keep

confidential any matter which the Board or Committee considers to be confidential and minutes shall be recorded as confidential.

The following criteria are applied in considering whether the material should be dealt with on a confidential basis:

- Material relating to a named person employed at, or proposed to be employed at, the Group (this will also apply to Governors of the Board and expressions of interest for a Governor role)
- Material relating to a named student at, or candidate for admission to, the Group
- Information relating to an identifiable group of staff or students at the Group
- Negotiations with trade unions
- Information relating to contract negotiations
- Commercially sensitive or strategic information, the release of which might be disadvantageous to the Group
- Information which may have long term legal implications or contain legal advice which, if revealed, may prejudice the Group's position
- Any other matter which, because of its nature, the Board is satisfied should be dealt with on a confidential basis.

The Director of Governance shall review, with the Chair of the Board, confidential minutes annually, at the end of each academic year for publication.

27. Actions

The minutes shall show the action points of every meeting and denote the person responsible for taking action and the timescales involved. In submitting the minutes and action points the Director of Governance shall draw to the attention of the Board or Committee any action that is outstanding.

28. Declarations of Interest

Every meeting of the Board and Committees must have an item inviting declarations of interest and these must be recorded in the minutes.

Governors must disclose any conflicts of interest at a meeting, whether or not that interest has already been declared on the Register of Interests.

The Chair, guided by the Director of Governance, shall provide direction on the management of conflicts of interest within a meeting in accordance with the Instrument of Government and Code of Conduct.

29. Collective Decision Making and Voting

It is important that the Board and its Committees have full and frank discussions in order to take decisions collectively. To do so there must be a trust between Governors with a shared corporate responsibility for decisions. The Board operates by Governors taking majority decisions at quorate meetings. A decision of the Board, even when it is not unanimous, is a decision made by Governors collectively and each individual Governor has a duty to stand by it, whether or not they were present or agreed with it when it was taken.

If a Governor disagrees with a decision, they may request that their disagreement be minuted.

The method of voting at meetings of the Board and Committees shall be by show of hands. Voting is by simple majority, i.e. more than 50% by all those Governors who are present and entitled to vote (noting the requirements regarding quorum at Standing Order 23).

On any important matter a vote should be called.

In the event of a voting deadlock the Chair has a second or casting vote.

In practice, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair would normally simply ask the Board or Committee for their agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance.

Should an individual Governor of the Board request a vote on a particular issue, this must be agreed. If a formal vote is taken, the minutes will record the number voting for and against.

It is for the Board to decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded. Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor has the right to have his or her disagreement or abstention recorded in the Minutes.

A decision of the Board is binding on all Governors and all Governors will comply with the principle of collective responsibility and stand publicly by a decision even if that decision was not approved unanimously.

30. Conduct

The Chair shall ensure that all governors enjoy equality of opportunity to express their views. The Board shall be committed to ensuring that it conducts its business in accordance with the highest ethical standards set out in the Code of Conduct.

Wherever possible, the business of the meeting shall be conducted to finish in two hours.

31. Attendance

A high level of attendance at Board and Committee meetings is expected so that Governors can perform their functions properly. The target attendance level is set at a minimum of 80% with an expectation of 100%.

The Board has collective responsibility for decision making and governors who are absent from meetings are still accountable to the decisions made in the boardroom.

The Director of Governance will ensure that Governors are given appropriate notice for meetings and that wherever possible the schedule of meetings is maintained and any changes are in consultation with all Governors.

The Director of Governance will ensure there are no barriers to attendance. There is a governor expenses policy to support travel, childcare and care costs and access to technology. Committee meetings are held online, and hybrid options are in place for Board meetings which are held in accessible locations. Governors and Officers are consulted on an annual basis on the timings and dates for meetings and schedules.

The attendance of every Governor attending a meeting of the Board, a Committee or working group is recorded in the minutes of the meeting.

A Governor will be recorded in the minutes of a meeting as being absent unless they notify the Director of Governance that their apologies should be given to the Chair.

The time of arrival or departure of any governor arriving after the start or leaving before the end of a meeting will be recorded in the minutes by the Director of Governance.

To assist the Director of Governance in establishing that there will be a quorum for a meeting, all apologies should be submitted as early as possible and at the latest by the day preceding the meeting except in cases of emergency.

The Director of Governance shall submit, within the Board annual report, attendance levels.

The Search, Governance and Remuneration Committee monitors governance attendance as a standing item and will establish the cause of any absences below 80% and put in place

measures to support if there are genuine barriers to attendance and detail the actions required of non-attendance. The Committee is mindful that impact is also seen by Governor contributions outside of the boardroom and this is recorded.

The relevant Executive Officer will attend Board and Committee meetings as an attendee and Officers may be invited to attend Board or Committee meetings at the request of the Chair, Committee Chair and CEO and Principal.

32. Any Other Business

No new issues shall be tabled at Board or Committee meetings except as late items of urgent business with prior approval of the Chair and the Director of Governance.

A Governor may request an item to be placed on the agenda provided that notice of the item is received by the Director of Governance ten calendar days in advance of the meeting.

33. Delegation Arrangements for Dealing with Matters of Urgency

For urgent items of business, in accordance with the Instrument of Government, consideration should first be given to deciding the matter by written resolution to all Governors if the matter has already been debated by the Board, or calling a Special Board meeting either in person or remotely.

Where a decision is made by written resolution, the details shall be presented to the next meeting of the Board or the respective Committee.

PART FIVE – PERFORMANCE AND SELF-ASSESSMENT

34. Triumvirate (the Chair, CEO and Principal, and Director of Governance)

The Board is committed to effective governance underpinned by regular communications between the triumvirate. This will be facilitated by regular three-way meetings and meetings between the individuals as required.

35. Governor Training and Development

The Board is committed to ensuring that all of its Governors receive ongoing training and development to carry out their role effectively, to develop their skills around governance and the FE sector, and to have the opportunity to meet with stakeholders including students, staff, employers, communities and education providers. Governors must obtain a thorough grounding in their duties and responsibilities and participate in the induction and training programmes. These will include:

- Induction and the opportunity for a mentor for new governors
- Additional support and ongoing induction for student governors
- Regular briefings from the Director of the Governance around Group and sector matters
- Statutory board development around safeguarding, equality and diversity and health and safety
- A programme of voluntary events including learning walks, student and staff events and employer and community events
- External governor development opportunities including training, conferences, online resources and briefings.

36. Self-Assessment

In order to promote more effective governance the Board shall self-assess its performance annually, and shall provide an opinion on its performance at the end of each year, which will be fed into the whole Group Self-Assessment. The Search, Governance and Remuneration Committee shall determine self-assessment processes in the summer term for the following year and review outcomes at the first meeting of the year.

The skills needs of the Board will be evaluated annually and an audit performed of the skills and experience of Governors against those needs.

The Board will undertake an external governance review every three years and publish a summary of the results, agreed with the Reviewer, on its website.

A summary of the Board's self-assessment will be published on the Group website and will form part of the Annual Report and Financial Statements.

37. Performance

Individual Governors will consider their own performance annually in a meeting with the Chair and/or Vice-Chair and there are informal opportunities throughout the year to review performance.

Target setting and performance reviews will be undertaken as follows:

- The Chair is responsible for the performance review of the CEO and Principal, and Director of Governance
- The CEO and Principal is responsible for the performance review for all other Senior Post Holders
- The Search, Governance and Remuneration Committee considers the targets, mid-year review and annual performance review for Senior Post Holders.
- The targets for the CEO and Principal and Director of Governance are presented to the Board for approval and for all other Senior Post Holders for update
- The Board receives updates on the performance of all Senior Post Holders as part of the Search, Governance and Remuneration Committee report
- The Chair and Director of Governance are annually reviewed by the Board and the Search, Governance and Remuneration Committee considers the outcomes and takes assurance/action as required

PART SIX – MISCELLANEOUS

38. Annual Declarations and Returns

Governors are required to provide the following declarations on appointment and annually thereafter:

- Declaration of interest – (third party related declarations)
- Eligibility to be a Board member
- Fit and proper person statement
- Code of conduct

Prior to appointment all Governors complete an enhanced DBS check to ensure safe recruitment.

39. Expenses

Governors are encouraged to claim back any travel, subsistence, childcare or other allowances connected with their work on the Board. Governors should claim expenses in line with the Governor Expenses policy and in accordance with the Group's Financial Regulations.

The following segregation of duties for the authorising of expenses shall apply:

- expenses for the CEO and Principal are to be authorised by the Chair;
- expenses for the Director of Governance are to be authorised by the Chair;
- expenses for all other Senior Post Holders are to be authorised by the CEO and Principal;
- expenses for the Chair and all other Governors are to be authorised by the Director of Governance
- The authorisation procedure shown above shall also apply to foreign travel which must be authorised in advance of such travel taking place.

In accordance with Charity Law, Governors are ineligible to be remunerated for their work on the Board without the permission of the Principal Regulator.

40. Corporate Gifts and Hospitality

Gifts and hospitality may only be received in accordance with the Group's Financial Regulations and the Code of Conduct.

41. Indemnity and Insurance

Governors are indemnified against personal liability in both their capacity as FE Governors and as charity trustees. The legislation requires Governors to have acted honestly and reasonably in accordance with their fiduciary duties.

The Board provides Governor Liability Insurance.

42. The Seal of the Board

The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be authenticated as instructed by the Instrument of Government and the Financial Regulations. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be maintained by the Director of Governance and entries presented to the next meeting of the Board. The corporate seal of the Board shall be kept in the custody of the Director of Governance in a secure facility.

43. Access to Legal Advice

The Director of Governance has access to the services of a legal advisor which is independent from that used by the Group. The Board has an annual subscription to the Evershed Governance Services.

44. Director of Governance's Responsibilities where Governors Act Beyond Their Powers

There may be occasions when the Director of Governance feels advice is being disregarded or overruled, and the Board is acting inappropriately or beyond its powers. The Director of Governance should, in the first instance, make every effort to resolve the matter through the avenues available within the Group. The Director of Governance may take some or all of the following steps:

- Ensure that the reasons for concern have been put in writing and sent to the Chair and the CEO and Principal
- Ensure the Chair of the Audit and Risk Committee has been informed of those issues relevant to the Committee's Terms of Reference
- Report the matter to the next meeting of the Board and ensure the matter is placed in the minutes

- Consult the Group's External Auditors.

45. Complaints against the Board

Any complaint about a Governor who is alleged to have failed to comply with the Code of Conduct should be addressed to the Director of Governance.

Having received a complaint about a Governor's conduct, the Director of Governance will then carry out an investigation according to the Complaints Against the Board procedure. If the complaint is against the Director of Governance it should be addressed to the Chair of the Audit and Risk Committee.

46. Access to Information

The RNN Group publication arrangements can be read online in the Publication Scheme. In accordance with the Group's Freedom of Information Act Publication Scheme the Director of Governance shall make arrangements for the publication on the website of:

- The open approved minutes of each Board and Committee meeting
- Information about the Board's Governorship, meeting schedule, policies, rules and byelaws, the annual financial accounts and a summary of the Board's external governance review
- Registers of interest are available for public inspection.

47. Public Access to Meetings

Public access to meetings shall be in accordance with the Instrument of Government. The Board will seek to balance the need for open discussion in which Governors are not inhibited by the presence of Governors of the public against the need to uphold the Nolan Principles of accountability and openness.

Persons seeking access to meetings should make their request in writing to the Director of Governance, stating the reason why they wish to attend. The Director of Governance will refer all such requests to the Chair for consideration.

48. Absence of the Director of Governance

In the event that the Director of Governance is temporarily absent for any meaningful period, the Board will take steps to find an appropriately skilled resource to provide clerking and advisory support.

In the event that the Director of Governance is required to leave a Board or Committee meeting because of a conflict of interest or an emergency the Chair shall ensure that an appropriate person is nominated to take the minutes of the meeting.

49. Communications

Unless otherwise agreed by the Board in individual circumstances, statements on behalf of the Board will only be made by the following:

- The Chair and Vice-Chair/s
- The CEO and Principal (or their representative)
- The Director of Governance

It is the responsibility of the Director of Governance to conduct all correspondence on behalf of the Board. This will be undertaken following consultation with the Chair and the CEO and Principal.

It is unethical for Governors to criticise publicly, canvass or reveal the views of other Governors, which have been expressed at a meeting of the Board or its Committees.

50. References to other documents:

Instrument and Articles of Government
Scheme of Delegation including Policy Framework
Code of Conduct
Conflicts of Interest Policy
Complaints Against the Board Policy
Financial Regulations
Governor Expenses Policy
Governor Recruitment and Succession Planning Policy (including student and staff governors)
Appointment Procedure for Chair and Vice Chair
Role Descriptions – Chair, Vice Chair, independent Governor, Co-opted governor
Procedure on removal of a governor from office
Annual Cycle of Business
Committee Terms of Reference
Schedule of Board and Committee Meetings
Governor Liability Insurance
AoC FE Code of Good Governance
AoC Senior Postholder Remuneration Code