



GRIMSBY INSTITUTE GROUP

Policy on Chair's Action

Change Control

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1. Introduction and Purpose

- 1.1 In the following "Chair" shall also mean "Chairman", "Chairperson" and "Chairwoman" whichever term is in use.
- 1.2 The Corporation has power to delegate appropriate functions and purposes to the Chair under Articles of Government of the College 4(b). This policy sets the authority of the Chair to be able to take Chair's action on a particular decision.

2. Roles and Responsibility

- 2.1 The Corporation has determined that the Chairman shall have delegated powers to act on its behalf between scheduled Meetings of the Corporation as detailed in this policy. Under Article 9 the following functions cannot be delegated:
 - (a) the preservation and development of the education character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - (d) the appointment of the Principal or holder of a senior post;
 - (e) the appointment or dismissal of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.

In normal circumstances, Chair's action would only be authorised where:

- a) Items of routine business that would not normally merit discussion at a meeting of the Corporation
- b) Matters relating to the implementation of policies that have already been approved by the Corporation; and
- c) Any issue which, in the view of the Chairman and Clerk, is too urgent and important for consideration to be deferred until the next scheduled Meeting of the Corporation, especially where any lack of timely action could damage the interests of the College.

"Items of routine business" are defined as any items that fall below the College's acceptable risk appetite. This assessment will be based on:

- (a) an assessment of the likelihood and impact of the risk materialising in the case of no action (or lack of timely action); and
- (b) a comparison of this in line with the College's risk appetite (as measured by the College's agreed approach set out in the risk management policy and debated from time to time).

3. Policy Details

- 3.1 Criteria to be adopted by the Chair and Clerk in considering the need for Chair's action:
- Requirements of regulators and statute do not explicitly require the decision to be taken by the Corporation or the Audit Committee i.e. approval of annual budget etc?
 - Has the advice of the Chief Executive/Principal been taken?
 - Has the advice of any relevant Corporation Committee been taken?
 - This decision does not contravene the Instrument and Articles of Government of the College or the Corporation's own Standing Orders?
 - Is this decision one which a majority of governors would consider not worth bringing to Corporation for consideration?
 - Is this decision a simple and straightforward follow-on from a decision already made by the Corporation or a Committee?
 - It does not require legal or other external advice before taking this decision?
 - Would delay in making this decision seriously damage the interests of the College?

If the answer to all relevant questions above, or based on a balance of agreed risk, is "yes", the Chair is entitled to approve decisions on behalf of the Corporation.

- 3.2 In all cases, the Chair will exercise great care before taking action on behalf of the Corporation, and will consult with the Clerk on the most appropriate course of action.
- 3.3 Chair's action on matters of importance will be taken only where delaying a decision would disadvantage the College. The Chair may also wish to consult with the Vice Chair and in particular the Chair of the Audit Committee and the Chief Executive/Principal, especially where Chair's action would result in major financial or contractual commitments for the College.
- 3.4 It would be usual for the Chair to be advised by the Chief Executive/Principal and, as appropriate, members College's Senior Management Team before any decision is taken.
- 3.5 Chair's action will be recorded on an appropriate form to be retained by the Clerk.
- 3.6 Where the Chair has exercised his/her delegated authority to act on behalf of the Corporation, a report on the action taken, along with any background documents, will be made to the next scheduled meeting of the Corporation where the Chair will explain the reason action was taken.
- 3.7 The Audit Committee will have responsibility to review the process for exercising the rights under Chair's actions to satisfy itself that these have been exercised appropriately.
- 3.8 On occasions where the Chair is not available to take Chair's Action then the Vice Chair will be authorised to take Chair's Action on his/her behalf.

4. Related Procedures, Codes of Practice and Guidance Documents

Instrument and Articles of Government of the College
Corporation Standing Orders
Education Act 1992

5. Policy Review

This Policy will be reviewed by the Governance Committee on a three yearly cycle.