WESTMINSTER CITY COUNCIL

GOVERNANCE INSTRUMENT

WESTMINSTER ADULT EDUCATION SERVICE

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City of Westminster

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FOR

WESTMINSTER ADULT EDUCATION SERVICE

INTRODUCTION AND PURPOSE

Under the general power of S1 and S4(c) of the Localism Act 2011 and section 15B of the Education Act 1996 the Lord Mayor and Citizens of the City of Westminster (the Council) can provide Adult and Community Learning Services for the benefit of the authority, its area or persons resident or present in its area (the Service). The Council currently exercises the power to provide the Service through the Westminster Adult Education Service (WAES).

This Governance Instrument (the Instrument) sets out the parameters for the operation of WAES and defines roles and responsibilities of both the WAES and the Council.

The Instrument covers a range of operational and governance issues by which WAES must operate.

This document must be read in conjunction with the Council's Constitution and WAES must follow the Council's Constitution in all matters. This includes the Scheme of Delegations, Financial Regulations and the Procurement Code. This document is not exhaustive of the matters that need to be dealt with in relation to the Service.

A copy of this agreement shall be made available to every Governor and members of staff through the staff and governance portal upon appointment.

1. THE CONDUCT OF THE GOVERNING BODY

1.1 The Governing Body shall be responsible for:

- Agreeing the missions and strategic direction of Westminster Adult Education Service, subject to formal approval from the Council;
- informing and advising the Council on the economic and social potential of adult learning within the Service;
- practising sound financial stewardship of WAES; in line with the Council's Scheme of Delegations, in particular the Financial Regulations, subject to formal approval from the Council;
- the staffing arrangements for WAES within the parameters set within this

Scheme and in line with the Council's policies.

1.2 Governors will not incur personal liability in the exercise of their role to oversee WAES budget provided they act in good faith.

1.3 The Principal of WAES, with other senior members of WAES staff, will have responsibility for the leadership, direction and management of the Service within the strategic framework endorsed by the Governing Body and formally approved by the Council.

1.4 The Governing Body shall have regard to all relevant policies of the Council, particularly the Scheme of Delegations, Financial Regulations, the Procurement Code and Health and Safety requirements, as they apply to WAES.

1.5 The Principal of WAES in consultation with the Governing Body will seek and obtain the permission of Corporate Property for any proposed internal changes and improvements to the spaces occupied by WAES.

1.6 The Terms of Reference for the Governing Body are set out in Appendix 1.

2. THE COUNCIL'S RESPONSIBILITIES

2.1 The Council, in consultation with the WAES, the Governing Body and the Principal, will be responsible for approving the strategic priorities of the Service within its corporate framework.

2.2 The Council has a legal duty to WAES for the construction of a fully integrated budget.

2.3 The Council will agree Collaboration Agreements between WAES and key services such as Finance, Corporate Property, Procurement and Human Resources.

3. PLANNING AND REPORTING

3.1 The Governing Body is responsible for ensuring that procedures and systems are in place to comply with all information and reporting requirements set by the Council.

3.2 The Governing Body will ensure that all external requests for information which have statutory basis or are a condition of funding are completed as required and will meet the monitoring and reporting requirements of any external bodies which are the funding and regulatory bodies relevant to the WAES.

3.3 The Governing Body should have arrangements in place to ensure that:

3.1.1 All processing of personal data is compliant with the Data Protection Act 2018 and all other law and guidance relating to the processing of personal data and privacy, and

3.1.2 Any requests can be met for disclosure of information relating to WAES

made to the Council under the Data Protection Act 2018 and all other law and guidance relating to the processing of personal data and privacy.

3.4 The Governing Body will provide all necessary documents and reports to enable the Council to meet its statutory financial and planning needs.

3.5 WAES must consult with the Council when considering the acquisition of any new IT systems that need to integrate with the Council's systems.

3.6 WAES shall give an annual report to the relevant Cabinet Member with responsibility for the Service who will advise on whether a review by Policy and Scrutiny is needed.

4 FINANCIAL MANAGEMENT AND OPERATION

4.1 Management of the budget for WAES is delegated though the Council's Scheme of Delegations in line with the Council's Finance Regulations, with the exception of the following, which are retained and controlled centrally by the Council:

4.1.1 Capital expenditure and capital charges for Council buildings.
4.1.2 Certain responsibilities for management of premises reserved to the Council
4.1.3 Any central support activities whose budgets are retained by the Council.

4.2 Standing Orders and Financial Regulations: The Council's Standing Orders and Financial Regulations provide the financial framework within which WAES will operate the budget, in line with the Council's Medium Term Financial Plan (MTFP) process.

4.3 Financial Accounts: WAES must maintain financial accounts that enable the proper record of information, in keeping with the relevant funding agency audit requirements and the Council's 's overall financial responsibilities.

4.4 Attendance at Finance Meetings: The Executive lead with oversight for WAES and the Director of Finance will be entitled to attend (or to send a representative to) meetings of the Governing Body.

4.5 Audit: WAES will, in common with all other areas of the Council's service, be subject to internal audit by the Council based on an agreed review cycle. In addition, financial information must be available for inspection by external auditors as and when required. The external auditors may also wish to undertake such reviews of financial and other operations of WAES as they deem necessary for the discharge of their statutory functions. WAES is required to provide audit certificates in respect of any voluntary and private funds received by WAES and within the timescales set by statute and the Council.

4.6 Budgetary Control: WAES must exercise control throughout the financial year to ensure that the agreed budget is not exceeded.

4.7 Surpluses and Deficits: A deficit must not be planned by the Governing Body and if it does arise on an unplanned basis, subject to any requirements of the funding agency with which WAES contracts, the amount of overspend will be rolled forward to the following financial year and a recovery plan agreed with the Council and the relevant funding agency.

4.8 The outturn position will be examined by the Governing Body and the Council's Finance lead with oversight for WAES. WAES will carry forward surpluses as well as deficits, subject to any requirements of the relevant funding agency. WAES will be expected to report on planned use of balances as part of its agreed monitoring procedures. The Council will not in normal circumstances write off any deficit balance of WAES.

4.9 Virement: Must be taken in accordance with the Council's Financial Regulations.

4.10 Debt Write-Off: The procedures as detailed in the Council's Financial Regulations shall apply.

4.11 Income from fees, charges and fund-raising**:** WAES may retain income from fees and charges except where a service is provided by the Council from centrally retained funds.

4.12 Administrative procedures for the collection of income: The procedures as detailed in the Council's Financial Regulations shall apply.

4.13 The Governing Body should ensure that it receives regular reports including management accounts, and that WAES is in a position to respond promptly to all financial queries raised.

4.14 WAES must use the financial system of the Council set up for seamless reporting which is open to senior officers. In addition, WAES reports its financial position quarterly in line with the Council's budget monitoring timetable that is reporting to Audit and Performance Committee.

5. CHARGING OF WAES BUDGET

5.1 The budget share of WAES may be charged by the Council without the consent of the Governing Body. In any such event, the Council will consult with WAES as to the intention to charge and notify WAES accordingly when the charges have been made. WAES will have the right to dispute any such charges and the Governing Body should place any grievances in writing to the Executive lead with oversight for WAES.

5.2 Any disputes will be carefully reviewed and, where necessary, passed to the Executive Director of Corporate Services for arbitration. The outcome of all reviews will be placed in writing and forwarded to the Governing Body**.**

6. GOVERNING BODY RESPONSIBILITIES

6.1 The Governing Body will establish committees and working groups as required; and should ensure that it receives regular reports about the overall performance of the Service, including management accounts; and that WAES is in a position to respond promptly to all queries raised about service delivery both financial and curriculum based.

6.2 The Governing Body will be responsible for setting the annual budget and for longer term budget planning in line with the strategic direction of the Service.

6.3 The Governing Body may delegate any of its responsibilities to a Committee; but the full Governing Body should agree the annual budget plan.

6.4 The Terms of Reference for any Committees and sub-committees set up should be reviewed annually.

6.5 In any case where urgent action is required in a matter which would otherwise have fallen to the Governing Body to determine, the Principal or, in his, her or their absence, a designated member of the Senior Staff shall take such action as he, she, or they judges appropriate, subject to advice from the Council Executive Director who has oversight for the WAES. He, she, or they shall notify the Governors in writing of such action at the earliest opportunity.

6.6 In overseeing the budget, WAES is required to carry out its financial administration in accordance with the Council's Executive Director of Finance and Resources, or equivalent's requirements i.e., all relevant Financial Regulations and Standing Orders made by the Council**.**

6.7 Register of Business/Financial Interests

The Governing Body and the WAES staff have a responsibility to avoid any conflict between their business and personal interests and the interests of the WAES. The Governing Body is required to establish a register of interests, to maintain the register, review it annually and keep it updated with notification of changes: and to make the register available for inspection by e.g. governors, staff, students and the Council's auditors. The register must list interests for each member of the Governing Body, the Principal and WAES staff involved in letting/awarding contracts. The register shall include all business interests such as directorships, shareholdings and other appointments of influence within a business or other organisation which may have dealings with WAES. The register shall be made available to the Council on request.

7. HUMAN RESOURCES

7.1 All employees of the Service are employees of the Council.

7.2 The Governing Body will be responsible for having in place all necessary Human Resources policies and procedures in line with the Council's policies and procedures. The Governing Body will be responsible for ensuring the robustness of such policies in line with all relevant legislation and for ensuring that these policies are kept up to date as legislation changes. The Governing Body must ensure that the Council is not exposed to any further risk than would have been the case had the Council's policies been followed. All policies which are not already adopted by the Council will be the subject of consultation with the relevant Trades Unions.

7.3 The Council's Redundancy Compensation Scheme applies to all Council employees. WAES is required therefore to adhere to this.

7.4 Dismissal

The Principal shall be responsible for dismissal decisions in relation to all employees working for WAES in line with Council policies, procedures in accordance to the Scheme of Delegations to Officers. The Council shall retain the right to advise on all dismissals and exit arrangements and the Principal and Governing Body must give full and serious consideration to such advice. Failure to follow the advice of the Council in dismissal and exit matters will result in any costs arising from such a decision will fall to the WAES budget share including but not limited to, legal costs, compensation payments and awards. Appeals against dismissal will be heard by a suitable committee of Governors in consultation with the Council.

8. APPOINTMENTS PROCESS

8.1 Upon the occurrence of a vacancy or expected vacancy in a staff post, the Principal shall:

8.1.1 determine the title of the post, the responsibilities and agree a person specification and job description;

8.1.2 for any new support staff post, arrange for a job evaluation to be carried out in line with the Council's job evaluation scheme. Where WAES then decides not to follow the advice of the JE team in relation to any such evaluation, WAES must define and record the reasons for rejecting any advice or evaluation, setting out clearly any Service specific reasons for such a decision;

8.1.3 advertise the vacancy in such publications as are appropriate;

8.1.4 determine the recruitment process and make arrangements for the appointment of an appropriate selection panel, commensurate with the responsibilities of the vacant position to progress the appointment.

8.2 The outgoing Principal shall not take part in the appointment of a successor. The Council Executive Director with oversight for WAES will determine and manage the appointment process, in consultation with the Governing Body.

8.3 Personnel files should be complete and hold all relevant documentation including evidence that all appropriate pre-employment checks including the relevant DBS and Disclosure and Barring Scheme procedures, where these apply, have been undertaken.

9. PROCUREMENT

9.1 Procurement requirements

9.1.1 As WAES is not a legal entity all contracts entered into by WAES are deemed to be made on behalf of the Council with the Council being the contracting party. WAES is required to abide by:

9.1.2 the Council's Procurement Code;

9.1.3 the Council's Financial Regulations; and

9.1.4 any laws relating to procurement, including but not limited to the Public Contracts Regulations 2015 and the Procurement Act 2023 (as may be amended or replaced from time to time).

9.1.5 WAES will also be required to produce an annual pipeline of procurements/contracts to be submitted. In line with Council practise, all members of staff with a procurement influence (budget holders/contract managers/etc) must attend the Council's procurement and contract management training.

10. PROPERTY / ASSETS

10.1 Property portfolio

The Governing Body is expected to keep under review in consultation with Council the possibility of changing its property portfolio in line with the business needs of the Service.

The property occupied by WAES remains the property of Council. The sale of land or buildings or sub-letting is not permissible. If WAES would like to engage in a sale or sub-let they must get agreement from Corporate Property.

10.2 Service use of premises

The Council has made available to the Service space at Lisson Grove, Pimlico and Amberley Road. The Council acts as the Corporate Landlord and WAES is responsible for the payment of service charges including utilities for these premises on an annual basis.

All property related activities, decisions and charges are managed by the Council's Corporate Property Team.

With regard to repairs and maintenance, the Council has responsibility for the maintenance and repair of the external fabric and the envelope of the operational premises and major services e.g., boilers.

For the areas of premises for which they are responsible the Governing Body will ensure that building maintenance is carried out in a regular planned way so that those parts of the premises are kept in good condition at all times. In carrying out such work the Governing Body shall comply with all statutory requirements for health and safety etc. and with all relevant Council rules and regulations. The programme of maintenance shall be verifiable and reported to the Governing Body on an annual basis, copied to the Council's Executive Director with oversight for WAES and the Director of Corporate Property

The service will provide compliance documentation to the Director of Corporate Property on a regular basis in line with compliance schedules.

10.3 Capital Projects / Repairs

If there is a requirement for capital building projects this shall be communicated to Corporate Property for consideration along with the Council's Executive Director with oversight for WAES or his, her, or their representatives.

The Council may at its own cost carry out capital works of whatever nature. Any works will be undertaken following consultation with WAES. Responsibility for the management of property related capital works, whether requested by the Governing Body or the Council, rests with the Council. However, the WAES may wish to request to do this independently, in which case the Council's Executive Director with oversight for WAES must be informed of all capital building projects and permission must be sought from the Director of Corporate Property

11. FURNITURE AND EQUIPMENT

11.1 The Governing Body is required to maintain an up-to-date inventory register of its moveable non-capital assets, over a value of approximately £1000 (particularly those considered portable and attractive including electrical and computer equipment) which should include all relevant detail such as item, model, serial number, location and security mark references.

11.2 Inventory and asset register records should be signed and dated by the person who compiles them and certified as correct by an appropriate independent person. Inventories should be checked at least once per year against physical items to ensure that the records are up to date and accurate. Any discrepancies should be investigated and any over a predetermined sum should be reported to the Governing Body.

11.3 All write-offs and disposals up to a value of £500 should be approved by the Principal and thereafter by the Governing Body. In addition, WAES must take into account the Council's Financial Regulations which sets out the approvals necessary from the Council.

12. INSURANCE

12.1 WAES may purchase insurance via a Service Level Agreement with the Council if required. However, if the Governing Body wishes to make alternative arrangements, the Council will require the Service to demonstrate that cover relevant to the Council's insurable interests, under a policy arranged by the Governing Body, is at least as good as the relevant minimum cover arranged by the Council.

13. HEALTH AND SAFETY

13.1 The Governing Body should comply with duties placed on the Council in relation to Health and Safety matters in the management of the Service.

13.2 Within the Council's framework and Health and Safety legislation, the Governing Body will establish, implement and monitor effective local Health and Safety policies in those areas directly under its control.

13.3 The Council's Corporate Health and Safety Team will provide advice and guidance and ensure that the WAES Health & Safety function meets required standards.

14. EMERGENCIES / DISASTERS

14.1 The Governing Body shall ensure that arrangements are in place to protect the Service in the event of a serious incident. Such arrangements should include having in place an up-to-date Emergency Disaster Plan and Business Continuity Plan. Such plans must be consistent with the Council's Emergency Planning arrangements and agreed with the Council.

15. CONTINGENCY

15.1 WAES is expected to cover any unplanned expenditure itself. In the event of something unforeseen that is significant and not covered by insurance, an application may be made to the Council's contingency fund in the usual way. Such circumstances might be where there is loss of external income in the event of the Service temporarily losing the use of its premises through no fault of its own (e.g., after fire, flood or storm damage).

17. DATE OF OPERATION

17.1 This Instrument shall come into operation on the 18 September 2024 and will be kept under review and amended as required by the Council in consultation with WAES.

Appendix 1 - Terms of Reference

1. THE GOVERNING BODY

1.1 The Governing Body shall consist of up to 16 members to be selected and appointed as follows:

1.1.1 Five members nominated and appointed by the Council.

1.1.2 Up to two learners nominated through procedures approved by the Principal and appointed by the Governing Body.

1.1.3 Up to two staff representatives of WAES to be elected in accordance with procedures approved by the Principal.

1.1.4 Six members appointed by the other Governors from amongst persons who are able to make a substantial contribution to the effectiveness of the Service in the local community of the City of Westminster. Such members would include individuals with significant relevant professional experience and local employer interests who could make a significant contribution to the Service.

1.1.5 The Principal of WAES and all Officer Governors, ex-officio.

1.2 The Clerk to the Governing Body shall be such person as shall be nominated by the Principal in consultation with the Governing Body.

1.3 The Governors may elect to appoint Associate Governors to bring additional specialist expertise to the Governing Body as and when required.

2. APPOINTMENT OF CHAIR AND VICE-CHAIR

2.1 At the first meeting of every academic year, the Governors shall appoint a Chair and Vice-Chair from amongst their number.

2.2 Any Governor appointed under paragraph 1.1.2 or 1.1.3 or 1.1.5 above shall not be eligible to be appointed Chair or Vice-Chair.

2.3 The Chair and Vice-Chair shall be elected annually.

2.4 If both the Chair and Vice-Chair are absent from any meeting of the Governing Body, the Governors present shall choose one of their number to act as Chair for that meeting, provided that the Governor chosen shall not be a Governor appointed under paragraph 1.1.2 or 1.1.3 or 1.1.5 above.

2.5 The Chair and Vice-Chair may at any time give 3 months' notice in writing to the Clerk to the Governing Body and will resign their respective office to the Executive Director with responsibility for WAES via email.

2.6 At the first meeting following expiry of the term of office of the Chair and Vice-Chair, or following the resignation of the Chair or Vice-Chair, the Governors shall appoint a new Chair or Vice-Chair, as the case may be, from amongst their number.

3. ELIGIBILITY

3.1 Only a person who has attained the age of 18 years shall be eligible for appointment as a Governor.

3.2 No person who is a member of staff of the Service shall be eligible for appointment as a Governor except in accordance with paragraph 1.1.3 or 1.1.5.

3.3 No person who is a user representative of the Service shall be eligible to be appointed as a Governor except in accordance with paragraph 1.1.2.

3.4 Subject to paragraphs 3.5 and 3.6 below, a person shall be disqualified for holding, or continuing to hold, office as a Governor if that person has been adjudged bankrupt or made a composition or arrangement with their creditors; and a Governor, on becoming disqualified, shall give immediate written notice of the fact to the Clerking Service of the Governing Body.

3.5 Where a person is disqualified by reason of their having been adjudged bankrupt, that disqualification shall cease:

3.5.1 on their discharge from bankruptcy; and

3.5.2 if the bankruptcy is annulled, on the date of the annulment.

3.6 Where a person is disqualified by reason of his or her having made a composition or arrangement with their creditors and they pay their debts in full, the disqualification shall cease on the date on which the payment is completed and in any case it shall cease on the expiration of five years from the date on which the terms of deed or composition or arrangement are fulfilled.

3.7 A person shall be disqualified from holding, or from continuing to hold, office as a Governor if, within five years before his or her appointment as Governor would otherwise have taken effect, or since his or her appointment, they have been convicted in the United Kingdom, the Channel Islands or the Isle of Man of any offence and has had passed on them a sentence of imprisonment (whether suspended or not) of a period of not less than three months without the option of a fine. Where, by virtue of this paragraph, a person becomes disqualified from holding office as a Governor, that person shall give immediate notice of that fact to the Clerk to the Governing Body.

3.8 The Governing Body will adopt a code of conduct in line with the Nolan Seven Principles of Public Life.

4. TERM OF OFFICE

4.1 Governors appointed under paragraphs 1.1.2 or 1.1.3 shall serve for a period of four years.

4.2 Governors appointed under paragraphs 1.1.2 or 1.1.3 shall be eligible for re-appointment at the end of their term of office and may serve for no more than two terms. This shall apply to all Governors including Council nominees.

4.3 If a Governor has served for the maximum of 8 years, they cannot be reappointed in a different capacity. (Ex. A Council nominee cannot be then appointed as a Governing body nominee etc). This does not apply to the Principal of WAES.

5. DETERMINATION OF GOVERNORSHIP

5.1 Governors may at any time give notice to the Clerk to the Governing Body and resign their office to the Executive Director with responsibility for WAES and the Chair via email.

5.2 Any Governor who is absent for three consecutive meetings from the Governing Body board meetings shall, unless the reason for his, her or their absence is approved by the Governing Body, thereupon cease to be a Governor.

5.3 Any Governor may by notice in writing be removed from that office by the body which appointed or elected him, her, or them in accordance with paragraph 6.1 below, where that body is satisfied that they are incapacitated by physical or mental illness, or is otherwise unable or unfit to discharge the functions of a Governor. Any Governor co-opted in accordance with paragraph 1.1.4 may by notice in writing be removed from the Governing Body where the Governors are satisfied that he, she, or they is incapacitated by physical or mental illness, or is otherwise unfit to discharge the functions of a Governor.

5.4 Any Governor who is a Governor by virtue of being a member of the staff of WAES (including the Principal) or a user of the Service shall cease to be a Governor if he, she, or they ceases to be a member of staff or a user of the Service.

5.5 If a Governor is a political Council nominee and loses their seat they will resign to the Executive Director with responsibility for WAES and the Chair via email and the governorship will be offered to the same Party or officers will look at proportionality.

5.6 If a Governor is a staff nominee of Westminster City Council and their employment is terminated, they will resign to the Executive Director with responsibility for WAES and the Chair via email and the Council will nominate a new governor.

6. VACANCIES

6.1 Upon the occurrence of a vacancy or expected vacancy of a non-Council named role(s), the vacancy shall be referred to the Governing Body's search committee in the first instance to advise on the role and person specification.

6.2 Upon a staff vacancy of the Council nominee Governors, the Executive Director with responsibility for WAES in consultation with the Chair and Lead Cabinet Member will take forward nominations for adoption with the WAES Governing Body.

6.3 Upon a political vacancy of the Council nominee Governors, the Party Whips will nominate their candidates to the Executive Director with responsibility for WAES and the Chair to take forward for adoption with the WAES Governing Body.

7. VALIDITY OF PROCEEDINGS

7.1 The validity of any proceedings of the Governing Body, or any Committee of the Governors, shall not be affected by any vacancy amongst the members, nor by

any defect in the nomination, election or appointment of a member.

8. GOVERNORS NOT TO BE FINANCIALLY INTERESTED IN THE WESTMINSTER ADULT EDUCATION SERVICE

8.1 Except with the approval in writing of the Council in advance, no Governor shall take or hold any interest in any property held or used for the purpose of the Service, or receive any remuneration for his, her, or their services as a Governor; provided that a Governor who is a member of the staff of the Service (including the Principal) may receive remuneration in that capacity.

8.2 A Governor who has any financial interest, personal interest, or professional interest in:

8.2.1 the supply of work materials, goods or services to or for the purposes of the Service; or

8.2.2 any contract or proposed contract concerning the Service; or

8.2.3 any other matter relating to the Service

and is present at a meeting of the Governors at which the supply, contract or other matter is to be considered, shall at that meeting disclose and have minuted the fact and shall not take part in the consideration of, or vote on any question with respect to it.

9 **MEETINGS**

9.1 The Governing Body shall meet at least five times a year and shall hold such meetings as may be necessary. A meeting of the Governing Body is required to formally recommend the budget of the Service prior to the final date for notifying the Council of its recommended budget.

9.2 All meetings shall be summoned by the Clerk/Clerking Service to the Governing Body, who shall send to the Governors written notice of the meeting and a copy of the agenda at least five clear working days in advance of the meeting.

9.3 A special meeting of the Governors may be called at any time by the Chair of the Governors or at the request in writing of any four Governors. Where the Chair, or in his, her or their absence, the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than five working days, as he, she or they may specify.

10 **QUORUM**

10.1 The quorum for a meeting of the Governing Body shall be one-third (rounded up to a whole number) of the membership when complete.

10.2 The quorum for the purpose of appointing Governors pursuant to paragraph 1.1.4 shall be any two-thirds (rounded up to a whole number) of the Governors concerned.

10.3 If the number of Governors assembled for a meeting of the Governing Body does not constitute a quorum, the meeting may proceed but no binding decisions may be made. All recommendations and decisions will be subject to ratification at the next subsequent quorate meeting of the Governing Body. The Chair shall, if he, she, or they thinks fit, call a special meeting for this

purpose as soon as conveniently may be.

11 **PROCEEDINGS OF MEETINGS**

11.1 Every question to be decided at a meeting of the Governing Body shall be determined by a majority of votes of the Governors present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

11.2 No resolution of the Governors may be rescinded or varied at a subsequent meeting unless consideration thereof is a specific item of business on the agenda for that meeting.

12 **MINUTES**

12.1 At every meeting of the Governing Body the minutes of the last meeting shall be taken as the first agenda item, except (a) where there is a need to appoint a Chair and (b) in cases where the Governors present decide otherwise, and, if agreed to be accurate, shall be approved and noted as a true record.

13 **PUBLIC ACCESS TO MEETINGS**

13.1 Any question whether any person who is not:

13.1.1 a member of the Governing Body;

13.1.2 the Clerk to the Governing Body;

13.1.3 the relevant WCC Executive Directors with responsibility for WAES;

should be allowed to attend a meeting of the Governing Body shall be determined by the Chair of the Governing Body in consultation with the Principal and the Executive Director with responsibility for WAES.

14 **PUBLICATION OF MINUTES AND PAPERS**

14.1 Subject to paragraph 14.2, the Governing Body shall ensure that a copy of:

14.1.1 the agenda for every meeting of the Governing Body;

14.1.2 the draft minutes of every such meeting, if they have been approved by the Chair of the meeting:

14.1.3 the approved minutes of meetings shall be made available on WAES website;

14.1.4 any report, document or other paper considered at any such meeting, subject to approval at the end of such meeting to allow for any confidential business shall be made available in electronic format by request, or shall be made available on WAES website~~;~~

14.2 There may be excluded from any item required to be made available in pursuance of paragraph 14.1 any material relating to:

14.2.1 a person employed at or proposed to be employed by the Service;

14.2.2 a named user of the service;

14.2.3 the financial or business affairs of any person (including the Council); and

14.2.4 any matter which, by reason of its nature, the Governing Body are satisfied should be dealt with on a confidential basis

14.2.5 Copies of agendas and minutes should be retained for a period of seven years, unless otherwise specified by the Funding Agency.

15 **ATTENDANCE OF COUNCIL EXECUTIVE DIRECTORS WITH OVERSIGHT FOR WAES**

15.1 The Executive Director(s) with oversight for WAES or their representative may attend, and may speak at any meeting of the Governing Body or any Committee or Sub-Committee thereof.

15.2 The Executive Director of Finance and Resources, or their representative may attend any meeting of the Governing Body or any Committee or Sub-Committee thereof and may speak at any such meeting for the purpose of advising on financial matters.

15.3 The Clerk to the Governing Body shall send to the relevant Executive Directors at the same time as they are sent to the Governors, copies of the agenda and other papers for, and the minutes of, meetings of the Governing Body and of any Committee thereof.

15.4 The Executive Director with oversight of WAES shall be entitled at any time to submit to the Governing Body, through the Clerk/Clerking Service to the Governing Body, such reports and recommendations as he, she, or they consider appropriate.