



The voice of specialist further education



# Natspec

Company No.: 5908897

Natspec, is a company limited by guarantee and not having a share capital.

## **Board Directors Handbook**



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## Paper 1: Memorandum and Articles

The operation of the Board is governed by the Memorandum and Articles of Association, incorporated on 17<sup>th</sup> August 2006.

### Memorandum

#### 1. NAME

The name of the Company is Natspec ('the Company')

#### 2. REGISTERED OFFICE

The registered office of the Company is to be in England and Wales

#### 3. OBJECTS

The objects of the Company ("the Objects") are to act as a national voice for its members so as to promote the provision of a wide choice of innovative and high quality education and training which meets the needs and aspirations of young people and adults with learning difficulties and/or disabilities, in particular, but not so as to limit the generality of those objects, by:

- 3.1 making representations to those government and local departments responsible for the primary and enabling legislation that regulates the education of young people and adults with learning difficulties and/or disabilities,
- 3.2 promoting high quality standards of service, administration and management within its member organisations,
- 3.3 promoting its member colleges and organisations as service providers, so as to ensure that their specialist expertise in developing vocational, social and independence skills is understood and recognised
- 3.4 encouraging appropriate practice and collaboration among member colleges and organisations whilst recognising their autonomy;
- 3.5 developing where appropriate joint guidelines or codes of practice to serve as standards for members; and
- 3.6 by such other means as the directors may determine.

#### 4. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies



- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
  - 4.13.1 the investment policy is set down in writing for the financial expert by the Directors
  - 4.13.2 every transaction is reported promptly to the Directors
  - 4.13.3 the performance of the investments is reviewed regularly with the Directors
  - 4.13.4 the Directors are entitled to cancel the delegation arrangement at any time
  - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
  - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
  - 4.13.7 the financial expert must not do anything outside the powers of the Directors
- 4.14 To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required
- 4.16 To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as directors or trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Company
- 4.20 To pay the costs of forming the Company
- 4.21 To do anything else within the law which promotes or helps to promote the Objects



## 5. BENEFITS TO MEMBERS AND DIRECTORS

- 5.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members of the Company but
- 5.1.1 members who are not Directors, and Directors who are not members, may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied
  - 5.1.2 members (including Directors) may be paid interest at a reasonable rate on money lent to the Company
  - 5.1.3 members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Company
  - 5.1.4 individual members who are not Directors but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Director who represents a member organisation may not be an employee of the Company and must not receive any payment of money or benefit (whether directly or indirectly) from the Company except
- 5.2.1 as mentioned in clauses 4.16, 5.1.2 or 5.1.3.
  - 5.2.2 provision of reasonable refreshments at Directors' meetings
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings)
  - 5.2.4 payment to any company or firm of which a Director is a member or employee in accordance with clause 5.3
- 5.3 Any firm or company of which a Director is a member or employee may enter into a contract with the Company to supply goods or services in return for a consideration but only if
- 5.3.1 the goods or services are actually required by the Company
  - 5.3.2 the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
  - 5.3.3 no more than one half of the Directors are subject to such a contract in any financial year and
  - 5.3.4 the director has no more than a 1 per cent shareholding or share in that company or firm
- 5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
- 5.4.1 declare an interest at or before discussion begins on the matter
  - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 5.4.3 not be counted in the quorum for that part of the meeting
  - 5.4.4 withdraw during the vote and have no vote on the matter



## **6. LIMITED LIABILITY**

The liability of members is limited

## **7. GUARANTEE**

Every member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a member.

## **8. DISSOLUTION**

8.1 If the Company is dissolved the assets (if any) remaining after provision has been made for all its liabilities may not be distributed amongst the members but must be applied in one or more of the following ways:

- 8.1.1 by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects
- 8.1.2 directly for the Objects or purposes within or similar to the Objects

## **9. INTERPRETATION**

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it



## Articles of Association

### 1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Company must maintain a register of members
- 1.3 Membership of the Company is open to any specialist college, provider, individual or organisation interested in promoting the Objects who:
  - 1.3.1 applies to the Company in the form required by the Directors
  - 1.3.2 is approved by the Directors and
  - 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
  - 1.5.1 gives written notice of resignation to the Company
  - 1.5.2 dies or (in the case of an organisation) ceases to exist
  - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
  - 1.5.4 is removed from membership by resolution of the Directors on the grounds that in their reasonable opinion the member's continued membership is harmful to the Company (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Company is not transferable

### 2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is ten percent of the members
- 2.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.5 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative) has one vote on each issue
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)



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- 2.7 The Company must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Company's incorporation
- 2.8 At an AGM the members:
- 2.8.1 receive the accounts of the Company for the previous financial year
  - 2.8.2 receive the Directors' report on the Company's activities since the previous AGM
  - 2.8.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation
  - 2.8.4 elect persons to be Directors to fill the vacancies arising
  - 2.8.5 appoint auditors for the Company
  - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company and
  - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM
- 2.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least 10 members
- 2.11 On a written resolution, every member eligible to vote has one vote, in person or by proxy or by authorised representative. No member shall be entitled to vote at any general meeting unless all moneys presently payable to the Company have been paid.

### **3. THE DIRECTORS**

- 3.1 The Directors as Trustees have control of the Company and its property and funds
- 3.2 The Directors consist of not less than three and no more than twenty individuals, a clear majority of which should be appointed as representatives of member organisations.
- 3.3 The individuals named as directors in the statement in Form 10 delivered to the Companies Registry are the first Directors of the Company.
- 3.4 Every Director must sign a declaration of willingness to act as a Company Director of the Company before he or she is eligible to vote at any meeting of the Directors
- 3.5 One third (or the number nearest one third) of the Directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A Director's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Companies Acts from acting as a Company Director
  - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 3.6.3 is absent from three consecutive meetings of the Directors and the other Directors resolve to remove him or her
  - 3.6.4 resigns by written notice to the Directors (but only if at least three Directors will remain in office)





3.6.5 is removed by resolution passed by a majority of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views

### 3.7 Co-opted directors

3.7.1 The Directors shall at their first meeting after each annual general meeting co-opt the authorised representative of up to three members to be Directors having regard to the representation of the membership by the elected body of the Directors and with a view to correcting so far as possible any imbalance.

3.7.2 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director

3.7.3 A co-opted Director holds office only until the next AGM

3.8 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

## 4. PROCEEDINGS OF DIRECTORS

4.1 The Directors must hold at least two meetings each year

4.2 A quorum at a meeting of the Directors is five Directors

4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants

4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting

4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

4.6 Except for the chair of the meeting, who has a second or casting vote, every Director has one vote on each issue

4.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

4.8 The Directors may, at their discretion, afford the right to any member or authorised representative of a member to be furnished with copies of all documents sent to the Directors, to attend meetings of the Directors and to speak at those meetings but not to vote.

4.9 The Chief Executive of the company shall be required to attend throughout every meeting of the Directors, except on such occasions and for such times as the Directors may otherwise determine.

## 5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Company:

5.1 to appoint (and remove) any member (who may be a Director) to act as Secretary to the Company in accordance with the Act

5.2 to appoint a Chair, Treasurer and other honorary officers from among their number



- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors)
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Company
- 5.8 to exercise any powers of the Company which are not reserved to a general meeting

## **6. RECORDS & ACCOUNTS**

- 6.1 The Directors must comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
  - 6.1.1 annual reports
  - 6.1.2 annual returns
  - 6.1.3 annual statements of account
- 6.2 The Directors must keep proper records of
  - 6.2.1 all proceedings at general meetings
  - 6.2.2 all proceedings at meetings of the Directors
  - 6.2.3 all reports of committees and
  - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Company must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide
- 6.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months

## **7. NOTICES**

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or any newsletter distributed by the Company
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received



- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7.3.2 two clear days after being sent by first class post to that address
- 7.3.3 three clear days after being sent by second class or overseas post to that address
- 7.3.4 on the date of publication of a newspaper containing the notice
- 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

## 8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Company take effect as though repeated here.

## 9. INTERPRETATION

In the Memorandum in and in these Articles: The Act'	means the Companies Act 1985
'AGM'	means an annual general meeting of the Company
'these Articles'	means these articles of association
'authorised representative'	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary
'Chair'	means the chair of Directors
'the Company'	means the company governed by these Articles
'clear day'	means 24 hours from midnight following the relevant event
'Director'	means a director of the Company and 'Directors' means all of the directors.
'EGM'	means an extraordinary general meeting of the Company
'financial expert'	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

## Paper 2: Natspec vision, beliefs, core purpose and activities

### Our vision

All young people with learning difficulties or disabilities **can access quality education and training** which **meets their individual needs** and supports their aspirations for **skills, work and life**



### We believe...

#### The value of learning and young people's right to experience it

- i. Learning is the acquisition of new - or further development of existing - knowledge, skills and understanding. It includes personal and social development and development of independence, as well as academic, vocational or technical learning. Provision to support learning is planned and coordinated and is designed to lead to measurable progress for the individual, however small the steps. Learning is distinct from social care, which is the means by which an individual's needs for care and support are met.
- ii. Most young people, including those with SEND, benefit from post-school education or training as a bridge to employment and adult life in general. Young people with SEND wishing to experience post-school education as a means of preparing for adulthood should be able to do so in a learning environment designed for this purpose.
- iii. Young people with an EHC plan should be able to continue in education or training beyond compulsory participation age, while they are still acquiring or developing knowledge, skills or understanding that will help them achieve the outcomes in their EHC plan whatever the focus of their learning (i.e. employment, independent living, health or community participation). A plan should not be ceased purely because a young person will always require support from social services or because they are not working towards employment.
- iv. A holistic, multi-disciplinary approach leads to more effective outcomes for young people with high needs, while also supporting families and carers, e.g. through enabling parents to stay in paid employment.

- v. Investing in high quality education and training for young people with SEND increases their chances of gaining employment and their capacity for independence, thus reducing their future need for support and their reliance on adult services and the benefits system. While providing appropriate provision for young people with high needs can be costly in the short term, it has been shown<sup>1</sup> to lead to long-term savings.

### **A range of learning options**

- vi. A mix of provision in the post-16 sector gives young people with SEND, and their families, the opportunity to access the provision most appropriate for them. This mix should include generic and specialist providers of different types, including national, regional and local providers. Programmes co-delivered by more than one provider, including partnerships between generic and specialist providers, should be part of this mix.
- vii. Young people and their families should be able to access the information, support and impartial guidance they need to make informed decisions about their post-16 education. There is a role both for local authorities, through the local offer, in presenting comprehensive information about the provision available to young people (including relevant specialist provision outside of the local area) and for schools in helping young people and their families to understand the full range of options available to them post-16 and post-19.
- viii. Young people and their families should be encouraged to consider from Year 9 onwards how – and where - their years in post-16 education and training might best be spent as they prepare for adulthood, including consideration of the most appropriate point/age to transition from school to further education (either general or specialist). The preferences of the young person should usually be met.

### **The particular contribution of specialist FE providers**

- ix. Specialist FE providers are well-placed to offer a holistic education, health and care package and multi-disciplinary approach which is vital for young people with high needs.
- x. For some young people with very complex needs or low-incidence SEN, specialist FE providers, whether day or residential, are sometimes the only organisations able to offer provision that meets their specific needs. Given the small numbers of young people in scope, it would not be practicable for such provision to be made available in every local area.
- xi. Supporting young people to develop the skills and confidence to take up their place successfully in the wider community should be a key aim for all SEND provision. There are different routes to achieving inclusion, however. For some young people with SEND, a general FE college can be an isolating experience, while the opportunity offered by a specialist setting to learn amongst peers with similar needs and life experiences can be a very effective way to help them achieve long-term sustainable outcomes that enable them to become active participants in and contributors to society at large, including in the workplace.
- xii. Many young people with SEND would benefit from some form of residential education as a means of developing the skills and confidence to be independent adults or to live outside of the family home with appropriate support. Residential education provides an authentic context for developing

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<sup>1</sup> NAO Report November 2011 <https://www.nao.org.uk/report/oversight-of-special-education-for-young-people-aged-16-25/>

independence skills and an opportunity for round-the-clock learning. While full-time residential programmes are the most appropriate provision for a small number of students, short-term residential placements of varying duration are likely to be suitable for many more.

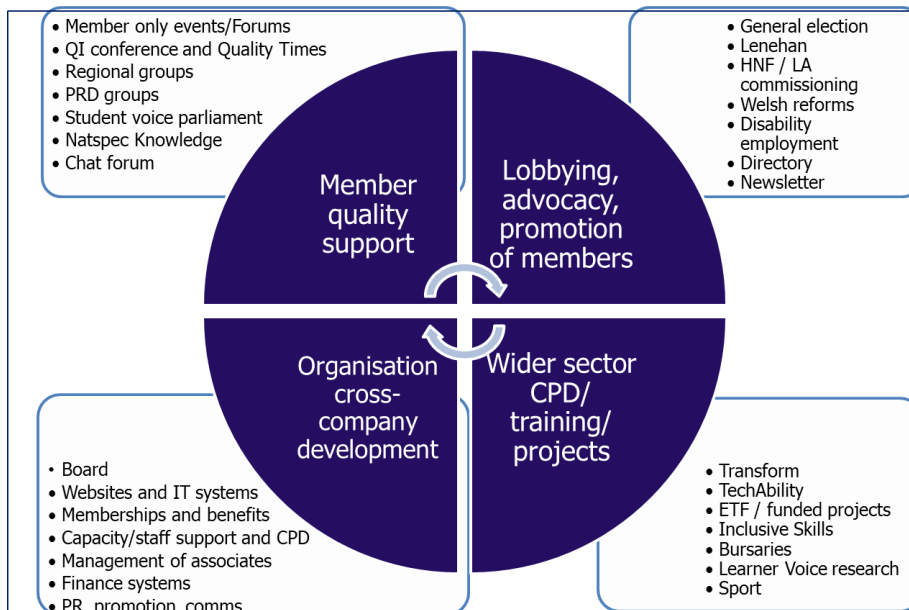
## What we do:

Natspec supports a diverse range of specialist further education and training provision for young people with learning difficulties or disabilities that broadens their choice, supports their aspirations, represents their best interests and provides a social return on investment.

Our core activities. We:

1. **Support and inform our members to raise the quality of provision:** via guidance, briefings, [events](#), conferences and networks. We also help our members provide advice and guidance to [young people, their families](#) and supporters.
2. **Advocate for our members and influence policy:** via [representations](#) to government, funding agencies and other stakeholders, including through the use of [student voice](#). We promote the work of our members through our [directory](#), website, [e-newsletters](#), [social media](#) and publish blogs and articles to highlight the positive difference members can make to the lives of young people with SEND.
3. **Support the wider FE sector:** via training and development through [TechAbility](#) and the [Natspec Transform](#) service, together with projects and partnerships to support professionals throughout the sector. We provide opportunities for students to engage in inter-college activities such as [Inclusive Skills](#), the [Natspec Games](#) and the [Student Parliament](#). We also contribute to the work of other organisations who also seek to improve the lives of people with disabilities and promote them as valuable contributors to society.
4. **Develop our internal systems to ensure sustainability:** via our internal company infrastructure and systems for HR, finance, [memberships](#), technology and communications.

The diagram below illustrates how these four areas inter-relate.







**Our focus internally and externally: the following headings are from the Natspec business plan**

**A: Member Quality Support**

- A1: Regular events and member only forums
- A2: Support for new members
- A3: Quality and curriculum / Ofsted
- A4: Care / CQC
- A5: Student voice, student parliament
- A6: Regions and regional development / PRD groups
- A7: Natspec Knowledge and Natspec Chat forums
- A8: Support for parents

**B: Lobbying, Advocacy, Member promotion**

- B1: High Needs funding / ESFA
- B2: Public affairs / Lobbying and advocacy
- B3: LAs and Commissioning – EHCPs, planning high needs provision
- B4: Wales, Scotland, NI
- B5: Member Promotion- Natspec News and Directory

**C: Wider Sector CPD, training and projects**

- C1: Natspec Transform: Training and consultancy programme
- C2: Technology: TechAbility AT/IT service
- C3: Partnerships and / or campaigns with other sector bodies
- C4: Externally funded projects
- C5: Sport

**D: Internal company and organisational development**

- D1: Governance – Board, Articles and structure
- D2: HR and staffing
- D3: Finance
- D4: Memberships
- D5: Data, key facts and information / CRM /
- D6: IT, website & infrastructure
- D7: Internal and member communications
- D8 External communications, PR, media, publicity
- D9: Submission of tenders / new business



## Paper 3: Purpose of Governance and Code of Conduct

The Board is responsible for approving the vision and ethos. Board directors have a collective and clear leadership role in fostering an environment that enables the organisation to fulfil its mission, for the benefit of members.

The Board ensures compliance with its Articles of Association.

The Board has a Code of Conduct which all directors 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.

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.

### Introduction

This Code of Conduct for the Board of Directors of Natspec has been adopted to show the commitment of members to operate in as open a way as is possible whilst maintaining the highest standards of conduct for such a body. The provisions of the Code apply equally to each and every member of the Board of Directors; this includes when acting as members of a committee, advisory group or other group established by the Board of Directors.

### The Nolan Principles code of practice

The Board of Directors will act according to the Nolan Principles code of practice, which has been written with regard to the seven principles of public life identified by the Nolan Committee in their First Report on Standards in Public Life in May 1995 and subsequently endorsed by the Government.

#### **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 awards or 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**





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Holders of public office should be as open as possible about all the decisions and actions 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.

The Board of Directors will not receive any payment or other benefits for carrying out their roles, except in the circumstances set out in section 5 of the memorandum and articles of association.

## Conduct and expectations

The Board will consist of 8 Directors representing regions and up to 10 Directors taking a policy role. The Board of Directors will meet at least three times a year to conduct the required business and to carry out the responsibilities as set out in the Articles of Association and other key documents.

### **Individual Members of the Board of Directors will:**

- i. have due regard to the different but complementary responsibilities of its individual members in order that the specific roles may be carried out efficiently and effectively on behalf of Natspec
- ii. support the Chief Executive and officers in performing their responsibilities
- iii. be willing to commit time and resources to support the work of Natspec
- iv. consider Natspec as a whole and wherever possible its individual member's interests
- v. collectively agree the strategic direction of the organisation, following input from the Chief Executive, staff, members and stakeholders
- vi. reflect Natspec's values, strategy and major policies when representing Natspec
- vii. be expected to contribute to the activities of Natspec, as invited by the Chair and/or Chief Executive
- viii. support Natspec's aims and objectives and promote the interests of Natspec and its students to the wider community
- ix. work co-operatively with other members in the best interests of Natspec
- x. fulfil statutory duties regarding equal opportunities in Natspec, incorporate and support best practice, and make provision for equal opportunities in the strategic plan
- xi. be satisfied that a course of action is taken in accordance with the company Articles of Association and other associated regulations
- xii. seek to ensure that Natspec remains financially viable and promotes value for money
- xiii. not bind Natspec to a course of action it cannot carry out



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- xiv. acknowledge that as an individual member they have no legal authority outside meetings of the Board of Directors and its committees
- xv. act honestly, diligently and in good faith, noting that to do so may require taking professional advice
- xvi. resist outside pressure to use the position of Director to benefit themselves or other individuals or agencies
- xvii. not accept offers of money or other gifts as a result of their membership of the Board of Directors
- xviii. avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and those of Natspec
- xix. declare openly and immediately any interests, including any personal conflict of interest, arising from a matter before the Board of Directors (or a committee of the Board) or from any other aspect of membership
- xx. register dissent if there is a concern that an action would be contrary to the Articles of Association and other associated regulations
- xxi. acknowledge that differences of opinion may arise in discussion but once a decision has been made by the Board of Directors to actively and publicly support the decision
- xxii. base their views on matters before the Board of Directors on an honest assessment of the available facts, unbiased by partisan or representative views
- xxiii. understand that an individual member does not have the right to make statements or express opinions on behalf of the Board of Directors unless specifically authorised to do so
- xxiv. respect the confidentiality of items of business, which the Board of Directors decides, should remain confidential
- xxv. honour the obligations on all members not to reveal to third parties the views expressed at meetings
- xxvi. have regard to the broader responsibilities as a member of the Board of Directors including the need to promote public accountability for the actions and performance of the Board of Directors
- xxvii. give priority, as far as practicable, to attendance at meetings of the Board of Directors and its committees
- xxviii. support the membership through regional representation and ensure the membership's awareness of the regional structure.



## Paper 4: Board structures, processes, roles, accountability and protocols

The Board shall be composed of no more than 20 directors (see section 3.2 Articles).

The Board will consist of the Chair, 8 Directors representing regions, 7 Directors taking a policy role, and up to 4 Policy Directors without portfolio. The Board of Directors will meet at least three times a year to conduct the required business and to carry out the responsibilities as set out in the Articles of Association and other key documents.

Representatives from each regional area: North West, North East/Yorkshire & Humber, West Midlands, Wales, East Midlands, South West, Greater London and South East (8).

Representatives with specialist knowledge: Quality, Care, Technology, Wider Sector, CPD & Training, LAs and Commissioning, Employment, Leadership/governance (7). There are up to 4 additional Policy Directors without portfolio.

In order to commence the Board function, a third of directors will stand for one year, one third for two years and one third for three years. Thereafter (from 2019) the term of office will be three years with a third of directors standing down each year.

If a Director retires before their term of office is completed, the tenure of their successor will be that of the retiring Director whose role they have taken.

After two consecutive terms of office a director shall retire and not be eligible for re-election for at least a year unless the Board considers it to be in the best interests of Natspec. A third term could be acceptable in exceptional circumstances as decreed by the Board. Exceptional circumstances might include taking over from a retiring Director part way through the first term, or moving to a policy role from a regional role, or becoming Chair.

The quorum necessary for a meeting of the Board shall be 5 Directors.

The Board has the power to appoint a Chair and a maximum of four directors as an executive committee. A Vice-Chair will be appointed and will be Chair Designate.

### Term of office: Chair and Vice-Chair

The Chair shall be the person appointed by a majority by the Directors to serve as Chair and shall ordinarily hold office for a term of two years. The Chair may be removed as Chair by the Board of Directors at any time by a majority of the Directors. Unless the Directors resolve by unanimous vote of those present and voting that a Director who has served as Chair for three consecutive terms should continue in office, such Director may not be reappointed unless he has ceased to act as Chair for at least one year.

Directors shall be consulted annually, to confirm they are happy to support the incumbent Chair remaining in office for the remainder of their term. Directors will be consulted for approval, or asked for an alternative nomination, at the end of the term if the Chair wishes to remain for a further term.

The Vice-Chair shall be appointed at the same time as the Chair, and will remain as Chair-designate unless they resign or are removed by the Directors.



## Role Descriptors for the Board of Directors

### **Role descriptor: Chair**

The Chair of Natspec will:

- provide, with the Chief Executive, proactive, strong leadership and an effective strategy for the development of Natspec
- ensure that the strategy is regularly reviewed and amended by the Board in order to take account of the changing environment for organisations with specialist provision in further education
- ensure implementation of the strategy is efficiently and effectively resourced by the Board, bearing in mind the limited resources of Natspec and ensuring value for money in all Natspec activities
- ensure the association is financially sound, drawing on the expertise of Natspec's financial support staff
- act as an effective, well- respected ambassador and lobbyist for Natspec operating at the highest political and policy levels with confidence and experience
- develop and sustain strategic relationships with policy makers, funders, partner organisations and others in the best interests of members
- understand the needs of specialist colleges and other member organisations and Natspec's role in meeting these needs, and work to support members
- chair meetings of the Board of Directors, ensuring that it functions effectively and carries out its duties
- monitor the implementation of decisions taken at meetings of the Board of Directors
- ensure that, where necessary, votes of the Board of Directors are conducted properly and that decisions are formally minuted
- consult with the Chief Executive and Directors, to agree an annual calendar of meetings of the Board of Directors and major events of Natspec
- undertake an annual appraisal of the Chief Executive
- develop appropriate and relevant agendas for meetings in consultation with the Chief Executive
- support Natspec staff with specific enquiries such as parental enquiries, signposting for families, complaints or safeguarding issues that get alerted to Natspec directly.

### **The Chair Designate shall act as Vice Chair(s), and together with members of the Executive Committee of Natspec, will:**

- support the CEO and Chair with significant decisions that require action outside board meetings
- operate as a sub group to recommend actions to the board concerning operational or financial matters
- undertake the Chairing of meetings of the Board of Directors when the Chair is unavailable
- deputise for the Chair in all other duties

### **Responsibilities of all Board members**

In addition to representing their own organisation, Board members are asked to represent Natspec and speak for the wider Natspec membership when chairing Natspec forums or meeting with national policy



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makers, officials, MPs, and ministers. On occasion, Board members may be asked to represent Natspec for media appearances.

Board members will sign up to the Natspec Board Code of Conduct and work according to the Nolan Principles.

All Directors are expected to attend up to 4 meetings of the Natspec Board each year. They must attend a minimum of 2 meetings during the year to retain their place on the board and send a deputy or present apologies for meetings that they are unable to attend. The Chair will contact members who miss 2 consecutive meetings to discuss their attendance.

***Remaining up to date:*** Board directors will seek to develop their own expertise and understanding of their role and Natspec's operation.

### **Board Directors representing regions will:**

- gain a full understanding of the issues affecting members and partner organisations in their region, and feedback these issues at Board meetings, making appropriate suggestions and recommendations for action to address them
- maintain a broad knowledge relating to their regional context, geography and the post-16 education policy landscape as it relates to young people and adults with learning difficulties and disabilities, and compare and contrast issues with other regional Board representatives
- ensure that members in their region are fully consulted on issues to be discussed at Board meetings before they take place, and provide feedback to member colleges in the region following those meetings
- arrange, with the support of the Natspec office, regional meetings of members to take place at 2 or 3 times per year, and Chair these meetings
- arrange for agendas and notes of meetings to be circulated to members and posted on the regional pages of the Natspec website/members-only area
- contribute to Natspec Board meetings as a representative of the region rather than of a single organisation or interest
- submit an update report of activity to each board meeting.

### **Board Directors responsible for a policy area will:**

- work with Natspec staff to keep members updated on all relevant information relating to their policy area
- agree an annual programme of activity, for example number of meetings, communications or other activity, that the board member will co-ordinate with support from Natspec staff
- recommend, and support Natspec staff to implement, a communication structure to gather member views and discuss issues relating to their policy area (e.g. sub groups, network groups, national or sub-national forums and events)
- Chair national group or network meetings that may be established to discuss the policy area
- Submit an update report of activity to each board meeting.



## Chief Executive and finance

There shall be a Chief Executive with overall responsibility for strategic management. The Chief Executive shall be appointed by Board directors through a procedure discussed and agreed by the Board.

The Chief Executive will appoint other staff for the proper operation of Natspec provided this is always within the agreed budget and on those terms and conditions of employment agreed by the Board.

### **Finance:**

The Board directors will approve the annual budget and cash flow statements, delegating detailed consideration of these to a committee as appropriate. The management and operation of the budget by staff will be monitored regularly and frequently to ensure the solvency and safeguarding of the organisation.

## Reviewing and Reporting on Performance: accountability

### **1. Financial Reports**

1.1 The annual accounts, as required by Companies House, will be approved by the Board at the AGM each year. These accounts will be made available to any who request it.

### **2.1 Self-assessment**

Board directors will complete a skills audit and assessment annually. See Appendix A

### **3.1 Appraisal**

The performance of the CEO will be appraised annually by the Chair following consultation with others, as deemed appropriate.

## Meeting protocols

### **1. Agendas:**

1.1 The CEO and Chair of the meeting shall agree the agenda ten days in advance of a meeting.

1.2 The agenda and supporting papers and reports shall be issued 7 days before the meeting.

1.3 Agenda items should indicate what is required of Board directors. e.g. to note, to approve.

### **2. Reports and papers**

2.1 These shall be issued with the agendas and not tabled, unless there are exceptional circumstances.

2.2 Papers and reports should focus on data and information, and offer critical analysis and evaluation, to enable informed and robust discussion and challenge.

2.3 Action plans shall include specific, measurable and timebound targets, with interim progress and milestones where appropriate, to enable rigorous monitoring.



2.4 All reports and papers will be taken as read and writers and presenters should not spend time going through detail.

### **3. Meetings**

3.1 The conduct of the meeting and the management of the agenda shall be in the hands of the CEO and Chair.

3.3 Directors should speak through the Chair.

3.4 Directors should be sensitive to the need to enable all to contribute and not dominate a discussion.

3.5 Decisions should usually be reached by consensus but where a vote is required directors will be asked to indicate if they support, oppose or abstain from a formal proposal.

### **4. Minutes**

4.1 Minutes shall be drafted by the CEO or appointed administrator.

4.2 Draft minutes shall be agreed by the CEO and Chair and circulated to directors of the meeting within 14 days. Minutes will be circulated electronically.

4.3 Minutes shall

- indicate whether apologies for absence were accepted,
- note any action agreed, by whom and when,
- record if a vote was taken and the number of votes cast, but give no record of names,
- record important questions and discussions, but without use of directors' names unless specifically requested by the directors at the meeting
- record confidential items on coloured paper.

### ***Articles and Memorandum***

*Agreed by Board -15/3/10*

*Reviewed and amended 22/3/11*

*Reviewed and amended 22/09/16*

*Reviewed and amended 07/03/18*

### ***Handbook adopted:***

*Agreed and adopted 7 March 2018*

*Reviewed and amended: 11 November 2019*

*Reviewed and amended: 20 May 2021*





## Appendix A

### Natspec Board of Directors: skills audit and assessment

The purpose of this assessment is to ensure the Natspec Board is balanced in terms of skills and experience and can effectively promote and deliver the work of the organisation.

#### Action for board directors

Please complete the middle column in the table below, scoring your personal skills/knowledge as follows:

1 = advisory. Able to take an advisory role and support work where required

2 = expert. Able to deliver work on behalf of Natspec.

Please leave blank if neither of the above applies.

Name:

Region you are representing:

Skill/ knowledge area	Your score	Please note in this column the name of anyone else in your college who has the expertise <b>and</b> capacity to contribute to Natspec's work in this area
<b>Section 1: Natspec company development:</b>		
Corporate governance		
Finance		
Strategic planning		
HR		
Risk management		
IT		
Marketing, communications and media		
Sponsorship and commercial		
Legal		
Research and data analysis		
Policy, lobbying and advocacy		
<b>Section 2: Support to member colleges:</b>		
High needs funding		
Study programmes		
Project management		
Supported internships		
Apprenticeships		
Work experience		
Independent living		





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Skill/ knowledge area	Your score	Please note in this column the name of anyone else in your college who has the expertise <b>and</b> capacity to contribute to Natspec's work in this area
English and maths		
Assistive technology		
Data: ILR and demographics		
Data: Management information systems		
Curriculum development		
Health and physical activity		
Fundraising		
Events		
Care		
Other (specify)		