



Standing Orders/ Corporation Procedures

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for Approval on
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(reviewed by: Search & Governance Committee – 9th June 2009;)

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1. INTRODUCTION AND GENERAL DUTIES

- 1.1 These Corporation Procedures/Standing Orders (“Orders”) supplement the provisions of the Further and Higher Education Act 1992 (“Act”), the Learning and Skills Act 2000 (“Act”) and the Instrument and Articles of Government of the College (“the Instrument and Articles”). In the event of any conflict between these Orders and either or both of the Acts and the Instrument and Articles, the Acts and the Instrument and Articles shall prevail.
- 1.2 The Corporation will review these standing orders annually.
- 1.3 Every Member of the Corporation and of its committees shall be bound by these Orders and shall be expected to adhere to the seven principles of public life as recommended by the Nolan Committee’s report “Standards in Public Life”. In summary, these are:
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty and
 - leadership.

2. MEMBERSHIP OF THE CORPORATION

Following the implementation of the 2007 modified Instrument and Articles, the Corporation resolved that the Board will comprise 20 members in the following categories:

Independent Members (15); Principal (1); Staff Members (2); Student Members (2).

3. ELECTION OF CHAIR AND VICE CHAIR OF THE CORPORATION

- 3.1 The Members of the Corporation shall appoint a Chair from among themselves, provided that the member chosen shall not be the Principal, Staff or Student member. The Clerk to the Corporation will normally invite nominations for the Chair’s successor up to six months in advance and will confirm that nominated candidates agree to stand. If there is more than one candidate Corporation members will vote in a secret ballot.
- 3.2 The Corporation Member so selected by single nomination or election will take the title “Chair designate”. This will not be a formal office and will not carry any specific authority, but will allow for a structured handover or learning period. Under normal circumstances, the Chair designate will be appointed formally at the last meeting before the end of the term of office of the Chair. However, if the Corporation feels that the Chair designate is unfit or unable to

carry out the functions of the Chair's office, it may give written notice, removing the Chair designate from office as Chair designate and the procedure for the appointment of the Chair will recommence.

- 3.3 In the event of the resignation or removal from office of the Chair, the Clerk to the Corporation will invite nominations for the Chair's successor as soon as possible and will confirm that nominated candidates agree to stand. If there is more than one candidate Corporation Members will vote in a secret ballot. The Corporation Member so selected by single nomination or election will normally be appointed formally at the meeting following the resignation or removal from office of the Chair.
- 3.4 The Members of the Corporation shall appoint a Vice Chair, from among themselves, provided that the member chosen shall not be the Principal, Staff or Student Member. The Clerk to the Corporation will normally invite nominations for the Vice Chair's successor in advance, and confirm that nominated candidates agree to stand. If there is more than one candidate Corporation Members will vote in a secret ballot. The elected Corporation Member will be appointed formally at the last meeting before the end of the term of office of the Vice Chair, or following the resignation or removal from office of the Vice Chair.
- 3.5 The Chair and Vice Chair of the Corporation shall be appointed [and may also be removed by] the Corporation and shall hold office for a three year term of office [or lesser period as the Corporation may determine]. On the expiry of their term of office, such Chair or Vice-Chair shall be eligible for re-appointment. A Chair or Vice Chair can serve no more than two consecutive three year terms of office as the Chair or Vice Chair.
- 3.6 In the absence of the Corporation Chair, the Vice Chair shall act as Chair for that Corporation meeting. If both the Chair and Vice Chair are absent from any Corporation Meeting, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member chosen shall not be the Principal, Staff or Student Member.
- 3.7 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.
- 3.8 If the Corporation is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

4. APPOINTMENT OF CHAIRS OF COMMITTEES

- 4.1 The Chair of a committee shall be appointed [and may also be removed by] the committee concerned and shall hold office for their term of office or such lesser period as the committee may determine.
- 4.2 The Principal, staff and student members shall be ineligible for appointment as Chair of a committee.

- 4.3 If the Chair of a committee is absent from a meeting of that committee, the Members of the committee who are present shall choose one of their number to act as Chair for that meeting.
- 4.4 The Chair of a committee may resign his/her position at any time by giving notice to the Clerk to the Corporation.

5. CONVENING MEETINGS OF THE CORPORATION AND COMMITTEES

- 5.1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 5.2 Committees shall comply with the minimum number of meetings as set out in their terms of reference.
- 5.3 All Corporation and committee meetings shall be summoned by the Clerk to the Corporation by giving at least seven days notice to every Member of the Corporation or committee as appropriate together with a copy of the proposed agenda and supporting documents. Papers will not be circulated to staff and student members in a situation where they may be required to withdraw from the meeting. If at the meeting members do not resolve that staff members withdraw, papers will be given to them and they will be given the opportunity to consider them fully at the meeting.
- 5.4 The Chair of the Corporation or Chair of a committee as appropriate may convene a special meeting by giving less than seven business days prior notice if in his/her reasonable opinion there are matters which demand urgent consideration
- 5.5 A special meeting of the Corporation may be called at any time by the Chair [or Vice-Chair in his/her absence] or at the request in writing to the Clerk of any five members.
- 5.6 All meetings will begin at the appointed time subject to them being quorate and the Clerk will record those members present, informing the Chair immediately if a meeting becomes inquorate.

6. PUBLIC ACCESS TO MEETINGS

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation or the Clerk to attend Corporation or committee meetings or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, to which the person has been invited. Such persons may only speak if invited to do so by the Chair of the Corporation or committee. The presence of such persons and the point in the meeting at which they left, shall be recorded in the minutes.

7. DECISIONS AND VOTING

- 7.1 Resolutions at meetings of the Corporation or a committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.
- 7.2 The Chair may ask for the general agreement of the meeting to a proposal but if there is dissent or if the matter is considered to be of sufficient importance, a formal vote may be taken. Members may request a formal vote on any subject. Whilst Members must abide by any decisions made by the Corporation, they may request that their dissent be noted in the minutes.
- 7.3 All Members of the Corporation or a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 7.4 In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 7.5 Members of the Corporation or a committee may not vote by proxy or by post.
- 7.6 The quorum requirements for the Corporation are as set out in the Instrument and Articles of Government and the quorum for a committee shall be as set out in its terms of reference, and also in paragraph 20 of this document.
- 7.7 Members must declare any personal interest, particularly financial interest, in subjects under discussion. (See also Para.12).
- 7.8 No resolution, [i.e any formal decision by the Corporation recorded in the minutes], may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears as a substantive item on the agenda for that meeting together with an indication that there is a proposal to vary or rescind a previous decision.

8. WITHDRAWAL FROM MEETINGS

- 8.1 Staff governors and where applicable, the Clerk and Principal must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. Papers will not be circulated to staff and student members in a situation where they may be required to withdraw from the meeting. If at the meeting members do not resolve that staff members withdraw, papers will be given to them and they will be given the opportunity to consider them fully at the meeting. The student member/s have no right to vote in this scenario in any event.
- 8.2 At the discretion of governors present, staff governors may be asked to withdraw when discussing the appointment, remuneration, conditions of

service, promotion, conduct, suspension dismissal or retirement of any member of staff senior to themselves.

- 8.3 Student governors shall withdraw from any discussion of his/her conduct, suspension or dismissal and may be required to withdraw from discussion concerning the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of staff.
- 8.4 Separate minutes shall be taken of those parts of meetings from which the Clerk, staff or student members have withdrawn. The Clerk, staff, or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.

9. COMMITTEE STRUCTURE, MEMBERSHIP AND TERMS OF REFERENCE

All committees and their Members shall comply in all respects with and observe their terms of reference. If a committee is doubtful over the precise scope of its authority or its remit the Chair of the Committee should raise the issue with the Chair of the Corporation and the Clerk to the Corporation in the first instance.

10. PUBLICATION OF AGENDAS AND MINUTES

- 10.1 Subject to paragraph 10.2, the Clerk shall ensure that copies of the agenda, minutes and papers of each meeting of the Corporation are available for inspection by the public during office hours in the Clerks office. Copies of agendas and minutes shall also be lodged in the college library and posted on the college website, other than confidential minutes. Agendas shall be available as soon as Members have received them and before the meeting. Minutes shall be available in draft form after approval by the Chair. Non-confidential papers considered at a meeting shall be made available after the meeting.
- 10.2 The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential such as:
- consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation,
 - consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position,
 - items containing personal information relating to an individual,
 - information provided in confidence by a third party who has not authorised its disclosure,
 - where appropriate, professional advice received from or instructions given to the College's professional advisers,
 - discussion of any legal proceedings in which the Board is involved,

- information planned for publication in advance of that publication,
 - any other matters the publication of which would, in the Corporation's view, be detrimental to the College's interests,
 - any other information that would contravene data protection legislation if released.
- 10.3 Agenda items deemed confidential by the Chair of the Corporation or its committees, shall be marked accordingly on the agenda, the supporting papers for which shall be confidential.
- 10.4 At either the September or December meeting of the Corporation members shall review the confidential items for the previous year and consider whether any of the items discussed should remain confidential and not be made available or should be subject to a more restricted circulation.

11. ATTENDANCE

- 11.1 The attendance of every Member attending a meeting of the Corporation, a Committee, Sub-committee or working party shall be recorded in the minutes.
- 11.2 A member will be recorded in the minutes of a meeting as being 'Absent' unless he/she notifies the Clerk that their 'Apologies' should be given to the Chair.
- 11.3 To assist the Clerk in establishing that there will be a quorum for a meeting, it is helpful if all 'Apologies' are submitted on the day prior to the meeting at the latest.
- 11.4 Any governor who has not attended Corporation meetings for more than six consecutive months without permission of the Corporation, may be removed from office by decision of the Corporation; the governor concerned shall be given notice in writing, thereupon the office shall become vacant.
- 11.5 In the event of a decision being required under (11.4) above, then the matter will be placed on the agenda for the next meeting of the Corporation for discussion by the members present. A full written report setting out all the facts known will be presented by the Clerk.
- 11.6 The absent member facing the procedure at (11.5) shall be entitled to attend the meeting or submit in writing and state his/her reasons for absence. He/she shall take no part in the voting on this matter.
- 11.7 If at any time the members of a committee are satisfied that any member of that committee:
- (a) has been absent from meetings of the committee for a period longer than six consecutive months without the permission of the committee; or

- (b) is unable or unfit to discharge the functions of a member of the committee, the committee may by notice to such member remove him/her from the committee provided that the committee shall forthwith report such removal to the Clerk to the Corporation who, in turn, shall report accordingly to the following Corporation meeting.
- 11.8 The absent member facing the procedure at (11.7) shall be entitled to attend the Corporation meeting or submit in writing and state his/her reasons for absence. He/she shall take no part in the voting on this matter.
- 11.9 The Clerk shall keep a record of attendance, which shall be reported at least annually to the Search & Governance Committee and kept under review by the Search & Governance Committee.

Note that (11.9) above is measured on:

***Above 80% attendance is considered to be good/very good;
80% is considered to be the average level which should be
expected of a governor;
Below 70% is of concern.***

12. DECLARATIONS OF PUBLIC INTEREST

- 12.1 Without prejudice to the obligations of Members of the Corporation, under the Instrument and Articles, a Member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the committee of which he/she is a Member shall:
- (a) disclose to the Corporation the nature and extent of his/her interest; and
(b) if he/she is present at any meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.
- 12.2 The Clerk to the Corporation shall maintain a register of interests disclosed by Members and such a register shall be made available for inspection by the public.
- 12.3 Members should not allow any conflict of interest to arise that might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 12.4 Members should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgement, objectivity or integrity. Any gifts or hospitality received in carrying out the duties of a governor must be logged in the Gifts and Hospitality Register situated in the Clerk's office.

13. THE ROLE OF THE CHAIR

The Chair has the same legal authority as other members of the Corporation (i.e. is 'first among equals'). Between meetings of the Corporation the Chair may only exercise on behalf of the Corporation:

- (a) routine action which would not have merited discussion at a Corporation meeting, for example, routine documents, responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the corporation and;
- (b) such functions as have been specifically delegated to him/her by the Corporation. If urgent business calling for approval of the Corporation arises before its next scheduled meeting, the Chair is empowered to convene a special meeting of the Corporation.

14. DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE CORPORATION

- 14.1 To chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, these Corporation Procedures/Standing Orders and recognised best practice.
- 14.2 To call special meetings of the Corporation if there is good cause having regard to the provisions of the Instrument and Articles of Government.
- 14.3 To determine the agenda for meetings of the Corporation in consultation with the Principal and the Clerk having regard to decisions of the Corporation and suggestions from individual Members.
- 14.4 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, to arrange for the despatch to members at least seven days before the meeting of a copy of the agenda item and any relevant papers.
- 14.5 To make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct.
- 14.6 To collaborate with the Principal and the Clerk in the formulation of the programme for Corporation strategic planning or training sessions.
- 14.7 To consider and approve applications from Members wishing to attend training events which have been referred to the Chair by the Clerk.
- 14.8 To exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders.
- 14.9 To attend College events as and when appropriate to present prizes/awards to students if available to do so.

- 14.10 To represent the Corporation at local, regional and national events if available to do so and to report to the Corporation as appropriate.
- 14.11 To regularly meet the Principal and Clerk to the Corporation, with the Vice-Chair as appropriate, to review issues impacting on the Corporation and the College as a whole.

15. DUTIES AND RESPONSIBILITIES OF THE VICE CHAIR OF THE CORPORATION

- 15.1 To undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the role descriptions outlined above.
- 15.2 To represent the Corporation at local, regional and national events if available to do so and to report to the Corporation as appropriate.
- 15.3 To regularly meet the Principal and/or the Clerk to the Corporation as appropriate with the Chair of the Corporation to review issues impacting on the Corporation and the College as a whole.

16. DUTIES AND RESPONSIBILITIES OF COMMITTEE CHAIRS

- 16.1 To approve agendas and draft minutes prior to their distribution to other members of the Committee.
- 16.2 To be well informed concerning the policy direction of the College in relation to the matters under the Committee's remit.
- 16.3 To provide advice, guidance and support to the Principal & senior postholders where appropriate.
- 16.4 To chair committee meetings, ensuring that the topics debated and any decisions made are within the remit of the committee, as specified in the terms of reference and/or delegated by the Corporation.

17. PROCEDURES FOR THE APPOINTMENT OF MEMBERS OF THE CORPORATION

- 17.1 The Search & Governance Committee will consider all prospective appointments (other than the Principal, staff or student governors) and terms of office and will submit its advice to the Corporation. New Members will then be appointed at that or the next meeting of the Corporation, in accordance with the procedures contained in clause 5 of the Instrument of Government and the Corporation and Co-opted Committee Member Appointment process.

- 17.2 The Principal shall be a member of the Corporation ex officio [unless he/she is or becomes ineligible for membership in which case he/she will be present at all Corporation meetings except for items where he/she must withdraw].
- 17.3 The teaching staff governor shall be elected and nominated by the teaching staff of the college through a process involving nominations to the Clerk to the Corporation who will organise a secret ballot in the event of more than one nomination.
- 17.4 The executive staff governor shall be elected and nominated by the executive staff of the College through a process involving nominations to the Clerk to the Corporation who will organise a secret ballot in the event of more than one nomination.
- 17.5 The student governors shall be nominated by the recognised college students' union or through the Student's Council.

18. PROCEDURE FOR THE RE-APPOINTMENT OF MEMBERS OF THE CORPORATION

- 18.1 The Search & Governance Committee will consider all prospective reappointments of independent members and will submit its advice to the Corporation [from which part of the meeting the prospective re-appointee shall withdraw].
- 18.2 Members who have served for eight years i.e. two consecutive four year terms as a governor will not normally serve on the Corporation for a third four year term of office.

19. PROCEDURES FOR THE APPOINTMENT OF MEMBERS TO COMMITTEES

- 19.1 The Corporation shall decide Membership of committees.
- 19.2 The Corporation or individual Committees may invite External (i.e non-governor) Members to serve on a committee as Co-opted Committee members with the exception of the Special Committee.

20. QUORUMS

- 20.1 The rules regarding whether a meeting of the Corporation is quorate are contained in paragraph 13 of the Instrument. For the current Membership of 20 Members, the quorum is 8 Members.

20.2 The Corporation has determined the numbers required for a quorum for its committees as follows:

Audit - 3
Finance & General Purposes – 3
Quality - 4
Remuneration - 3
Search & Governance - 3

20.3 If a Corporation meeting is not quorate members will decide whether to continue the meeting for discussion purposes only or the meeting shall be terminated and the Chair shall, if he/she thinks fit, call a special meeting to be summoned as soon as convenient. A meeting for the purposes of decision making must be quorate throughout.

20.4 If a Committee meeting is not quorate, an informal meeting of those present may take place instead, with the approval of the Chair of that Committee, but any decision taken will be void and unenforceable.

21. THE SETTING OF AGENDAS FOR MEETINGS OF THE CORPORATION AND ITS COMMITTEES

21.1 At every ordinary meeting of the Corporation or a committee, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the meeting as a true record.

21.2 At every ordinary meeting of the Corporation or a committee, the matters arising from the last meeting shall be taken as an agenda item.

21.3 Any Member of the Corporation may suggest an item for inclusion on the agenda of the Corporation or its committees. Items should normally be submitted at least 15 working days before the date of the meeting to the Clerk who will notify the Chair of the Corporation or committee. The inclusion of any item is, however, at the discretion of the Chair of the Corporation or committee as appropriate.

21.4 As notice of meetings must be given at least seven days before the date of the meeting, any item and explanatory papers should be given to the Clerk at least fifteen working days before the meeting to ensure that papers are copied, collated and distributed to members on time.

21.5 Papers should state the date of the meeting for which the paper is intended and include an introduction and recommendations where appropriate.

21.6 The dates of the meetings are published in the calendar of governors' meetings.

21.7 The agenda, minutes of the previous meeting and whenever possible supporting papers, will be dispatched at least seven calendar days before the

date of the meeting. Papers may only be tabled at the meeting with the permission of the Chair.

22. EXPENSES

Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of their duties. These expenses are claimed in accordance with the colleges Financial Regulations and Expenses and Benefits procedure. Claim forms are available from the Clerk to the Corporation. Payments will be made by BACS directly into the bank.

23. SENIOR POSTHOLDER APPOINTMENTS AND CLERK TO THE CORPORATION

- 23.1 The Corporation is responsible for the recruitment and terms and conditions of the Principal, other designated senior postholders and the Clerk to the Corporation.
- 23.2 When a senior postholder or Clerk to the Corporation post becomes vacant, the Corporation shall determine the salary, terms and conditions of the vacant post, and shall appoint a selection panel of at least three of its number, including the Principal (except if it is his/her post being considered).
- 23.3 The selection panel shall agree the text of an advertisement and arrange for this to be placed in the national press.
- 23.4 The selection panel shall determine the arrangements for selecting applicants for interview, determining what the interview will consist of, undertake the interview of selected applicants and recommend the best candidate, if suitable, to the Corporation for appointment.
- 23.5 If the selection panel is unable to agree on a recommended appointment, or, if the Corporation does not agree the recommendation, the Corporation may require the panel to repeat the process with or without first re-advertising the post.

24. PROCEDURES WHICH THE CLERK AND THE CORPORATION SHOULD FOLLOW IF THE CORPORATION ACTS INAPPROPRIATELY OR BEYOND ITS POWERS [AS REFERRED TO IN THE FINANCIAL MEMORANDUM OF THE COUNCIL]

- 24.1 The Clerk to the College Corporation will have the right to seek independent legal or other advice when the Clerk has a concern that the Corporation may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chair and Vice Chair of the Corporation and the Principal and the reasons for the Clerk's concerns must be notified to all Members together with the solution reached.

24.2 If no solution can be reached and the Clerk's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given to the Clerk to seek advice from the Skills Funding Agency (SFA) [or its successor] and to inform all Members that this has been done.

24.3 All Members must be notified of the advice received from the SFA [or its successor] and what action, if any, the SFA [or its successor] will be taking.

25. PUBLIC INTEREST DISCLOSURE (WHISTLEBLOWING POLICY)

25.1 The college has a Public Interest Disclosure (Whistleblowing Policy) which is publicly available on the college's website and the staff intranet.