



STANDING ORDERS FOR THE CONDUCT OF THE BUSINESS OF THE CORPORATION (GOVERNING BODY) AND ITS COMMITTEES

1 INTRODUCTION

- 1.1 The Instrument and Articles of Government, establish the legal basis of governance for the College Group. These Standing Orders provide additional clarification and in no way over-ride the Instrument and Articles.
- 1.2 Every member (Governor) of the Corporation (Governing Body) and 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
 - Leadership
- 1.3 The currently approved (5th July 2021) determination of the Corporation is a maximum of 17 members, as set out below:

Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government ("Independent Members"): Minimum of 7 and maximum of 12

Staff Members: 2

Student Members: 2

Principal: 1

2 ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION AND COMMITTEES

- 2.1 The Corporation's 'Code of Conduct' indicates that a high level of attendance at meetings is expected so that Corporation and Committee members can perform their functions properly. The floor target for individual member attendance is 75% for both the Board of Corporation and individual Committees (combined), with a collective target for the Corporation as a whole being 80% for Corporation and Committee meetings (combined).
- 2.2 Clause 10(2) of the Instrument of Government indicates that the Corporation may remove any member from office if "absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation".

- 2.3 In extenuating circumstances, it may be appropriate for the Corporation to grant “leave of absence from Corporation duties” if extended absence is anticipated.
- 2.4 The Corporation believes that regular attendance at meetings enables full participation in the work of the Group, but appreciates that there will be occasions when members are unable to attend.
- 2.5 The Director of Governance will maintain a register of attendance which will be published retrospectively for each complete academic year and reported to the Corporation.
- 2.6 Members are requested to submit apologies for attendance as soon as possible. This will ensure that the Director of Governance is able to confirm that a meeting is quorate, or to consult with the Chair and postpone a meeting in advance if not quorate.

3. ACCESS TO MEETINGS

- 3.1 The Corporation has determined that there should be no public access to any of the Corporation's meetings including Committee meetings. The exceptions to this general rule are the Director of Governance and, by invitation, members of College Group management.

4. AGENDAS

- 4.1 Members of the Corporation or of its Committees may request in writing to the Director of Governance that specific items are included on the agenda of the next meeting. Such requests must be made not less than three weeks in advance of the meeting in question.

5. PUBLICATION OF MINUTES AND REPORTS

- 5.1 Public access to approved minutes and to the agenda and reports of the meetings of the Corporation and its Committees is available from the Director of Governance during normal office hours. Approved Corporation minutes, with the exception of confidential minutes, will be placed on the Group's website and remain there for a minimum period of twelve months. Consistent with the Freedom of Information Act items considered as confidential are not available for public access but will be kept under review.

6. CONDUCT OF BUSINESS

Quorum

- 6.1 To be quorate meetings of the Corporation require 40% of members appointed to be present. The quorum for individual Committees is determined by each Committee's Terms of Reference. Co-opted Committee Members count towards the quorum of individual Committees. Members will be deemed to be “present” by the use of video-conferencing and/or telephone-conferencing facilities and will count in the quorum and be eligible to vote to the same extent as would be the case if they were present in person in the same room. If a meeting becomes inquorate the Chair should close the meeting.

Voting

- 6.2 The Instrument of Government establishes that every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. No votes may be cast by proxy or by letter. At Committee meetings, co-opted Committee Members alone may not out vote members of the Corporation on the Committee on any issue.

- 6.3 The majority of the business of the Corporation can be conducted without formal votes being taken on every issue. Any individual member of the Corporation may request a formal vote on a particular issue.
- 6.4 If a formal vote is taken the minutes of the meeting will record the number of votes for and against the proposition.
- 6.5 The Corporation may determine that it is appropriate for a secret ballot to be held, or the names of members voting for or against a particular issue should be recorded. Whether or not a recorded vote is taken, and even if the decision has been taken by secret ballot, a dissenting member has the right to have his or her disagreement recorded in the minutes.

Reconsideration of Resolutions

- 6.6 No resolution of the Corporation may be rescinded or varied at a subsequent meeting unless consideration of the recession or variation of that decision is a specific item of business on the agenda for that meeting. Such reconsideration can only take place if proper notice has been given that the item is to be included on the agenda.

Declarations of Interest

- 6.7 Except with the written approval of the Secretary of State, no member shall acquire or hold any interest in property that is held or used for the purposes of the institution. (Instrument Clause 11(1))
- 6.8 Where a Member has a financial interest in:
- the supply of work or goods to or for the Group
 - any contract or proposed contract concerning the Group
 - any other matter relating to the Group
 - any other type of interest specified by the Corporation in any matter in
 - relation to the Group

this interest must be declared in the Corporation or Committee meeting where the matter is being considered. The Governor will be excluded from taking part in the discussion relating to the matter, will not be included in the quorum and will not be entitled to vote on the matter.

- 6.9 The Corporation requires a Governor to declare an interest when he or she is closely connected with someone, for example a spouse/partner or that person's close family whose personal interests would, if they were Governors themselves, have to be declared.
- 6.10 The Corporation requires a Governor to declare a non-financial interest, such as membership of other public bodies and institutions, trusteeship of a trust where the Governor, or other person connected with him or her, may be a beneficiary, or membership of a closed organisation.
- 6.11 The Director of Governance is required to hold a register of interests which is open for public inspection during normal office hours.

Withdrawal from Meetings

- 6.12 Staff Governors and, where applicable, the Principal, are obliged to withdraw from any part of a meeting which is discussing:
1. their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (as distinct from staff matters relating to all members of staff or all members of staff in a particular class)
 2. the appointment of their successor

3. at the resolution of other Governors present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

- 6.13 A Student Governor must withdraw from a meeting discussing a student's conduct, suspension or expulsion including his or her own. A Student Governor must also withdraw from any part of a meeting, if requested to do so by a majority of members present (other than student members), where there is consideration of staff matters relating to a member or prospective member of staff. Whether or not withdrawal is requested, a Student Governor may not participate in the consideration or discussion of that matter and may not vote on any question with respect to it.

Urgent Business

- 6.14 The Chair may allow an item to be discussed which is judged to be urgent to be raised under Any Other Business if it has been brought to his or her attention before the beginning of the meeting. Under normal circumstances the item must have arisen after the agenda had been circulated.

7. MINUTES

- 7.1 The minutes of Corporation and Committee meetings are to be approved at the next meeting as an accurate record of the meeting and signed by the Chair. The Director of Governance is responsible for the custody of the approved set of minutes.

8. APPOINTMENT OF CHAIR AND VICE CHAIR (S)

- 8.1 The Chair and Vice Chair(s) are appointed by the Corporation for a term of office of three years.
- 8.2 The Chair of the meeting for the agenda item dealing with the appointment of the Chair will be the Director of Governance (or the Vice Chair(s) if that person is not standing for election). That person will invite nominations for Chair to be made and seconded. The retiring Chair and Vice Chair(s) may stand for re-election.
- 8.3 Should the number of Vice Chairs appointed increase to two, the Corporation agrees that the Chair and the Chair of Search Committee (or any other Governor, should these be roles be occupied by the same member) has responsibility to agree how the Vice-Chair role will be split between the two Vice-Chairs and any specific functions of each Vice-Chair. If the Chair is absent from any meeting of the Corporation, the members shall appoint through a majority decision one of the Vice Chairs to act as Chair for that meeting.
- 8.4 The Principal, Staff Governors and the Student Governors are ineligible for appointment but may participate in the appointment process.

9 RESIGNATION OF CHAIR OR VICE CHAIR

- 9.1 The formal notification of the resignation of the Chair or Vice Chair(s) is to be made in writing to the Director of Governance.

10 CHAIRS ACTION

- 10.1 The Corporation has determined that the Chair and Principal jointly be given the power to act on behalf of the Corporation and that such actions are to be reported at the next Corporation meeting.

11 SPECIAL MEETING

- 11.1 A Special Meeting of the Corporation may be called at any time at the request of the Chair or at the request in writing of any five members. Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

12 CORPORATION SEAL

- 12.1 The application of the Corporation Seal will be authenticated with the signature of two members, at least one of whom must be the Principal, the Chair or the Vice Chair.

13 ALLOWANCES

- 13.1 No attendance allowances are payable. Governors may claim travel expenses for attendance at Committee and Corporation meetings. Travel expenses may also be claimed for approved attendance at events outside the Group in accordance with agreed Group procedures. Expense claims by any Governor or the Chair must be approved by the Director of Governance or Deputy Principal.

14 STAFF APPOINTMENTS

Appointment of the Principal and Senior Postholders

- 14.1 The College Principal and designated Senior Postholders are appointed by the Corporation. The Corporation can delegate to a Committee authority to manage the recruitment process, using an employment agency and/or a consultant if it is considered appropriate with prior approval of the Corporation, with the intention of making a recommendation to the Corporation.
- 14.2 Where the vacancy is for the post of Principal the Committee will comprise of at least five Governors one of whom must be the Chair and/or Vice Chair. Where the vacancy is for any other senior post the Committee will comprise of at least three Governors one of whom must be the Principal.
- 14.3 The Principal's or other Senior Postholder's job description must be approved by the Committee prior to the commencement of the recruitment process.
- 14.4 A record of the process must be made by the Human Resources Manager, Director of Governance, or by the employment agency/consultant if appointed and will include necessary checks of appointees being 'fit and proper persons' prior to the appointment being made.

15 GOVERNOR AND COMMITTEE MEMBER TRAINING

- 15.1 On appointment to the Corporation and to Committee's induction training will be made available for new Governors and Committee members. An opportunity to meet with the senior managers, teaching and support staff, and students will be provided.

16 **PROFESSIONAL ADVICE**

- 16.1 Governors have the right to seek advice from the College solicitors and accountants/auditors in relation to their governance responsibilities. The Director of Governance should be contacted in the first instance to indicate the nature of the advice. After consultation with the Chair the Director of Governance may be authorised to sanction such advice up to a maximum of £500 per enquiry in any financial year. The Director of Governance has the right to seek legal advice on issues related to governance matters within the overall cost agreed above.

17 **REGISTER OF INTERESTS**

- 17.1 Governors are required to complete a register of interest. This register will be maintained by the Director of Governance and will be available for inspection by members of the public on request.

18 **CODE OF CONDUCT**

- 18.1 Governors and Committee members will abide by the agreed Code of Conduct which has been approved by the Corporation. This Code of Conduct will not be individually signed.

19 **LIABILITY AND INDEMNITY COVER**

- 19.1 The College shall maintain liability and indemnity cover for Governors and Committee members to a minimum level agreed from time to time.

20 **APPRAISAL**

- 20.1 The Principal and the Director of Governance will be appraised by the Chair and/or Vice Chair. The appraisal format will be determined by the Corporation or by the Remuneration Committee on the Board's behalf.

21 **PUBLIC STATEMENTS**

- 21.1 Members of the Corporation and its Committees must not make public or media statements in relation to the College without the prior approval of the Principal or the Chair.

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