



STANDING ORDERS

FOR THE CONDUCT OF CORPORATION AND COMMITTEE MEETINGS

Approved by the Corporation on 17th October 2023

18th October 2022

26th October 2021

27th October 2020

1. INTRODUCTION

The Instrument and Articles of Government, as approved by the relevant Secretary of State, which came into force on 1st January 2008 as modified in March 2010, March 2012, June 2013 and September 2015 establish the legal basis of governance of the College. These Standing Orders set out the Board policy and practice on those issues that it has power to determine. Should there be any doubt in interpretation of the Standing Orders, Further and Higher Education Act (inserted by the Education Act 2011) and the Modification of Instruments and Articles of Government Order 2012 will take precedence as the legal document.

2. MEMBERSHIP OF THE CORPORATION

The regulations for composition of FE corporations are set out in Clause 2 of the Instruments of Government. The Corporation has resolved that in accordance with the Instruments of Government, the Corporation shall comprise seventeen members made up of twelve 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, two staff members, two student members and the Principal.

3. APPOINTMENTS

3.1 Members will be appointed in accordance with the provisions of the Instruments and Articles of Government.

3.2 The Corporation delegates to the Search and Governance Committee responsibility for determining appropriate selection procedures and for advising the Corporation on membership issues and appropriate candidates for consideration by Corporation. Details of the delegated powers of the Search and Governance Committee are set out in its terms of reference. Corporation is the appointing body and must approve all appointments. The Clerk issues letters of appointment and conducts correspondence and eligibility checks on behalf of Corporation.

4. TERMS OF OFFICE

4.1 With the exception of the Principal and the Student Members, Members of the Corporation will hold office for a period of 3 years and will be subject to a probationary performance review at the end of the Members first year in office. The Principal is an ex officio appointment. Student Members will hold office for one year. Student and Staff Members are no longer eligible to serve as members if they cease to be a student or member of staff of the college. All appointments to office are subject to the provisions of Clause 10 of the Instruments of Government (Termination of Membership).

4.2 Subject to their continuing eligibility under Section 8 of the Instrument (Persons who are Ineligible to be Members), Members approaching the end of their term of office will be eligible for up to two re-appointments of three years providing the maximum tenure in office does not exceed nine years. Reappointments will be reviewed and considered by the Search and Governance Committee who will make a recommendation to Corporation. The Corporation will however

take account of the skills and contribution of retiring governors and ensure the maintenance of such skills within the Governing Body.

4.3 Members may resign at any time by notice in writing to the Clerk.

5. ATTENDANCE BY MEMBERS AT MEETINGS OF THE CORPORATION AND COMMITTEES

5.1 The Corporation's Code of Conduct indicates that members should have a high level of attendance at meetings of the Corporation and its committees so that members can perform their functions properly.

5.2 Paragraph 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".

5.3 The Corporation believes that regular attendance at meetings enables full participation in the work of the College, but appreciates that there will be occasions when Members are unable to attend.

5.4 The Clerk to the Governors will maintain a register of attendance which will be published retrospectively for each complete calendar year.

5.5 Members are requested to submit apologies for attendance as soon as possible. This will ensure that the Clerk is able to confirm that a meeting is quorate or to consult with the Chair of the meeting and postpone a meeting in advance if not quorate.

5.6 In extenuating circumstances, if extended absence is anticipated, it may be appropriate for the Corporation to grant "leave of absence from Corporation duties".

6. ACCESS TO MEETINGS

Corporation Meetings

6.1 Members of the Corporation and the Clerk are entitled to attend all meetings of the Corporation.

6.2 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the membership numbers.

6.3 If the number of members assembled for a meeting of the Corporation does not constitute a quorum therefore, the meeting shall not be held. If in the course of the meeting of the Corporation the number of members thereof present ceases to constitute a quorum, the meeting shall be terminated forthwith.

6.4 If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, cause a special meeting to be summoned as soon as conveniently may be

- 6.5 Members may be required to withdraw from a meeting in line with the Instrument of Government Clauses 11 and 14.
- 6.6 The Clerk to the Corporation shall be required to withdraw if issues personal to the Clerk's post are discussed (e.g. remuneration)
- 6.7 Access to meetings of the Corporation by persons other than the Members, the Clerk or staff may be approved by the Chair or Principal subject to receipt of a written request four working days in advance of any Corporation meeting. The Chair may request the withdrawal of such persons from the meeting for specific agenda items, and must request withdrawal for any items of a confidential nature, except when the person concerned is to present a paper specific to a particular confidential item, and for items relating to individual staff or students.
- 6.8 Attendance by College staff will be agreed by the Chair on the recommendation of the Principal, for individual agenda items or complete meetings, as determined (e.g. the Finance Director for all financial items). Staff must withdraw from the meeting when requested by the Chair or Clerk as appropriate.

Meetings of Committees of the Corporation

- 6.9 Members and Co-opted Members of each Committee and the Clerk are entitled to attend meetings.
- 6.10 Committee Members or the Clerk may be required to withdraw for specific items as appropriate.
- 6.11 Access to Committee Meetings by persons other than in 6.7 may be approved by the Committee Chair or Principal subject to receipt of a written request four working days in advance. The Committee Chair may request their withdrawal for any specific agenda item.
- 6.12 Attendance by College staff will be determined and (for regular attendance) indicated in the Corporation Handbook for each individual Committee. Other staff may be requested to attend by the Committee Chair or Principal. Staff will be required to withdraw at the request of the Chair or Clerk as appropriate.
- 6.13 The establishment, terms of reference, constitution and membership of each committee will be approved by the Corporation and reviewed at least every two years.

Exceptional Meetings

- 6.14 In exceptional circumstances the Chair may authorise a meeting at which members attending are present in more than one room, provided that by the use of virtual means, it is possible for every person present at the meeting to communicate with each other.

- 6.15 In exceptional circumstances the Chair may authorise meetings to be conducted by written resolution or by electronic communication.
- 6.16 The actions agreed at meetings authorised under exceptional circumstances by the Chair will be minuted at the next meeting of the Corporation or relevant committee.

7. PUBLICATION OF CORPORATION AND COMMITTEE MINUTES AND PAPERS

- 7.1 The Instrument of Government Clause 17 requires that, for Corporation meetings, the agenda, the approved minutes, and all reports considered at Corporation meetings, shall be made available to “any person wishing to inspect them”.
- 7.2 The Corporation will ensure that a copy of the following is published on the staff intranet, College web-site and is available, during normal office hours, to any person wishing to inspect them by writing to the Clerk to the Governors for an appointment:
 - 7.2.1 The signed minutes for all Corporation and Committee Meetings with the exception of those relating to closed sessions, the Remuneration Committee and those that the Corporation may agree are confidential.
- 7.3 The Corporation will ensure that a copy of the following is available, during normal office hours, to any person wishing to inspect them by writing to the Clerk to the Corporation for an appointment:
 - 7.3.1 The Agenda for all Corporation and Committee Meetings, with the exception of those relating to closed sessions, the Remuneration Committee and those that the Corporation may agree are confidential.
 - 7.3.2 Any report, document or other paper from Corporation and Committee Meetings with the exception of those relating to closed sessions, the Remuneration Committee and those that the Corporation may agree are confidential.
- 7.4 In accordance with the Instrument of Government Clause 17 and Article 8 of the Articles of Government approved minutes of Corporation and Committee Meetings will be published on the College’s website for a period of at least twelve months. Confidential minutes will not be published on the website.

8. PROCEEDINGS OF CORPORATION AND COMMITTEE MEETINGS

- 8.1 An attendance list will be signed by all present at the meeting. Whereby the meeting is held virtually, and attendance log will be collated and held by the Clerk.
- 8.2 All proceedings will be directed through the Chair.
- 8.3 Members are required to declare any “financial interest in the supply of work or goods, any contract or proposed contract, or any other matter relating to the institution”. In such cases the Member shall not take part in consideration of, or vote on, the issue, and shall not be included in the quorum.

- 8.4 The Chair will endeavour to ensure that views/opinions of all Members are considered.
- 8.5 Staff and Student Members must withdraw as appropriate (see paragraph 6.5)
- 8.6 Decisions will be reached by a majority of the votes of those members present. If there is equal division, the Chair shall have a second, or casting, vote (see Instrument of Government Clause 14). A member may not vote by proxy.
- 8.7 Voting will normally be by a show of hands. However, in extenuating circumstances, at the request of a majority of Members present, a secret paper ballot may be held which will be conducted by the Clerk. In such cases, the Clerk will clearly define the subject of the vote, and Members will determine “for” or “against” the proposal.
- 8.8 No resolution of the Members may be rescinded or varied at a subsequent meeting unless consideration of the rescission/ variation is a specific agenda item of the subsequent meeting (See Instrument of Government Clause 14(4)).

9. PUBLIC STATEMENTS

- 9.1 Members of the Corporation and Committees may not make public or media statements in relation to the College without prior approval of the Chair or Vice Chair.

10. AGENDAS FOR MEETINGS

- 10.1 The Clerk is responsible for drafting the agenda for each meeting.
- 10.2 Members of the Corporation or Committees should submit appropriate agenda items to the Clerk at least 14 calendar days before a meeting.
- 10.3 The Clerk will consult with the Corporation or Committee Chair and the Principal to enable finalisation of the agenda and issue of reports and other agenda papers.
- 10.4 Reports deemed “Confidential” will be discussed on a separate part of the agenda as appropriate.
- 10.5 Reports for consideration at any meeting should be issued with the agenda 7 calendar days before the meeting.
- 10.6. Documents should only be issued after the agenda has been sent out, or “tabled”, in exceptional circumstances.
- 10.7 The order of agenda items will be determined by the Chair and Clerk with minutes from the previous meeting usually being the next item after apologies and declarations of interest.

- 10.8 An item to enable “any other business” will be included. However, it is for the Chair to decide whether:
- (a) any matter so raised, without prior notice, is of sufficient substance to warrant deferral to the next meeting;
 - (b) is inappropriate for debate;
 - (c) is urgent, or
 - (d) the issue is relatively minor and that it is appropriate for discussion.
- 10.9 Members are encouraged to request specific agenda items to enable full advance preparation in preference to using “any other business”.

11. DELEGATION OF POWERS

- 11.1 Under Article 4 of the Articles of Government the Corporation may delegate powers to a Committee or to the Chair of the Corporation or the Principal.
- 11.2 However, the Corporation may not delegate responsibility for:
- a) the determination of the educational character and mission of the institution;
 - b) the approval of the annual estimates of income and expenditure;
 - c) ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
 - d) the appointment or dismissal of the Principal or holder of a senior post;
 - e) the appointment or dismissal of the Clerk to the Corporation;
 - f) and the modifying or revoking of the Articles of Government (see Article 9 of the Articles of Government).
- 11.3 The Corporation determines the Terms of Reference of the various Committees and has delegated authority to Principal to approve expenditure within the annual budget and Strategic Plan.
- 11.4 The Capital Expenditure approved in general in the Annual Strategic Plan must be subsequently separately approved within the financial delegations.
- 11.5 The Corporation may delegate authority for action to the Chair or the Principal and such specific delegations will be clearly identified and minuted.

Emergency action:

- 11.6 The Corporation recognises that there may be rare occasions when events occur which demand prompt action and financial outlay that have not been authorised by the Corporation in the current year’s budget at times and it is not

possible to convene a meeting of the full Corporation in order to approve such expenditure in advance.

11.7 Emergency is defined as where, without action being taken, there is threat to the capacity of the College to ensure the physical safety and well-being of its employees or students.

11.8 The following are empowered to take emergency action as follows:-

11.8.1 The Principal has delegated authority to approve expenditure below £25,000.

11.8.2 In the event of emergency expenditure being required which is in excess of £25,000 but below £100,000 a special meeting of the Finance and Resources Committee will be convened to approve the expenditure. Such expenditure should be reported in writing to the next Corporation Meeting for retrospective approval and minuted.

11.8.3 If emergency expenditure is required which is in excess of £100,000 an emergency meeting of the full Corporation shall be convened. The quorum for this meeting shall be 51% of the total number of members. Such expenditure should be reported in writing to the next full Corporation Meeting for retrospective approval and minuted.

12. MINUTES

12.1 Minutes must ensure that all decisions reached by a properly constituted Corporation or Committee are clearly recorded with action by individuals identified.

12.2 Minutes should be signed by the Committee Chair at the next committee meeting to verify that the minutes are a true record.

12.3 Separate minutes will be taken of those parts of meetings from which staff members, the Principal, Student Members or the Clerk have withdrawn from a meeting and such persons will not be entitled to see the minutes of that part of the meeting or any papers relating to it.

13. CORPORATION SEAL

13.1 The Common Seal of the Board must be kept in a safe place at the College and must be secured by a lock, the key to which will be kept by the Clerk who will affix the Common Seal to any document which requires to be sealed for the transaction of the business of the Board. The application of the seal shall be authenticated by the signature of the Chair or, in his/her absence, a Vice Chair or, in their absence, another external governor together with that of any other governor. The Clerk shall endeavour to notify the Chair and Vice Chair of the requirement for application of the seal in all cases.

13.2. Provided that the Clerk may, for sufficient reason, entrust the key of the Common Seal temporarily to such senior officer as (s)he may from time to time

appoint and authorise such individual to exercise the Clerk's duties under this Standing Order.

- 13.3. An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered (at the earliest practical opportunity) in the log maintained by the Clerk for that purpose.

14. ALLOWANCES

- 14.1 Members of the Corporation and Committees are entitled to claim for travel to approved training or meetings. Claims, wherever possible, should be made quarterly and before the end of each financial year (31st July). Expenses will also be reimbursed where approval by the Chair or Clerk has been given, for agreed training courses and telephone costs.
- 14.2 All claims should be submitted to the Clerk.
- 14.3 Reimbursement will be by cheque or automatic credit to a bank account on provision of bank details
- 14.4 Claims will normally be for a return journey from home or work place to the meeting venue. Exceptional claims should be clarified in advance with the Clerk.
- 14.5 Car mileage expenses will be paid at a rate determined by Governance and Search Committee.

15. PROFESSIONAL ADVICE

- 15.1 Corporation members have the right to seek advice from the College's solicitors, accountants/auditors or advisers in relation to their Corporation responsibilities.
- 15.2 A member who intends to seek such advice should first contact the Clerk to Governors indicating the issues to be clarified.
- 15.3 After consultation with the Chair, the Clerk may be authorised to sanction such advice up to a maximum of £1000 per case in any financial year.
- 15.4 The Clerk has the right to seek legal advice on issues related to Corporation matters within an overall cost agreed with the Chair of the Corporation

16 APPOINTMENT OF CHAIR/VICE CHAIR

- 16.1 The Chair and Vice Chair of the Corporation will be appointed for a term of office of between one and three years in length.
- 16.2 The term of office cannot be longer than the remainder of their term of office as a governor
- 16.3 Governors will be able to submit written nominations prior to the meeting and verbal nominations at the meeting. A Governor can nominate him/herself for office and does not need to be present at the meeting to be considered.

- 16.4 Nominee(s) will be asked to leave the room whilst the election process takes place.
- 16.5 If there is more than one nominee, the remaining governors will take a vote by show of hands or a secret ballot whichever is agreed at the start of the process. Where the meeting is held virtually, a show of virtual 'thumbs up' will be used.
- 16.6 The nominee(s) will return to the meeting and the Clerk will announce the result with the nominee polling the largest number of votes being duly elected.
- 16.7 If there is a tie, each candidate will be given the opportunity to speak to the governors and a further vote should be taken.
- 16.8 If there is still a tie then the governors will discuss the strengths of the nominees further before another vote is taken. The process repeats until a nominee polls a majority of the votes.
- 16.9 A governor can stand for re-election to Chair and Vice Chair of the Corporation
- 16.10 The Chair or Vice Chair may resign his office at any time by giving notice in writing to the Clerk to the Corporation
- 16.11 The Principal, Staff and Student Members are not eligible to be appointed Chair or Vice Chair of the Corporation.
- 16.12 Should the Chair or Vice-Chair of the Corporation resign or be removed from office before the end of their term of office the Members will appoint a replacement from amongst themselves at their next meeting.
- 16.13 A Chair will be appointed for each Committee established by the Corporation. The Chair of the Corporation will also serve as Chair of the Governance and Search Committee but the continuing appointment of the Chair of the Corporation as the Chair of the Governance and Search Committee will be considered and reviewed annually at such a time when all other Committee Chairs are considered. For the avoidance of doubt the Corporation reserves the right to appoint an alternate member as Chair of the Governance and Search Committee should it so determine. The Chairs of the Audit Committee, Curriculum and Quality Enhancement Committee, Finance and Resource Committee and Remuneration Committee will be appointed annually by the Corporation following consideration and recommendation by the Governance and Search Committee. The Chair of the Corporation will not act as Chair of the Audit Committee or the Remuneration Committee. Any Chair of a Committee must be appointed from its Committee Members.
- 16.14 In the event that the Chair of the Audit Committee resigns or is removed from office before the end of his/her term of office a new Chair will be appointed by the Members of the Corporation as soon as possible.

17. ELECTION OF STAFF MEMBER

- 17.1 When more than two valid nominations are received for election as the Staff Member of the Corporation the following transferable vote procedure will be followed to identify the successful candidate.
- 17.2 Staff who wish to cast a vote will be asked to rank the candidates in order of their preference by placing numbers in the boxes alongside the name of each candidate for which they wish to express a preference i.e. 1 for their first choice, 2 for their second and so on. Where a voter has no preference for particular candidates they may leave those boxes blank without invalidating their voting paper provided that a preference has been expressed for at least one candidate.
- 17.3 After the ballot closes the first preference votes for each candidate will be counted and if one candidate has an absolute majority of first choice preferences then that person will be elected.
- 17.4 If no candidate gets an absolute majority of first choice preferences then the candidate with the lowest number of first choice preferences will be eliminated and the votes cast for that candidate will be distributed amongst the remaining candidates according to second preferences. If a voter has indicated no second preference then that voting paper will be set aside and the total of votes cast will be reduced by one.
- 17.5 If one candidate now has an absolute majority of votes then that person will be elected. Otherwise the process in para 17.3 above will be repeated and the votes of the eliminated candidate distributed amongst the remaining candidates according to second preferences (or third preferences if the second preference candidate has already been eliminated). The voting paper will be set aside in any case where there are no available preferences to assign the vote to and the total of votes cast will be reduced by one.
- 17.5 If one candidate now has an absolute majority of votes cast then that person will be elected otherwise this process will be repeated for as many rounds as are necessary to produce a candidate with an absolute majority of votes. That candidate will be the one who is elected.
- 17.6 In the event of a tied situation affecting any stage in this process in the election, the outcome will be determined by drawing lots.
- 17.7 In the event that there are only two candidates initially and the votes cast are tied the outcome will also be determined by drawing lots.

18 REGISTER OF INTERESTS

- 18.1 In accordance with Clause 11(5) of the Instrument of Government Members of the Corporation are required to complete a register of interests which will be maintained by the Clerk and will be available for inspection by members of the public on request.
- 18.2 The Clerk will be responsible for the annual updating of this register.

19 CODE OF CONDUCT

- 19.1 Corporation and Committee Members will abide by the agreed Code of Conduct which has been approved by the Corporation.
- 19.2 This Code of Conduct is available on the Governance area of the college web site and by signing acceptance to the role of Governor it will be deemed that the new governor has accepted the Code of Conduct. When there is a revision to the Code of Conduct all governors will be notified by the Clerk to the Governors and written acceptance of the revision received.

20 TRAINING/INDUCTION

- 20.1 Training for Corporation Members will be agreed on an annual basis and the Clerk will ensure that an agenda item is included on the Corporation agenda.
- 20.2 The Clerk will arrange for the induction of each newly appointed Member, providing information to ensure all areas listed on the agreed Induction Policy are explained.
- 20.3 The Clerk will obtain information for Members on request to ensure, as far as possible, that Members have sufficient knowledge to enable informed decisions to be made.
- 20.4 The Clerk will provide information to Members on appropriate external training courses, and will make arrangements for attendance.
- 20.5 Costs of training will be borne by the College, subject to prior approval by the Clerk, within annual budget limits.

21 WHISTLEBLOWING

- 21.1 The Corporation will support an agreed formal Whistleblowing Policy for College Governors and employees.

22 OUTSIDE POWERS ACTION

- 22.1 The procedure detailed below will be followed by the Clerk in such circumstances when she/he feels that her/his advice is being disregarded or overruled, and because of this the proper conduct of the Corporation is being put at risk:
- 22.2 The Clerk should make every effort to resolve the matter through the avenues available to her/him within the College taking some or all of the following steps:
- a) ensure that the reasons for concern have been put in writing and sent by the Clerk to the Chair and Principal;
 - b) ensure the Chair of the Audit Committee has been informed of those issues relevant to that Committee's terms of reference;
 - c) report the matter to the next meeting of the relevant committee or full Corporation and ensure the matter is placed in the publicly available minutes;

d) consult the College's Financial Statements Auditors.

22.3 The Clerk is authorised to obtain initial legal advice (up to a maximum cost of £1,000) on such issues, should s/he deem it necessary, without the agreement of the College Management or the Corporation. In such a case the Corporation may subsequently decide to obtain further legal advice.

22.4 If no action results from the preceding sequence of actions, and if, in the judgement of the Clerk, the grounds for concern still present a threat to the proper governance of the College, s/he is authorised to refer the matter to the CE of Skills Funding. S/he will also inform the Chair and Principal that this has been done.

22.5 The Corporation adopts the advice in the Financial Memorandum that action within the above specified procedures will not provide grounds for disciplinary action against, or dismissal of, the Clerk provided that s/he has acted in good faith.

23 LIABILITY AND INDEMNITY COVER

23.1 The College will maintain liability and indemnity cover for Members of the Corporation and Committees to a minimum level of £2m.

24 CLERK

24.1 As detailed in the Instrument and Articles of Government, the individual referred to as the Clerk may also be referred to as the Director of Governance. Both terms may be used in all Corporation and governance documents, processes and procedures

24.2 The Clerk to Governors will be appointed by the Corporation.

24.3 A Deputy Clerk will be designated and also confirmed by the Corporation.

24.4 All references to "Clerk" will be interpreted to refer to the Deputy Clerk, in the temporary absence or delegation of the Clerk.

24.5 The performance of the Clerk, will be formally reviewed annually by the Chair and/or the Vice-Chair of the Corporation.

25 PUBLIC STATEMENTS

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

26 REVIEW OF CORPORATION AND COMMITTEE MATTERS

26.1 The Clerk will annually submit to the first Corporation meeting of the academic year, for approval, the updated Members' Handbook which incorporates:

- Corporation Membership;

- Terms of Office;
- Biographical details of Members;
- Instrument and Articles of Government;
- Sub-Committee Membership, Terms of Reference and Attendance Record;
- Subsidiary Company Directors and Company Secretaries;
- Meeting dates for the coming year;
- Duties and responsibilities of Clerk and Deputy Clerk.
- Such other information as the Corporation may from time to time decide.

26.2 The Code of Conduct will be issued separately at the same meeting.

27 SMOKING

27.1 Smoking is not allowed at meetings of the Corporation or Committees.