

STANDING ORDERS RELATING TO BUSINESS AND PROCEEDINGS OF THE CORPORATION

**(To be read in conjunction with the Instrument
and Articles of Government in force at the time)**

Approved by Corporation 4 July 2013



1. THE CORPORATION

1.1 Meetings

- 1.1.1 The date, time and place of meetings shall be considered by the Chair of Governors prior to being discussed and approved by the Board.
- 1.1.2 A calendar of meetings for the Corporation and its committees shall be established for the whole of the academic year at the final meeting of the Corporation during the preceding year. Changes will only be made in extreme circumstances.
- 1.1.3 Any individual Governor may request that an item be included on the agenda of the Corporation or a Committee; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 1.1.4 Any matters which Governors may wish to raise under the 'Other Business' item on the agenda must be raised at the beginning of the meeting and receive the approval of the Chair for consideration. Such items would normally be restricted to urgent matters, or matters of great and immediate importance.
- 1.1.5 Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- 1.1.6 Senior Officers of the College shall attend meetings of the Corporation at the request of the Chair.

1.2 Quorum & Target Attendance at Corporation and Committee Meetings

- 1.2.1 Meetings of the Corporation shall be quorate if 40% (8) or more members are present.
- 1.2.2 The target attendance at Corporation and Committee meetings shall be 75%.

1.3 Order of Business

- 1.3.1 Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by the decision of the members present at the meeting.

1.4 Minutes

- 1.4.1 Where the next meeting of the Corporation is an extraordinary or special meeting, the next following meeting shall be treated as a suitable meeting for the purpose of signing of minutes.

1.5 Appointment of Members

- 1.5.1 The board shall consist of a minimum of 12 and no more than 20 members including two staff and two student members.
- 1.5.2 All members (other than elected members) shall be recommended by the Search & Governance Committee and approved by the Corporation. A procedure for the selection of new members is attached at Annex A.

1.5.3 Staff Governors

One Staff Governor shall be a member of the College's curriculum staff elected by curriculum staff and the other Staff Governor shall be a member of the College's support staff and elected by support staff.

1.5.4 Student Governors

Student Governors shall be elected by the Student Union. The elected President of the Student Union shall automatically take the position of one Student Governor. The other Student Governor position shall be filled by the successful candidate standing for the position of Student Governor at the Student Union elections.

- 1.5.5 All members, including Co-opted members, shall be appointed for a term of three years (except for Student Governors whose term shall be for a one year period).

- 1.5.6 Members of the Corporation including Co-opted members shall serve a maximum of three terms. However, in exceptional circumstances the Search & Governance Committee can recommend appointment for a further term.

1.6 Appointment of Chair and Vice-Chair

- 1.6.1 Members shall appoint a Chair and a Vice-Chair from among their number. A procedure for the selection of Chair and Vice Chair of Corporation is attached as Annex C.
- 1.6.2 The Principal and any staff or student member shall not be eligible to be appointed Chair or Vice-Chair of Corporation.
- 1.6.3 The Chair and Vice-Chair shall hold office for a period of two years.

1.7 Chair's Action

- 1.7.1 The Governing Body recognises that the Chair has the same legal authority as other members of the Governing body.
- 1.7.2 There shall be no power delegated to the Chair allowing him to act on behalf of the Governing Body between meetings except where the Board agree by resolution at a meeting to delegate specific powers to deal with a specific matter in the period before the next meeting.
- 1.7.3 Wherever specific powers have been delegated by the Governing Body to the Chair to deal with a specific matter in the period before the next meeting of the Board, he shall report his actions or non-action to that next meeting.

1.8 Minutes of Committees

- 1.8.1 At every meeting of the Corporation, other than a special meeting, there shall be reported the minutes of committees which have met since the previous Corporation meeting.

1.9 Voting and Withdrawal

- 1.9.1 At any point during a discussion of a proposal the Chair may ask the meeting if there is any dissent. If no member indicates dissent the Chair shall declare the proposal carried.
- 1.9.2 Should an individual or group of Governors wish to have the Governing Body reconsider a formal decision by the Governing Body at an earlier meeting, the item must be raised with the Chair prior to the meeting.

1.9.3 The item will be placed on the agenda as a substantial item and the Clerk will ensure that the paper clearly identifies the fact that there is a proposal to vary or rescind a previous decision.

1.9.4 Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. Whether or not a recorded vote has taken place, and even if a decision has been taken by a secret ballot, a dissenting governor shall have the right to have their disagreement recorded in the minutes at their request.

1.10 Voting on Appointment

1.10.1 Where there are more candidates under consideration than posts available and/or any member requests it, the decision shall be taken by a secret ballot at the meeting.

1.10.2 Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Corporation and there is not a majority in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a majority in favour of one person.

1.11 Disorderly Conduct

1.11.1 If any member in the opinion of the Chair misconducts themselves by persistently disregarding the rule of the Chair or by behaving improperly or offensively or by obstructing the business of the meeting, the Chair or any other member may move 'that the member named be not further heard' and the motion if seconded shall be put and determined without discussion.

1.11.2 If anyone interrupts a meeting the Chair may warn them and if the interruption continues the Chair may order their removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared.

1.11.3 The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as they consider appropriate.

1.12 Governors' Code of Conduct

- 1.12.1 The Corporation shall agree a Governors' Code of Conduct which sets out the obligations placed upon Governors, both individually and jointly. The Code shall be reviewed from time to time to ensure that it complies with the current standards expected of holders of public office.
- 1.12.2 Each member, on being appointed, will acknowledge and agree to abide by the Code in the performance of their duties as governors.
- 1.12.3 Any member who appears to act contrary to the spirit and principles contained in the Code will have their behaviour considered under the procedures approved by the Board. These procedures will, from time to time, be reviewed to ensure that they are in line with other College disciplinary procedures.
- 1.12.4 The member will have the opportunity to respond before the Board considers its decision in the absence of that member. The Board may, by notice in writing to that member, remove them from office and, thereupon, the office shall become vacant.

1.13 Governor Appraisal/Review

- 1.13.1 The Chair of Corporation will review Member performance at least once during their three year term of office. Consideration will be given to governor attendance, training undertaken, contribution made to the Board and other matters as appropriate.
- 1.13.2 Members of the Board will be requested to complete an appraisal questionnaire agreed by the Board, as a means of appraising the performance of the Chair, at least once during the Chair's two year term of office.

1.14 Determination of Membership

- 1.14.1 A member may at any time by notice in writing to the Clerk to the Corporation resign their office.
- 1.14.2 If at any time the Corporation are satisfied that any member:
 - 1.14.2.1 Has been absent from meeting of the Corporation for a period longer than 6 consecutive months (or three consecutive meetings of the same Committee) whichever is the less, without the permission of the Corporation; or
 - 1.14.2.2 Is unable or unfit to discharge the functions of a member.

1.14.2.3 The Corporation may by notice in writing to that member remove them from office and thereupon the office shall become vacant.

2. COMMITTEES OF THE CORPORATION

2.1 Appointment of Committees

2.1.1 The Board has established the following Committees:

- Audit
- Curriculum Strategy & Quality Improvement
- Finance & General Purposes
- Search and Governance
- Student Liaison

2.1.2 The Board may establish other such Committees as may be required for any purpose or function e.g. Special Committee.

2.2 Appointment of Chair and Vice Chair of Committees

2.2.1 The appointment of Chair and Vice Chair of a Committee is determined by the members of each committee in conjunction with the Chair and Vice Chair of Corporation. A procedure for the selection of Chair and Vice Chair of a Committee is attached as Annex D

2.2.2 The Chair and Vice Chair of a Committee shall hold office for a period of two years.

2.2.3 The Chair and Vice Chair of a Committee may at any time by notice in writing to the Clerk to the Corporation resign their respective offices.

2.2.4 Chairs and Vice Chairs of Committees shall be eligible for reappointment at the end of their term of office subject to the conditions contained in section 1.5.4 of the Standing Orders.

2.2.5 Wherever a Chair or Vice Chair of a Committee shall cease to hold office, the vacancy shall be filled at the subsequent meeting of the relevant committee.

2.3 Role and Responsibilities of Committees

2.3.1 The roles and responsibilities of each Committee is determined by each Committee and approved by the Corporation. Committee roles and responsibilities are contained in the Committee Terms of Reference.

2.4 Committee Membership

- 2.4.1 Committee membership is determined by the Corporation based on a combination of the background and skills of individuals and their personal preferences. The Chair or Vice Chair of Corporation will be automatically selected as Chair of the Search and Governance Committee.
- 2.4.2 There is no maximum membership period for members on a Committee. However, the Search & Governance Committee will undertake a review of Committee membership periodically. If directed by the Search & Governance Committee, the Clerk will speak to individuals about their current preferences and the Search and Governance Committee will review and advise the Corporation accordingly. The Corporation will approve any revisions to the membership of Committees.
- 2.4.3 Members of Committees may resign their membership at any time by advising the Chair of the Committee.

2.5 Attendance of Members at other Committee Meetings

- 2.5.1 All designated members of a Committee determined by the Corporation, shall be entitled to attend all meetings of the relevant Committee.
- 2.5.2 Subject to the approval of the Corporation each Committee shall have the power to co-opt the services of such external advisers as they deem necessary to fulfil their responsibilities.
- 2.5.3 Any member of the Corporation who is not a member of a Committee shall be able to attend any meeting of a Committee only at the express invitation of the Chair of the relevant Committee with the exception of the Chair of the Corporation who shall be entitled to attend any meeting subject to prior notification to the Chair of the relevant Committee.
- 2.5.4 Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the Committee.
- 2.5.5 During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the Committee.
- 2.5.6 No person who is not:
 - 2.5.6.1 a member of the Corporation, or
 - 2.5.6.2 the Clerk to the Corporation

shall be allowed to attend any meeting of a Committee except by the invitation of the Chair of the Committee.

2.5.7 Senior officers of the College shall attend meetings of the Committees at the request of the Chair of the Committee.

2.6 Meetings of Committees

2.6.1 The Chair of a Committee or the Chair of the Corporation may call a special meeting of the Committee at any time.

2.6.2 All meetings of the Committees shall be serviced by the Clerk who shall, except in case of urgency, send the summons to each member of the Committee at least seven days before the meetings.

2.7 Quorum of Committees

2.7.1 Meetings of each Committee shall be quorate if 3 or more members (in a form agreed by the Corporation as the quorum for that committee) are in attendance.

2.7.2 "If in the course of a meeting of the Committee the number of members present ceases to constitute a quorum, the meeting shall normally be terminated, although it is possible to continue discussions on an informal basis". However, if the quorum is only affected by a temporary reduction in member numbers e.g. when a member has to withdraw from an agenda item in which s/he is being discussed, the agenda item shall be deferred and the meeting continued. It is then open to the Chair to call a special meeting to undertake the outstanding business or to defer consideration to the next ordinary meeting."

2.7.3 If, for lack of quorum, a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they think fit, cause a special meeting to be summoned as soon as may be convenient.

2.8 Minutes of Committees

2.8.1 Minutes of meetings shall normally be prepared for approval by the Chair of any Committee within ten working days following the meeting.

2.8.2 At every meeting of a Committee the minutes of the last meeting shall be taken as an agenda item.

2.8.3 The signed minutes shall, as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them.

3. AD HOC WORKING GROUPS

- 3.1 The Corporation shall establish such Ad Hoc Working Groups as they feel appropriate to support the effective management of Corporation business which will not be subject to the formal constitutions as detailed above. These Groups may be established by the full Corporation or by one of its Committees and will have a clear remit and timescale for appointment.

4. APPOINTMENT OF EXTERNAL MEMBERS

- 4.1 The Search and Governance Committee may invite External (i.e. co-opted) members to serve on any Corporation Committee, except the Special Committee. Appointments of external members do not require the approval of the full Governing Body, provided that:
- 4.2 The Chair of the Committee to which the external member is to be co-opted informs the Search Committee of their request and rationale for appointment.
- 4.3 The Chair or Vice-Chair of the Governing Body approves the appointment(s); and
- 4.4 The appointments are subsequently reported to the Governing Body.
- 4.5 An external member shall cease to be a member where they do not attend any meeting for six months unless that failure is for a reason previously approved by the Committee.

5. EVALUATION OF GOVERNANCE

- 5.1 In line with all other areas of College activity, the Governing Body will annually review its performance through a process of self-assessment. The process shall be considered by the Search and Governance Committee.
- 5.2 The outcomes of the process will inform individual and corporate development plans and form part of the College self-assessment report.

6. COMPLAINTS

- 6.1 A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or organisation.
- 6.2 Complaints against the Corporation or a member of the Corporation should preferably be made in writing and addressed to the Clerk to the Corporation.

- 6.3 The complainant will be expected to state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation.
- 6.4 The Clerk to the Corporation will:
- 6.4.1 acknowledge receipt of the complaint without delay;
 - 6.4.2 investigate the complaint;
 - 6.4.3 endeavour to provide a response to the complaint within ten working days and, if this is not possible, provide the complainant with an interim statement.
- 6.5 The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. Skills Funding Agency or the Education Funding Agency as appropriate).
- 6.6 The Clerk to the Corporation will keep the Chair informed of the situation, and will provide the Corporation with a written statement of the nature of the complaint and the response at the next meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint so that members are aware of the situation.
- 6.7 When carrying out an investigation on a complaint against the Corporation or an individual member of the Corporation the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisors.
- 6.8 A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation for investigation and response.
- 6.9 The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above with regard to complaints against the Corporation and individual members of the Corporation.

7. REVIEW OF STANDING ORDERS

- 7.1 Standing Orders will be reviewed bi-annually or earlier if significant changes to the I&A of Government or other regulatory reform occur or if required by the Search & Governance Committee. The Clerk will also draw to the attention of the Search & Governance Committee and the Governing Body potential amendments arising from recognition of best practice in the Sector. Any changes approved will be implemented from the date of the meeting at which they are considered.

**PROCEDURE FOR THE SELECTION OF
NEW CORPORATION MEMBERS**

1. When one or more vacancies occurs, or is anticipated to occur, other than for staff or student members of the Corporation, the criteria for replacement will be discussed at the next meeting of the Search & Governance Committee.
2. The Search & Governance Committee will first discuss formally the current size of the Board as a whole, taking into consideration the rotation of planned retirements and will determine whether a vacancy is in fact to be declared. If the Committee considers that for operational or other reasons the Board is currently too small or large, it may recommend to the Board that a smaller or larger overall size for the Board should be considered within the parameters stated in section 1.5.1 of the Standing Orders.
3. Once the designation of membership is established, it is the responsibility of the Committee to determine the range of expertise or other characteristics it wishes to recommend being brought to the Board. In deciding this, the Committee will have reference to the following:
 - The range of skills and specialist knowledge currently represented and the need for further skills and specialist knowledge.
 - The degree to which the Board reflects the community that the College serves.
 - The gender and ethnic balance of the Board.
 - The degree to which the Board contains specialist knowledge of the areas in which the College provides education and training.
 - The needs of the Board's Committees.
4. Having considered the above, the Search & Governance Committee will draw up a priority list of its requirements and identify and seek out suitably qualified candidates for any vacancy on the Corporation through some or any of the following:
 - Direct contact with local authorities, local community bodies, professional organisations, trade associations and businesses serving the area.
 - Advertisements in the local and/or national press against appropriate person specifications.
 - Advice from Board members and elsewhere as it sees fit.
 - Any other measures considered appropriate to the Committee.
5. The Search & Governance Committee will draw up a shortlist of candidates and interview prospective Corporation members, the interview panel being the Committee Chair plus an additional two members of the Search & Governance

Committee (a minimum of three on each occasion). A recommendation for each vacancy will be put to the Board.

6. On the occasion of a vacancy amongst the staff members of the Corporation, the Clerk will put into motion the procedure for the election of a replacement.
7. On the occasion of a vacancy amongst the student members of the Corporation, the Clerk will put into motion the agreed procedure for the election of a replacement. This will be undertaken by the Student Union.
8. The Corporation shall not appoint any member of the Corporation (other than the Principal) unless it has first considered the advice of the Search & Governance Committee.
9. Appointments will be made in accordance with the Instrument and Articles of Government and the Board's Standing Orders.

CONFIDENTIALITY CRITERIA

Whilst the Governing Body aspires to open and transparent governance, it is acknowledged that there are occasions when papers and discussion must be kept confidential.

When the Chair of the Governing Body or Committee is discussing an agenda with the Clerk it will be agreed which, if any, items are to be considered as confidential. Following discussion Governors might decide that the matter is no longer confidential and that papers and minutes should become part of the open public record.

Similarly, if an issue of confidentiality arises out of a discussion, that a separate minute would be produced and placed in the confidential file.

All papers which are not confidential are available for public scrutiny in the office of the Clerk to the Corporation.

The criteria to be used for consideration of confidentiality will be:

- Personal information relating to an individual.
- Information provided in confidence by a third party who has not authorised its disclosure.
- Financial or other information relating to procurement decisions, including those relating to the College's negotiating position.
- Information relating to the negotiating position of the College in industrial relations matters.
- Information relating to the financial position of the College, where disclosure might harm the College or its competitive position, as determined by the Governing Body.
- Legal advice received from, or instructions given to, the College legal advisers.
- Information planned for publication in advance of that publication.
- Any other issues deemed to be confidential at the time, bearing in mind the Governors' wish for openness and transparency.

The Clerk will review confidential papers annually and seek approval, where appropriate, to make the documents public.

**PROCEDURE FOR THE SELECTION OF
CHAIR AND VICE CHAIR OF THE GOVERNING BODY**

Background

The Instrument of Government (6 [2]) bars the Principal, Staff and Student members from holding the positions of Chair or Vice Chair of Corporation.

Procedure

1. Prior to the Corporation meeting at which the election of Chair or Vice Chair is to be considered the Clerk will:
 - 1.1 inform Governors of the process and timescales involved in the election process;
 - 1.2 invite all members to consider potential candidates and in particular request expressions of interest from members seeking consideration.
2. Candidates will be requested to provide the Clerk with a single A4 sheet in support of their application at least three weeks prior to an election being held.
3. Formal nominations taken from applications received will be sought at the first Corporation meeting scheduled following the closing date for candidate applications.
4. In the event of more than one candidate, an election will be held by secret ballot.
5. Where there is only one candidate the Governing Body will be required to consider formally appointing the individual.
6. The candidate receiving the majority of votes will be elected for a period of two years.

**PROCEDURE FOR THE SELECTION OF
CHAIR AND VICE CHAIR OF COMMITTEES**

1. When one or more vacancies occur, the criteria for replacement will be discussed at the next meeting of the Search & Governance Committee.
2. Wherever possible, the Chair or Vice Chair of Corporation should Chair the Search & Governance Committee.
3. Subject to section 2, the Clerk will invite the views of the Chair and Vice Chair of Corporation as appropriate i.e. where the Chair or Vice Chair of Corporation could be nominated as a Chair or Vice Chair of a Committee, the interested party will not be consulted except in the case where that member is subject to section 3 below.
4. Committee members will be invited to show an expression of interest and/or nominate a current member of the Committee.
5. Staff or student governors shall not be eligible for the selection to Chair or Vice Chair positions for any Committee other than the Student Liaison Committee where student governors are automatically selected to become Vice Chairs. Staff and student governors are eligible to nominate other members.
6. Co-opted members are not eligible to be selected to Chair or Vice Chair positions for Corporation or Committees of the Corporation.
7. Committee members will be invited to nominate a Chair or Vice Chair as appropriate.
8. Individuals nominated by other members will be contacted by the Clerk to confirm their interest in the nomination being taken forward.
9. The recommendation for Chair or Vice Chair positions will be approved by the relevant Committee.