



Standing Orders

Approved by the Corporation Board

26 September 2023

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The primary, sovereign elements of the Corporation's constitution are its Instrument of Government ("Instrument") and Articles of Government ("Articles"). They set the high-level constitutional framework that the Corporation must adhere to.

The Board has the power under Article 22 to agree how the Corporation acts within the parameters of this framework and can set additional rules and procedures, provided that they do not conflict with rules set out within the Instrument and Articles.

These rules have been duly made by the Corporation under Article 22 to expand upon and add clarity to the content of the Instrument and Articles.

1. Role of the Clerk

- 1.1. It is the responsibility of the Clerk to the Corporation to interpret the Corporation's constitution and to advise the Corporation (or individual members or managers) accordingly.

2. Composition of the Corporation

- 2.1. The Corporation Board shall comprise normally sixteen (16) members including the following:
 - 2.1.1. The Principal and Chief Executive;
 - 2.1.2. At least one (1) and up to two (2) Student Members, normally but not necessarily comprising one (1) Student Member from the Further Education cohort and one (1) Student Member from the Higher Education cohort, nominated and elected by their fellow students or, with the agreement of the Corporation, by an appropriate student body;
 - 2.1.3. Up to two (2) Staff Members to be elected from the constituencies of teaching staff and non-teaching staff; and
 - 2.1.4. Up to eleven (11) Independent Members, who must be persons who appear to have the necessary skills to ensure that the Corporation carries out its functions under its Articles of Government and must have been recommended for appointment by the Search Committee.

Terms of office

- 2.2. All members, excluding the Principal and Chief Executive must be appointed for a given term. For the avoidance of doubt, provisions 2.3 to 2.7 do not apply to the Principal and Chief Executive.
- 2.3. Student Members shall be appointed for a one (1) year term of office and, having initially been nominated and elected in accordance with clause 2.1.2 above, may be reappointed by the Corporation Board directly for a further one (1) year term, provided they continue to be eligible to serve as a Student Member. When considering the reappointment of a Student Member, the Corporation Board will consider, amongst other things, the attendance and

level of contribution of the Student Member concerned as well as the need for progressive refreshing of the Board's membership.

- 2.4. Subject to paragraph 2.4A, Staff and Independent Members shall be appointed for terms of office of between one (1) and four (4) years, providing that they must not serve more than eight (8) years in total.
- 2.4A In the event that the Board appoints an existing Independent Member to a new and more senior role, for example as Chair or Vice-Chair of the Board, that member may serve more than eight (8) years in total. Such extensions are not guaranteed and shall be determined by the Board at the time of appointment or reappointment. In deciding whether or not to make such an extension, the Board shall be mindful of the need to ensure the progressive refreshing of the Board and its membership.
- 2.5. The Chair and Vice-Chair of the Board may serve for up to eight (8) years as Chair or Vice-Chair (as the case may be), in addition to any period of office (of up to eight (8) years) he or she served prior to their appointment as Chair or Vice-Chair. For the avoidance of doubt, this means that in some circumstances the Chair or Vice-Chair of the Board may serve on the Board for up to an absolute maximum of sixteen (16) years. The Vice-Chair may go on to be the Chair, however the maximum tenure of sixteen (16) years shall still apply. The Chair must retire from the Board following their term as Chair i.e. after serving as Chair they may not revert to being a member of the Board, unless their term as Chair was simply a temporary appointment to cover absence.

Induction year

- 2.6. All Staff and Independent Members must be appointed for an initial "induction year" of twelve (12) months from the date of their appointment.
- 2.7. Near to the end of this period, or as soon as practicable thereafter, the Search Committee should review the performance and contribution of the member throughout their induction year and make a recommendation to the Board as to whether or not they should be appointed for a further term. The decision of the Search Committee should also take into consideration whether the individual is, in hindsight, the optimal fit for the Corporation.

Attendance

- 2.8. Regular attendance at Board and Committee meetings is an essential component of good governance. Board members are expected to attend at least six (6) out of nine (9) Board meetings (this number includes the annual strategic planning forum) in any 12-month period and, where they are a member of a Committee, three quarters of the Committee meetings in any 12-month period. When this is not the case, the Board member's non-attendance will trigger a conversation with the Chair which may lead to the Search Committee reviewing the matter. The Search Committee may recommend to the Board that the member with poor attendance is resigned, where appropriate.

Communication from the Clerk

- 2.9. The Clerk must communicate in writing to new or reappointed members setting out:
- 2.9.1. the date of their appointment (or reappointment) and the length of their term of office;
 - 2.9.2. any conditions on eligibility attaching to that term of office; and
 - 2.9.3. a request for acceptance of the appointment to be confirmed in writing.

Ineligibility

- 2.10. Certain circumstances, as set out in Clause 7 of the Corporation's Instrument of Government, shall render people ineligible to be a member. Members are required to sign a declaration of their eligibility at the time of their application/first appointment and to notify the Clerk of any matters that may affect their eligibility as they arise.

The Role of the Search Committee

- 2.11. The Board must consider the recommendations of the Search Committee when making decisions in respect of the appointment or reappointment of members. The Search Committee should support the Board in seeking to ensure that its members:
- 2.11.1. are drawn from diverse backgrounds with an appropriate balance of skills, knowledge and experience;
 - 2.11.2. have an appropriate balance in terms of gender, age and ethnic origin; and
 - 2.11.3. are representative of the community served by the College.
- 2.12. The Clerk should, from time to time, facilitate a skills audit of members to inform the Search Committee and/or Board.

Resignation of Members

- 2.13. Members wishing to resign must do so by writing to the Clerk.

3. Members: Other Interests

- 3.1. An 'interest' could be financial or otherwise and is taken as being a connection which could interfere with the exercise of independent judgment or, if publicly known, be perceived as being likely to influence judgment.
- 3.2. Each member must, upon appointment, complete a register of interests form and submit this in writing to the Clerk. Members must inform the Clerk of any changes to their interests on an ongoing basis.
- 3.3. At each meeting, each Member must declare any interests they may have in any specific items of business to be transacted at that meeting.

4. Standards of Conduct

- 4.1. Members must demonstrate the high standard of conduct as outlined in the Code of Good Governance for English Colleges and must upon appointment, sign a declaration of commitment in this regard.

5. Appointment of Chair and Vice-Chairs

- 5.1. The members must appoint a Chair and may appoint up to two Vice-Chairs from within the Corporation Board.
- 5.2. The Principal and Chief Executive, Staff Members and Student Members shall not be eligible for appointment as Chair or Vice-Chair.
- 5.3. The terms of office of the Chair and Vice-Chair(s) must be determined by the Corporation.
- 5.4. If both the Chair and the Vice-Chair(s) is/are absent from any meeting of the Corporation, the members present shall choose someone from among themselves (who is eligible to do so) to act as Chair for that meeting.

6. Decisions in Writing

- 6.1. Decisions may be taken in writing by the Board and any of its Committees.
- 6.2. Such decisions must only be taken in writing where the Chair (subject to 6.5 below) of the relevant body agrees that the matter is urgent, cannot wait until the next meeting and does not warrant the convening of a special meeting.
- 6.3. Any such decision in writing must be agreed by:
 - 6.3.1. the Chair of the relevant body (subject to 6.5 below);
 - 6.3.2. at least enough members to form a quorum for that body, excluding any members not eligible to vote on the matter.
- 6.4. Such decisions shall be as valid and effectual as if passed at a duly convened meeting of that body.
- 6.5. Should the Chair be unable to participate in any aspect of this process by reason of unavailability, either of the Vice-Chairs shall have the power to act as Chair.

7. Clerk to the Corporation

- 7.1. The Clerk must be appointed by and be accountable to, the Corporation.
- 7.2. The Clerk is responsible for ensuring that the business of the Corporation is conducted smoothly and efficiently; that the Corporation operates within its powers; and that it follows agreed and proper procedures. The Clerk's duties and responsibilities must be clearly defined in the job description for the post or service contract for the function.
- 7.3. Should the Corporation establish any related entities, the Clerk to the Corporation shall normally act as Clerk or Company Secretary (as appropriate) to all of those entities.

- 7.4. The Corporation is responsible for ensuring that appropriate arrangements are in place to ensure the independence of the Clerk, including ensuring that the Clerk reports to and is line managed by the Chair.
- 7.5. In the temporary absence of the Clerk the Corporation must appoint a person to serve as a temporary Clerk. The Principal and Chief Executive is ineligible to act as Clerk. If the Clerk has to withdraw from a Board or Committee meeting the Corporation must appoint a person from amongst themselves to act as Clerk during this absence.
- 7.6. The performance of the Clerk should be subject to an annual appraisal by the Chair.

8. Committees and Task and finish groups

- 8.1. The rules stated in these Standing Orders for meetings of the Corporation will also apply to all meetings of the Committees and task and finish groups unless otherwise stated.
- 8.2. The Corporation may establish any Committees and/or task and finish groups as it sees fit. It must appoint an Audit Committee and a Search Committee.
- 8.3. Any Committees or task and finish groups established by the Board must have clear, formal terms of reference.
- 8.4. The Board may also disestablish any Committees or task and finish groups it has formed.

9. Meetings of the Corporation

- 9.1. Board and Committee meetings are held throughout the Corporation's financial year. This normally includes an annual strategic planning event. A schedule of planned Board and Committee meetings will be agreed by the Board in advance of each academic year.
- 9.2. Special meetings may be called by the Chair or, in the absence of the Chair by either Vice-Chair, or at the request in writing to the Clerk of five (5) Members of the Corporation.

10. Meetings of the Corporation: Quorum

- 10.1. A quorum shall be formed on the attendance of seven (7) Members.

11. Meetings of the Corporation: Access by others

- 11.1. Members of the Corporation and the Clerk shall be the only persons entitled to attend all meetings of the Corporation.
- 11.2. The Corporation should consider whether individual employees are required to attend meetings of the Corporation or Committees so that members have access to particular information and advice.
- 11.3. Whilst the majority of business conducted by the Corporation will not be confidential and thus agendas and papers will be open to inspection, all meetings are to be held in private.
- 11.4. Any person/s seeking to attend a meeting of the Corporation as an observer must contact the Clerk in writing who will arrange for the request to be considered by the Corporation.

While considering such requests, the Corporation must pay due regard to the reason for the request to attend.

11.4.1. Where any person/s is given observer status at a meeting of the Corporation the Chair should stress that certain items of business could be regarded as confidential. In such cases the person/s will be required to withdraw from the meeting.

11.4.2. Unless specifically determined otherwise, any person/s given observer status does not have speaking rights during a meeting of the Corporation.

12. Agendas and Papers for Meetings

12.1. The Clerk must send written notice of a meeting of the Corporation, together with the agenda at least seven (7) days in advance of the meeting.

12.2. All accompanying written reports will usually be circulated with the agenda and shall, as a minimum, be made available to members at least three (3) days before the date of the meeting. Papers should not be tabled at a meeting except as late items of urgent business and with the prior approval of the Chair.

12.3. Notice of meetings and the accompanying documents referred to in 12.2 above may be sent by post, by email or made available electronically, e.g. through a dedicated website.

12.4. All reports/documents submitted by the management of the College should be in the standard format required by Corporation.

12.5. The agenda for Corporation meetings should be compiled by the Clerk, in consultation with the Chair and Principal and Chief Executive, taking into account the key agenda items included in the annual schedule of business.

12.6. Any member requesting an item to be placed on the agenda should provide the Clerk with the request two (2) weeks in advance of the meeting.

12.7. Matters should not be raised under “any other business” as a general rule, however prior approval of the Chair should be sought to raise a particular issue which has arisen since the publication of the agenda.

13. Conduct of Meetings

Interests

13.1. When acting on behalf of the Corporation, members must, at all times, take decisions in the best interests of the Corporation.

13.2. All discussions at meetings should be conducted through the Chair.

13.3. Any member with a personal interest in a matter must not take part in the consideration of the matter, nor vote in respect of it, nor be counted in the meeting’s quorum.

13.4. Any member with an interest must withdraw from the meeting, or part of meeting, if required to do so by a majority of members present at the meeting. At the discretion of the Chair,

withdrawal from remote meetings could be by way of muting the audio function and disabling the microphone.

13.5. Staff Members (and the Clerk if they are also a member of staff):

13.5.1. may be asked to withdraw when staff matters are to be discussed relating to a member of staff holding a post senior to that member; and

13.5.2. must withdraw when staff matters are to be discussed that relate solely to them, the reappointment or appointment of their successor, or the pay or conditions of service of all staff (or staff of a particular class) where they are acting as a representative of the relevant group.

13.6. For the avoidance of doubt, the Clerk is considered to be independent. Decisions on whether the Clerk is required to withdraw in accordance with 13.5 above will be taken on a case-by-case basis.

13.7. Student Members may be asked to withdraw when staff matters are to be discussed relating to a member or prospective member of staff.

13.8. The Clerk must withdraw when there is to be consideration of his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement.

13.9. Any member unsure as to whether or not they have an interest in a particular matter should seek advice from the Clerk as far as possible in advance of the meeting.

Voting

13.10. The Chair may call for a vote if there is a clear expression of dissent regarding a proposed decision and/or at least one member requests a vote.

13.10.1. Votes are taken on a show of hands unless the majority of members agree that the vote should be conducted by secret ballot. Where there is an equal division of votes, the Chair has a second or casting vote.

13.10.2. A member may not vote by proxy or by way of a postal ballot.

13.10.3. A Student Member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.

13.10.4. At the discretion of the Chair, where a meeting is held remotely, silence can constitute consent.

13.11. No decision of the Corporation may be rescinded or varied at a subsequent meeting, unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting (i.e. cannot be taken as 'matter arising').

Recordings


- 13.12. With the express consent of the members, and for the sole purpose of taking minutes, remote meetings may be audio recorded. Such recordings shall be kept for no more than seven (7) days.

14. Minutes of Meetings

- 14.1. The Clerk is responsible for the accurate recording of the minutes.
- 14.2. Separate minutes must be taken of those parts of meetings from which individual members or groups of members and/or the Clerk have withdrawn. Those withdrawing from a meeting shall not be entitled to see the minute or any papers relating to the item of discussion.
- 14.3. Confirmed minutes of meetings of Committees should be presented to the Corporation for discussion, action and/or information at the next scheduled meeting. The minutes may be briefly talked through by the Chair of the Committee.
- 14.4. In the absence of confirmed minutes, the Chair of the relevant Committee may provide a brief update on the key discussions and decisions taken by the Committee at their meeting.

15. Access to Information on Corporation Proceedings

- 15.1. The College has a publication scheme under the Freedom of Information Act 2000.
- 15.2. The Corporation operates under the broad principles of the core values of college governance as set out within the Code of Good Governance for English Colleges. These include openness and accountability. In line with these principles the Corporation has determined that wherever possible business will not be treated as confidential, and that all agendas, reports and other documents will be public with the exception of certain excluded items.
- 15.3. The following are regarded as confidential and therefore excluded from public access:
- 15.3.1. material relating to:
- (a) individual employees, former employees or applicants to become employees of the College;
 - (b) particular office holders, former office holders or applicants to become office holders of the Corporation (which includes Members of the Corporation);
 - (c) individual students, former students or prospective students; and
 - (d) the Clerk.
- 15.3.2. Information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity);
- 15.3.3. the amount of any expenditure proposed to be incurred by the Corporation under any particular contract for the acquisition or disposal of property or the supply of goods or services;

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- 15.3.4. any terms proposed or to be proposed by or to the Corporation in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services;
 - 15.3.5. information relating to any consultations or negotiations in connection with any labour relations matter arising between the Corporation and employees of, or office holders under, the Corporation;
 - 15.3.6. any instructions to counsel and any opinions of counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Corporation, or the determination of any matter affecting the Corporation; and
 - 15.3.7. any matters that are deemed to be commercially sensitive.
- 15.4. All items relating to individual persons are to remain confidential for all time. Other items, which relate mainly to commercially or legally sensitive information, are to remain confidential for as long as necessary, the decision whether to derestrict the information to rest with the Chair on advice from the Clerk and the Principal and Chief Executive.
 - 15.5. The Chair, acting in consultation with the Principal and Chief Executive shall have the authority to determine which aspects of the agenda, papers and minutes are to remain confidential. Any such decisions must be made in accordance with the principles of the relevant legislation and best practice.
 - 15.6. All non-confidential agendas, papers and minutes of the Corporation and its Committees must be made available for inspection through the office of the Clerk, during normal office hours.
 - 15.7. The minutes of the meetings of the Corporation and its Committees, once they have been approved by the Corporation, with the exception of confidential/excluded items, must be published on the College website.
- 16. Statements Made on Behalf of the Corporation**
- 16.1. Statements on behalf of the Corporation Board must only be made by the following:
 - 16.1.1. the Chair, or, in his/her absence one of the Vice Chairs; and
 - 16.1.2. the Principal and Chief Executive.
 - 16.2. Where members are approached for statements pertaining to the Corporation they must, in all such instances, rather than engaging in dialogue, refer the matter to the Clerk.
- 17. Self-Assessment**
- 17.1. The Corporation should undertake appropriate self-assessment on a regular basis. The method of self-assessment shall be determined by the Corporation from time to time.

18. Training Policy

- 18.1. The Corporation is committed to the initial and on-going development of Members, via a proactive approach, to ensure that they are able to discharge their duties confidently and effectively.

19. Expenses

- 19.1. Members may claim expenses for travelling and subsistence in accordance with the Corporation's Financial Regulations.

20. Amendments to Standing Orders

- 20.1. The Clerk should review the Standing Orders regularly to incorporate improvements and/or amendments to meet changed circumstances.
- 20.2. Amendments to these Standing Orders require the approval of the Corporation.

