



**STANDING ORDERS FOR THE  
CONDUCT OF BUSINESS  
AND PROCEEDINGS OF THE CORPORATION**

**(To be read in conjunction with the  
Instrument and Articles of Government  
And Financial Memorandum)**

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**Clerk to the Corporation**

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# WESTON COLLEGE CORPORATION

## STANDING ORDERS FOR THE CONDUCT OF BUSINESS AND PROCEEDINGS OF THE CORPORATION

(To be read in conjunction with the  
Instrument and Articles of Government  
and Financial Memorandum)

### 1. INTRODUCTION

#### 1.1 Background

The legitimacy of a Corporation's actions depends upon compliance with powers and procedures that are established in the Instrument and Articles of Government. Every member of the Corporation shares responsibility for the proper conduct of its business. The Corporation must also maintain an agreed record of its meetings and the decisions it has taken.

To assist in this responsibility, Governors are individually and collectively entitled to guidance on procedures. The essence of the role of the Clerk to the Corporation is to advise on procedures and keep a formal record of the Corporation's proceedings.

There is provision in the Articles of Government for the Corporation to make rules and by-laws for the government and conduct of the College. Such rules, normally referred to as Standing Orders, should be drawn up and agreed by the Corporation. A copy should be given to each member on appointment and should be the basis on which the Chair of the Corporation and each of its committees conducts its meeting.

1.2 These Standing Orders supplement the provisions of the Further and Higher Education Act 1992, the Learning and Skills Act 2000, the FE and Training Act 2007, Education Act 2011, the Instrument and Articles of Government of Weston College and the Financial Memorandum with the Funding Agencies which at all times are to be regarded as the primary sources of guidance. In the event of any conflict between these Orders and either the Acts, the Instrument and Articles or the Financial Memorandum; these latter authorities shall prevail.

1.3 Every member of the Corporation and of its committees shall be bound by these Standing Orders and in addition shall be expected to adhere to the seven principles of public life as recommended by the Nolan Committee's reports "Standards in Public Life".

1.4 It is the responsibility of the Clerk to the Corporation to interpret the following documents and both to ensure compliance and to advise the Corporation (or if appropriate the Chair of the Corporation) if at any time it appears that the Corporation (or an individual member of the Corporation) is in breach of or is likely to be in breach of the regulations:

- Financial Memorandum
- Instrument and Articles of Government
- Standing Orders for the Conduct of Business and Proceedings of the Corporation.

### 2. MEMBERSHIP OF THE CORPORATION

#### 2.1 Composition of Board

The membership of the Corporation of Weston College will be determined from time to time by the Corporation having regard to the provisions of the Instrument of Government, the recommendations of the Search Committee, custom and practice and the law.

The Instrument and Articles, to appoint Governors within the business, co-opted, community and Local Authority. The number of members of the Corporation must be no less than 12 and no more than 20. The make-up of the board will reflect the requirements of the College and will be subject to annual review. Membership will include the Principal, staff and student members and others who represent the needs of the organisation.

## **2.2 Appointment of Members**

It is the wish of the Corporation that there is an appropriate balance of skills, experience, disabilities, gender, age and ethnicity amongst members. This will mean that members will be drawn from a range of backgrounds including Accountancy, Audit, Banking, Education, Estates, Financial Management, Legal, Local Authority, Local Community Groups, Local Employers, Personnel, Quality Assurance, Staff, Strategic Management, Students, and any other major areas for which the College provides training.

Vacancies are dealt with by the Search Committee who will formally nominate and recommend to the Corporation all prospective members, including student and staff members, other than the Principal, in accordance with the Instrument and Articles and its terms of reference.

No appointment shall be made without a recommendation from the Search Committee.

## **2.3 Formal letter of appointment of members**

The Clerk to the Corporation shall forward a formal letter of appointment which shall include the length of term of office, any conditions on eligibility attaching to that term of office and an indication of how the Governor should inform the College if he/she becomes ineligible for office at any point. The letter will include a request for acceptance of the appointment to be confirmed in writing, plus other relevant documentation. All new Governors will also undertake an induction.

## **2.4 Staff Members (2 - One teaching and one support staff member)**

The two (2) staff members are appointed following separate elections. Nominations are sought from the relevant staff of the College and, in the event of more than one nomination for each vacancy, a secret ballot of all the relevant staff will be held to select the member(s). The Clerk to the Corporation will make the necessary arrangements to receive the nominations and conduct the ballot. The Corporation will appoint the elected staff members on the advice of the Search Committee.

## **2.5 Student Members (2)**

The student members shall be students of the institution, one will represent Further Education and One Higher Education. The Corporation will appoint the student members on the advice of the Search Committee.

## **2.6 Principal (1)**

The Principal shall normally be a member of the Corporation.

## **2.7 Other Members**

Members, other than the Principal, Student and Staff members, shall be drawn from any areas with relevance to the activities of the institution and where they meet the essential skills, qualifications, experience and other factors as determined by the Corporation.

## **2.8 Skills Audit**

The Clerk to the Corporation shall conduct annually a skills audit to monitor the current level of skills, qualities and other relevant attributes of its membership in order to identify any shortfall for the guidance of the Search Committee when next reviewing nominations for any vacancy. The Search Committee, when reviewing nominations, will give consideration to the skills and experience of potential governors, and to the balance of the Corporation with regard to the nine protected characteristics defined in the Equality Act 2010

## **2.9 Period of Office**

This shall normally be for an initial period of 1 year followed (on the recommendation of the Search Committee) by a further 3 years from the date of appointment, except for the Student members where the appointments will be for 1 year and the Principal where there is no limitation. The Corporation may determine other periods of office of individual members. On completion of the initial term of 4 years, re-election shall be on an annual basis on the recommendation of the Search Committee.

The Corporation has established a process for the re-election of existing Governors at the end of their Terms of Office, subject to them wishing to continue. The Search Committee shall annually review the contribution of individual Governors against agreed criteria and take this into consideration when recommending Governors for re-election.

#### **2.10 Register of Interests**

The Corporation shall maintain and formally update at least biennially a register of financial and other relevant interests of members. The register will be updated by the Clerk to the Corporation and will be a public document. The register has been extended to include the Corporate and Senior Management Team which includes all staff with significant financial responsibility and above. The register should also cover the financial interests of spouses, partners and close relatives of Governors. Public access to the Register of Interests is set out in the College's Freedom of Information Publication Scheme. There shall be free access to the Register to College auditors and members of the Audit Committee and other Corporation Committees. Members are required to notify the Clerk to the Corporation of any changes to interests declared as and when they arise.

Members of Weston College Corporation are required not to sit on Boards of other FE Colleges within our Funding Agency's region or on the Board of a competitor College outside our region. This clause is to protect both the individual and the College.

#### **2.11 Resignation and/or Disqualification of Members**

Members may resign at any time but are required to give written notice to the Clerk to the Corporation. Members retiring at the end of their periods of office are eligible for re-election, subject to the terms of the Governor Re-election Process. The resignation of the Chair of the Corporation and/or Vice Chair(s) from these roles must be given to the Clerk to the Corporation in writing.

The provisions whereby members may become disqualified from holding office are outlined in the Articles of Government. Members are required to advise the Clerk to the Corporation should they become ineligible and annually to complete a statement confirming their continuing eligibility to serve as a member of the Corporation. A member may also become unfit to be a Governor if they are in breach of the Governor Code of Conduct including where there are issues of conflict of interest.

Any member absent from a meeting of the Corporation for two consecutive meetings, without good reason, shall be contacted by the Chair of the Corporation to establish the reasons and whether or not the member wishes to continue. If three meetings are missed, the Chair shall submit a report to the Board with a full explanation of the absence. Any member not present for six consecutive meetings, without good reason, may be required by the Corporation to resign. This will be confirmed in writing.

Any person who is a member of the Corporation by virtue of being a member of staff, including the Principal, or a student member shall normally cease to hold office if he/she ceases to be a member of staff or a student of the Institution or a non-student representing students of the Institution. However, it may be possible for a student member to continue until the end of the relevant academic year, (subject to the terms of the Governor Appointment & Re-election Process) despite the member ceasing to be a student of the College.

The procedure for the Removal of a Governor from Office Under Instrument of Government 10(2) will be used to deal with any matters arising under this clause.

#### **2.12 Codes of Practice**

The Corporation has adopted a Code of Conduct which members are required to sign confirming that they will adhere to the Code. Corporation members will also be expected to conform to the seven principles of public life as identified by the Nolan Committee, viz. selflessness, integrity, objectivity, accountability, openness, honesty and leadership. As detailed in 2.11 a member in breach of the Code of Conduct may be agreed to be unfit to be a Governor of the College.

#### **2.13 Induction and Training**

All new Governors shall be provided with appropriate induction arrangements to enable them to effectively perform as Governors of the Corporation. All Governors are required to undertake appropriate training which will enhance their effectiveness. An Induction and Training Programme is available.

The Chair of the Corporation, in conjunction with the Clerk to the Corporation, shall be responsible for the appropriate training of all the Governors and shall authorise all individual training requests. All such authorised training requests will be funded from a College Governors' training budget or such other external sources as may be available.

Governors are required to attend collegiate training where appropriate e.g. Safeguarding, PREVENT, Equality and Diversity, Health & Safety.

#### **2.14 Governors' Expenses**

Payments shall not be made for attendance at meetings. However, Governors may be reimbursed for any expenses incurred in fulfilling their roles as Governors. Claim forms, which should be submitted regularly, are available from the Clerk to the Corporation, together with further details of the scheme. Individual claims shall be authorised by the Chair of the Corporation, with any claim made by the Chair of the Corporation authorised by the Chair of the Audit Committee. The scheme for the payment of Governors' expenses shall be reviewed annually, but should be in line with the expenses scheme applicable to College staff.

#### **2.15 Performance Monitoring**

Governors shall, annually, monitor their own performance by means of a self-evaluation questionnaire.

The results of the monitoring exercise will be considered by the Clerk to the Corporation & Chair and reported to the Corporation and will inform the appropriate Governance section of the annual Self-Assessment Report. This will lead to a development action plan to improve effectiveness in any areas where there are perceived weaknesses. Training needs identified in the performance review exercise shall inform Governors' development. The Chair of the Corporation will hold one to one meetings with individual Governors and the Clerk to the Corporation.

To assist in measuring its performance, the Corporation has established some Objectives, which are reviewed annually and where appropriate, new or revised Key Performance Indicators are agreed for the following year's activities.

Performance Indicators will be set for Finance, FE Curriculum and Quality Committee and HE Governance Committee and will be reviewed annually.

#### **2.16 Mandates**

Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons and shall act in the best interests of the Corporation. Following decisions - whether voted on or not -the "Cabinet" process will apply to all Corporation Members (see 3.17).

#### **2.17 Professional Advice**

Members should contribute to Corporation meetings on the basis of their broad professional experience but should not offer a professional opinion, which might determine a particular course of action unless voluntarily at his/her discretion he/she considers it reasonable or appropriate to do so. However, any specialist member should alert other members if any acts or omissions may have adverse or unintended consequences and offer guidance as to the need to take professional advice and offer further guidance on any professional advice received. Any formal professional advice required by the Corporation, on any matter, shall be sought from the College's appointed professional advisers, normally via the Clerk to the Corporation.

#### **2.18 College Events**

A calendar of events shall be periodically circulated which Governors are encouraged to support. It is desirable that at least one Governor attends every major public College event and each Governor attends at least one function/ event per annum. A record will be maintained of Governors' attendances at College events by the Clerk to the Corporation.

#### **2.19 Gifts and Hospitality**

Members of the Corporation shall not accept any gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

Exceptionally, any externally funded hospitality or gifts received by Governors and staff above £50 in value shall be recorded in the Gift Book, held by the Clerk to the Corporation, and reported to the Audit Committee. In addition, all donations to the College by Governors/ their employers/associated organisations shall be recorded in the Gift Book. The Gift Book shall be presented to the Audit Committee annually.

## **2.20 Health and Safety Reporting**

A detailed report of Health and Safety incidents shall be presented to the Audit Committee annually unless there are any major issues relating to Health & Safety that need to be brought to the attention of the Corporation at the earliest opportunity.

## **2.21 Membership information available to the public**

A list of the names of members of the Corporation and its Committees shall be made available via the College Website. Addresses, telephone numbers and email addresses of members of the Corporation and its Committees shall not be made available to third parties. Any person wishing to write to members may do so via the Clerk to the Corporation.

# **3. CORPORATION MEETINGS**

## **a) General**

- 3.1 All meetings shall be convened by the Clerk to the Corporation who shall give at least 7 calendar days written notice to members of the appropriate meeting, including agenda and any papers to be considered.
- 3.2 The Corporation shall establish an annual calendar of all normal meetings and its major Committees at the start of each College year and shall suitably make public the calendar of meetings.
- 3.3 The Clerk to the Corporation shall maintain a register of attendances which shall be reviewed by the Search Committee annually. An attendance performance indicator for members has been set and is reviewed annually.
- 3.4 The Corporation shall meet seven times per annum, which includes two development days. Finance Committee shall be held seven times per annum two weeks before the Corporation meetings. Meetings of other Committees will be less frequent and will normally be at least termly.
- 3.5 To enable the Clerk to the Corporation to determine whether a meeting is likely to be quorate, any members knowingly unable to be present at the designated meeting should present their apologies to the Clerk to the Corporation as early as possible.
- 3.6 The Corporation has determined that members of the public shall not have access to regular meetings of the Corporation or its Committees, other than any Annual Public Meeting.
- 3.7 Responsibility for determining who may attend meetings of the Corporation, other than members, and for the purposes of the Corporation shall be determined by the Chair of the Corporation.
- 3.8 The Corporation may require "Senior Postholders" or other managers to attend Corporation or Committee meetings as appropriate to give advice or make presentations.
- 3.9 A special meeting of the Corporation may be called at any time by the Chair of the Corporation or at the request, in writing, of any 5 members. Whilst normally at least 7 days notice will be given of any such special meeting, lesser notice may be necessary where the Chair or a Vice Chair determines there are matters demanding urgent attention.
- 3.10 Any member in attendance at which an item with which he/she has a financial or other interest is considered, shall declare that interest at the beginning of the meeting and shall not vote on the subject. The declaration will be recorded in the minutes. The member shall not be counted for the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

The Corporation may require a Governor to retire from that part of the meeting where he/she has declared an interest. Where the Chair to the Corporation has a conflict of interest, he/she shall be required to vacate the chair to a Vice Chair or any other permissible Governor.

In the event that, due to the declaration of interests of a member or members, a meeting is rendered inquorate, that meeting must be terminated forthwith.

- 3.11 The Clerk to the Corporation shall not be present at any part of a meeting or meeting to consider the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation and, in these circumstances, the Corporation shall nominate another member to formally record the minutes of that part of the meeting or meeting. These minutes will normally be treated as Confidential and shall not be made available to the Clerk to the Corporation or to the public.
- 3.12 Where the conditions in 3.11 apply, the Chair of the Corporation (and not the Clerk to the Corporation) shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda items concerned together with any relevant papers.
- 3.13 In certain other circumstances where staff or student members are excluded from meetings, the minutes of those parts of the meetings shall be treated as Confidential and shall not be made available to the staff or student members or to the public.
- 3.14 Members shall appoint a Chair of the Corporation and Vice Chair(s) at the July Corporation meeting of each year and persons appointed shall hold office for one calendar year. The Principal, any staff member or any student member may not act as Chair or Vice Chair of the Corporation. The retiring Chair and Vice Chair(s) of the Corporation shall be eligible for re-appointment, subject to the terms of the Re-election Process.

A copy of the Election Process for Chair and Vice Chair(s) of the Corporation is appended.

- 3.15 The quorum for meetings of the Corporation shall be 40% of the membership numbers, excluding vacancies, as determined by the Corporation.

A meeting which is not quorate shall not be held. A meeting which becomes inquorate following a member leaving the meeting may continue with discussions but no resolutions can be passed.

- 3.16 At every meeting of the Corporation the minutes of the previous meeting shall be taken as an agenda item, normally following apologies, and declaration of interest except where members present determine otherwise.
- 3.17 Once any matter is determined by the Corporation, individual Governors are expected to be bound by the collective decision of the Corporation.
- 3.18 A "meeting" includes a meeting at which the members attending are present in more than one room provided that, by the use of telephone / video-conferencing or similar facilities, it is possible for every person present at the meeting to hear each other.
- 3.19 If both the Chair and Vice Chair(s) of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chair for that meeting provided that person is not the Principal or a staff or student member.
- 3.20 The agenda for any meeting must set out the business to be transacted with sufficient particularity. If an item of business does not appear on the agenda, it will be preferable not to introduce it subsequently at the meeting of the Corporation as a tabled paper or under any other business, unless there is agreement from members. In that event, proper notice will not have been given to Corporation members and they will be entitled to object.

#### **b) Proceedings and Rules of Debate**

- 3.21 Every question to be decided at a meeting of the Corporation shall be determined by a simple majority of the votes of the members present and voting on the question by a show of hands unless

otherwise determined. It is often the case, however, that the members present are clearly unanimous and thus it will not be necessary to conduct a vote. If a majority of members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot. It is envisaged that such an arrangement will only be needed in exceptional circumstances.

- 3.22 Where there is an equal division of votes, the Chair of the Corporation shall have a second or casting vote.
- 3.23 A member may not vote by proxy or by post.
- 3.24 No resolution (decision) by 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.
- 3.25 The withdrawal of members from meetings of the Corporation for particular items is dealt with in the Instrument of Government.
- 3.26 The agenda for a meeting will be clear and well ordered with issues requiring a decision identified as well as items for information. The reports received by the Corporation will normally include a clear recommendation. Good practice and past experience shows that the Corporation prefers a clear basis to work from and the Corporation will often adopt the recommendation of the Principal and Chief Executive and/or the Clerk to the Corporation or a Committee Chair. There will be occasions, however, when an alternative approach to the recommendation outlined in a particular report before the Corporation is put forward by a member.

The following paragraphs deal with motions, amendments and points of order.

- 3.27 A motion may be proposed by a member which, if seconded by another member, will be the subject of discussion by those entitled to do so.
- 3.28 There is an expectation that a motion which cannot be recorded immediately by the Clerk to the Corporation shall be put in writing by the member proposing the motion before it is discussed. This will ensure that there will be no subsequent debate as to the terms of the motion.
- 3.29 While a motion is being discussed an amendment may be proposed by a member. The amendment must be seconded by another member before it can be discussed or voted on.
- 3.30 Once seconded, discussion may then take place on the terms of the amendment. During this time, the original motion is put to one side. If the amendment is carried (i.e. a majority of those members present and entitled to vote are in favour of the amendment) the original motion is changed and the new form of words becomes the substantive motion.
- 3.31 The wording of an amendment can change the meaning of a motion but it cannot contradict it.
- 3.32 A member opposed to the terms of a motion will need to speak and vote against it. It is not possible to put forward an amendment.
- 3.33 A member only partly opposed to a motion does have the facility to propose an amendment.
- 3.34 Amendments propose changes to motions by doing one of four things:
- omitting words
  - substituting words
  - inserting words
  - any combination of the above
- 3.35 At any time during a discussion a member may raise a point of order where it is believed that the provisions of the Instrument and Articles of Government and/or the Standing Orders and/or another recognised authority are being ignored. The member raising the point of order will be required to explain the way in which the correct procedure is not being followed. A point of order will be dealt with immediately by the Chair of the Corporation. The ruling of the Chair of the Corporation, after the

advice of the Clerk to the Corporation has been obtained, will be final and shall not be challenged further at the meeting.

3.36 It is the responsibility of the Chair of the Corporation, working in collaboration with the Clerk to the Corporation, to seek the right balance between ensuring that all members have the opportunity to contribute to discussions while avoiding repetition and making sure that the subject before the Corporation is not forgotten. If members believe that it would be helpful for the efficient conduct of business, one or other of the following motions may be put forward:

- that the question now be put; or
- that the Corporation proceed with the next business

3.37 Both motions outlined in paragraph 3.36 require a seconder. If such a motion is carried, it will be acted on without further discussion. The Chair of the Corporation does have the right; however, to give his/her views before the vote is taken so that an indication may be given as to whether or not the issue has been sufficiently discussed to proceed.

3.38 All discussions at meetings of the Corporation will be conducted through the Chair of the Corporation.

3.39 Members are required to respect the right of others to express their personal views although nothing should be said or done which could bring the Corporation into disrepute.

3.40 Normally members shall not be requested to pass a formal resolution or make any policy decisions without prior consideration of the subject matter by means of an appropriate report and recommendations to the meeting and identification of the subject as an agenda item.

3.41 If, in the opinion of the Chair of the Corporation, any member persistently disregards the ruling of the Chair, or behaves improperly or offensively so as to obstruct the business of the meeting, the Chair may move that the member be not heard further and the motion, if seconded, shall be determined forthwith. In extreme cases, the Chair may require a member to leave the meeting.

3.42 Suspension of Standing Orders may be proposed, normally at the start of a meeting, to allow an emergency debate on any item. Suspension of Standing Orders may only occur with the agreement of the Chair of the Corporation and a majority of the members present at a quorate meeting.

3.43 The Corporation may, at any time, directly determine any issue which would normally be subject to review by and a recommendation from a Committee of the Corporation, other than the Audit, Search and Special Committees where there are statutory requirements.

#### **4. COMMITTEES OF THE CORPORATION**

4.1 Any Committee established by the Corporation (other than a Special Committee) may include persons who are not members of the Corporation. All Corporation members should participate in Corporation Committees to ensure shared responsibility for College governance and the necessary checks and balances.

##### **a) Mandatory Committees**

4.2 In accordance with Articles 5 and 6 of the Articles of Government, the Corporation shall establish the following Committees:

- Search Committee - the Corporation has established a Search Committee - Members of the Search Committee will be broadly representative of the Corporation membership and community interests.
- Audit Committee - the Corporation has established an Audit Committee.
- A Special Appeals Committee - in the event of a dismissal involving a Senior Postholder.

- 4.3 The Audit Committee shall consist of at least three persons and may include employees of the Corporation other than those in senior posts. It must also include at least one person, whether a Governor or not, with relevant financial/audit expertise. Members of the Audit Committee shall not be members of the Finance Committee.
- 4.4 In accordance with Article 10, the Corporation shall establish a Committee to consider any case for the dismissal of a Senior Postholder and make rules specifying the way in which this Committee shall be established and conducted, in accordance with Article 7.

**b) Other Committees**

- 4.5 The Corporation is empowered under Article 4(1) to establish a committee of the Corporation, for any purpose or function (other than those assigned elsewhere in the Articles to the Principal), and may delegate powers to such a committee, the Chair of the Corporation, or in his absence the Vice Chair or the Principal.

Currently the following additional Committees have been established:

- Remuneration Committee
- External Profile and Investment Committee
- Finance Committee
- FE Governance Committee
- HE Governance Committee
- Work Based Learning Committee

The above are considered by the Corporation to be permanent Committees, others, for example, Strategic Project Group and Capital/ Revenue Project Working Group, may be set up from time to time to meet specific requirements of the Corporation.

- 4.6 The Corporation is also responsible for approving the Terms of Reference of other College committees including:
- Corporate Leadership Board
- 4.7 Consultative Committees (Advisory Boards) representing academic/ vocational areas of the College have been established and links between the Corporation and the Consultative Committees identified. Governors should be involved in all Consultative Committees. All Faculties are required to have formal Consultative Committees although other consultative/liaison arrangements may also be in place. All consultative/liaison arrangements are reviewed annually.

**c) General Standing Orders for Committees**

**(i) Election of Chair and Vice Chair of a Committee**

- 4.8 A Chair shall be appointed to each Committee by Corporation on the recommendation of Search Committee. The appointment(s)/re-appointment will normally be for one academic year from the first meeting in each academic year. The Chair of a Committee may nominate one of its members to be the Vice Chair of that Committee.

On the expiry of the term of office, the Chair/Vice Chair shall be eligible for re-appointment, subject to the terms of the Governor Appointment/Re-election Process.

External members of Committees shall not be eligible for appointment as Chair of any Committee.

- 4.9 If both the Chair and Vice Chair of a Committee are absent from a meeting of that Committee, the members of the Committee (as long as the meetings remain quorate), who are present shall choose one of their number to act as Chair for that meeting.
- 4.10 The Chair and Vice Chair of a Committee may resign their respective position at any time by giving notice in writing to the Clerk to the Corporation.

**(ii) Membership**

- 4.11 Membership of all Committees shall be as determined by the Corporation. Membership shall be reviewed annually.

Student and staff members shall not be eligible for appointment to the Remuneration Committee.

- 4.12 Each Corporation member should also ideally be a member of at least one Corporation Committee.
- 4.13 Any member of the Corporation who is not a member of a Committee shall be entitled to attend that Committee only at the express invitation of the Chair of that Committee.
- 4.14 Any member attending a Committee meeting by invitation (4.13 above) shall be permitted to speak on any issue only with the permission of the Chair of that Committee and shall not be entitled to vote.
- 4.15 Senior Officers of the College shall attend meetings Committees only in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the Committee or as defined in the appropriate Committee Terms of Reference.
- 4.16 If at any time the members of a Committee are satisfied that any member of that Committee:
- (a) has been absent from meetings of the Committee for a period longer than 6 consecutive months without the permission of the Committee Chair; or
  - (b) is unable or unfit to discharge the functions of a member of the Committee, the Committee may refer this matter to Search Committee, who by notice to such member, remove may him/her from the Committee provided that this is reported to Corporation.

**(iii) Convening Meetings and Quorum**

- 4.17 All Committee meetings shall normally be summoned and serviced by the Clerk to the Corporation who shall notify Committee members of the meeting at least 7 calendar days in advance thereof together with a copy of the proposed agenda and relevant papers. The time, date and place of the proposed meeting will be notified.
- 4.18 It shall be permissible for the Chair of a Committee to convene an emergency meeting of that Committee by giving less than seven calendar days prior notice, if in the reasonable opinion of the Chair there are matters which demand urgent consideration.
- 4.19 A quorum for each Committee meeting shall be established and shall be recorded in the appropriate Terms of Reference for that Committee. It should usually be 40% of Committee Membership.
- 4.20 A meeting which is not quorate shall not be held. A meeting which becomes inquorate due to the declaration of interests by a member of the Committee in a specific agenda item shall immediately be terminated. A meeting which becomes inquorate following a member leaving the meeting may continue with discussions but no resolutions can be passed.

**(iv) Publication of Agendas and Minutes**

- 4.21 The Chair of the Committee, in conjunction with the Clerk to the Corporation, is responsible for formulating the agenda for meetings, preferably at least 14 days before the date of the relevant meeting. Timed agendas may be adopted.
- 4.22 Subject to 4.24 below, agenda, papers and minutes of all other Committees shall be made available to the public, via the Clerk to the Corporation, in accordance with the Instrument and Articles of Government.
- 4.23 There may be excluded from any item required to be made available, pursuant to clause 4.25, any material relating to:

- (a) a named person employed at or proposed to be employed at the College;
- (b) a named student at, or candidate for admission to, the College; and
- (c) any matter which, by reason of its nature, the Committee is satisfied should be dealt with on a confidential basis.

4.24 At every one of its meetings, a Committee shall consider whether any of the items discussed should remain confidential in the minutes and not be made generally available or should be subject to a more restricted circulation.

4.25 At every Committee meeting, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the Committee (or, in his absence, the Vice Chair) as a true record.

4.26 Minutes of all Committee meetings, draft or approved shall be presented to the Corporation at the next appropriate Corporation meeting. The Corporation may take any necessary action on receipt of the draft or approved minutes.

**(v) Decisions and Voting**

4.27 Resolutions at meetings of a Committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.

4.28 All members of a Committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

4.29 In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

4.30 Members of a Committee may not vote by proxy or by post.

**(vi) Declarations of Public Interest**

4.31 Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a Committee member who has any financial or other interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the Committee of which he/she is a member shall:

- (a) disclose to the Corporation the nature and extent of his/her interest; and
- (b) if he/she is present at a Committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.

4.32 The Clerk to the Corporation shall maintain a register of all Committee members' interests which are disclosed and such a register shall be made available for inspection by the public.

4.33 Members of Committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement. Members must make an annual disclosure of potential conflicts of interest.

4.34 Members of Committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

**(vii) Terms of Reference**

- 4.35 All Committees and their members shall comply in all respects with and observe their Terms of Reference. If a Committee is doubtful over the precise scope of its authority or its remit, it should raise the issue with the Chair of the Corporation or Clerk to the Corporation in the first instance.
- 4.36 Terms of Reference and roles of all Committees shall be reviewed at least triennially and any changes thereto shall be approved by the Corporation.
- 4.37 Terms of Reference of all Committees shall be published on the College Website.

**(viii) Miscellaneous issues**

- 4.38 The Articles of Government and Financial Memorandum identify those areas of responsibility which the Corporation may not delegate to Committees.
- 4.39 The Audit Committee shall produce an annual report of its work for subsequent consideration by the Corporation and self-assess its performance.
- 4.40 The Audit Committee is to be informed of all additional services being undertaken by the Internal Audit Service, Financial Statement Auditors or Funding Advisers. Where the cumulative value of this work by the IAS or Financial Statement Auditors exceeds £20,000 in any 12-month period, the Corporation must approve this in advance (Audit Code of Practice).
- 4.41 The Finance Committee shall be formally advised of any occasion when additional professional audit advice in excess of £5,000 is commissioned.
- 4.42 On any occasion that the Finance Committee agrees to the Waiver of Financial Regulations, such waiver will subsequently be reported to the next available Audit Committee meeting and Corporation meeting.
- 4.43 The Remuneration Committee shall review the Principal's contract annually.
- 4.44 The Remuneration Committee is responsible for the annual review, assessment and arrangements of the salaries and other terms and conditions of employment of Senior Postholders.
- 4.45 Company boards will scrutinise the financial and operational performance of the subsidiary companies currently Offender Learning Services Limited, Forward Futures Limited, Inspirational Events & Investments Ltd, Somax Limited, and Brighter Futures Recruitment Limited.
- 4.46 The Corporation sponsors a multi academy trust, Inspirational Futures Trust, and regular progress updates will be provided to members.
- 4.47 The Corporation has appointed a Deputy Clerk who may at time to time cover meetings in the absence of the Clerk to the Corporation.

**GENERAL PROCEDURE FOR CORPORATION AND COMMITTEE MEETINGS**

**5. AGENDAS, MINUTES AND PAPERS**

**a) Agendas**

- 5.1 The Chair of the Corporation, together with the Principal and Clerk to the Corporation, is responsible for formulating the agenda for meetings of the Corporation which shall be agreed preferably at least 14 days before the scheduled meeting of the Corporation.

- 5.2 Senior College staff and Governors are expected to submit papers for circulation with the agenda to the Clerk as early as possible and not later than 10 days before the date of the meeting to allow time for copying, printing and despatch to members, except in exceptional circumstances.
- 5.3 The Corporation shall adopt an annual Business Cycle which shall inform the agenda setting process.
- 5.4 The Corporation shall annually review such items as the application of the Gift Book, College Insurances, Student Union Constitution and Finance and any other item required by the Business Cycle, Financial Regulations, Financial Memorandum or Instrument and Articles of Government.
- 5.5 The Clerk to the Corporation shall inform fellow Senior Postholders of regular items from the Business Cycle and elsewhere due to be reported that month and shall request production of the relevant reports in a timely fashion.
- 5.6 Individual Governors may request that an item be included on the agenda and shall first contact the Chair of the Corporation to confirm that the item may be included. Governors should, therefore, consult with the Chair at least two weeks before the date of the meeting if they are considering submitting an item for the agenda.
- 5.7 All items on the formal agenda should indicate which items need to be discussed only and which require decisions to be made. All relevant papers must accompany the agenda. Only in exceptional circumstances should papers follow at a later date or be tabled, this is particularly so if a decision of the Corporation is required. Miscellaneous papers for information only and not on the agenda may, however, be tabled.
- 5.8 An Executive Summary or précis - where appropriate containing a Risk Management profile - will be submitted for all agenda items where a formal decision is required.
- 5.9 It is the responsibility of the Clerk to the Corporation to ensure that all agendas and papers are clearly identified by reference numbers and letters to enable all documents to be filed and easily retrieved if required.
- 5.10 The Committee Chair, together with the Clerk to the Corporation and the Principal, are responsible for compiling the agenda for Committee meetings.
- 5.11 Agendas for meetings of the Corporation and its Committees may include an Any Other Business heading. Such items should normally be notified to the Chair in advance of the meeting. It will normally be the penultimate agenda item. However, no item may be raised under Any Other Business requiring a formal decision of the meeting unless that intention has been clearly signified in the agenda.

**b) Minutes**

- 5.12 All meetings of the Corporation and its Committees shall be minuted by the Clerk to the Corporation or Minuting Secretary. Draft minutes endorsed "Subject to approval" are prepared immediately following the meeting and submitted to the Chair of the Corporation or relevant Committee, and the Principal to ensure accuracy of interpretation.

Normally, one week is allowed for completing the final draft copy of the Corporation/Committee meeting minutes and securing the Chair/Principal/ Committee Chair's approval. The Chair of Corporation or Chair of relevant Committee has ownership of the draft minutes and their approval prior to circulation. Draft minutes will be circulated to all members immediately after the aforementioned approvals and usually within 14 days of the appropriate meeting.

- 5.13 The minutes shall provide a brief summary of the key elements of any debate including any dissent and shall record any decision or resolution on each item discussed by the Corporation/Committee. Normally a narrative style of minuting will not be adopted. Actions required from the minute, and by whom, will be noted and followed up by the Clerk to the Corporation.

- 5.14 Under no circumstances may members of the Corporation take a decision which is not formally minuted at a quorate meeting.
- 5.15 The Clerk to the Corporation shall maintain a record of actions required following decisions of the Corporation and major Committees and shall regularly report to the Corporation progress on items outstanding.
- 5.16 The draft or approved minutes of all Committee meetings shall be presented to the Corporation at the next available meeting.
- 5.17 Holders of public office are accountable for their decisions and actions to the public and must subject themselves to whatever scrutiny is appropriate to their office. They should also be as open as possible about all the decisions and actions they take. The minutes of Corporation meetings being in the public domain should not only record decisions but also the reasons for those decisions. Items should be subject to rigorous challenge and debate and this, together with any major dissent, should be recorded. However, not all opinions expressed by individuals on particular issues, will be recorded. Equally, issues deemed to be confidential to Governors will not be a matter of formal record in the minutes.
- 5.18 When the Corporation (or one of its Committees) decides that an item should be regarded as confidential, that item will be minuted on a separate sheet, although there will be a cross reference to the existence of a separate minute in the main minutes. Circulation of the confidential minute and papers relating to it will be restricted to the Governors entitled to attend that part of the meeting or special meeting concerned and copies will be kept by the Clerk, except where the minute relates to the Clerk, when the minute will be recorded and kept by the Chair or the person appointed under Standing Order 3.11 to act as Clerk.
- 5.19 The Instrument requires that no resolution of the Governors be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A resolution, which in this context means any formal decision by the Corporation, cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from the previous minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.
- 5.20 The draft minutes of meetings of the Corporation shall be circulated to all members of the Corporation and Corporate Management Team once agreed by the Chair.
- 5.21 Minutes of the Remuneration Committee are deemed to be confidential and are retained by the Clerk to the Corporation (or Chair where they relate specifically to the Clerk). However, any Governor, other than a staff or student Governor, may consult these minutes on application to the Clerk or Chair as appropriate.

Minutes of any Committee convened to consider the dismissal of a Senior Postholder are also deemed to be confidential and are retained by the Clerk to the Corporation (or Chair where they relate specifically to the Clerk).

- 5.22 Confidential minutes shall not be made available for public or staff scrutiny other than to those staff who are members of the Corporation subject to 5.18 above. However, confidential minutes relating to parts of meetings from which staff members of the Corporation have been excluded may not be made available for their scrutiny.
- 5.24 Any paper laid before the Corporation relating to personnel matters including named individuals will normally be dealt with on a confidential basis and will not be made publicly available. Papers and minutes are generally circulated to all members of the Corporation and members of the Corporate Management Team with the exception that staff and student members of the Corporation may not receive all papers relating to some personnel matters and/or confidential items.
- 5.25 Corporation and Committee papers and minutes classed as confidential (i.e. not available for public disclosure) will remain confidential for a minimum of two years, unless the Corporation decide that information on a particular issue should cease to be classed as confidential in less than the two year limit.

The Corporation shall review regularly material deemed to be confidential and make such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

## **6. APPOINTMENT, DUTIES SUSPENSION AND DISMISSAL OF THE CLERK TO THE CORPORATION**

### **a) Appointment**

- 6.1 The Instrument of Government (7(1)) requires that “the Corporation shall appoint a person to serve as Clerk to the Corporation”. The Corporation is responsible for agreeing the Job Description for the Clerk, Conditions of Service and remuneration for the post.
- 6.2 The Corporation shall determine the selection procedure for the post and shall determine an appropriate selection panel.
- 6.3 Where the Clerk to the Corporation holds another appointment within the College, it will be necessary to ensure independence of the Clerk from those other duties within the College.
- 6.4 The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including meetings of any Committee of the Corporation) but shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as Clerk are to be considered, in which case the members of the Corporation or Committee shall appoint from their number a person to act as Clerk to the Corporation for the duration of such meeting or part of a meeting.
- 6.5 The Clerk, if they are a member of staff of the institution, shall also withdraw in any case where they would be required to withdraw under Instrument 14(5) if they were attending as a member of the Corporation, i.e. when that member of staff is being discussed or their appointment or reappointment including any successor; and, if so required by other members present, from that part of any meeting at which staff matters relating to any member of staff holding a post senior to their own are to be considered.

### **b) Suspension and Dismissal**

- 6.6 Only the Corporation may dismiss or discipline the Clerk.
- 6.7 When the Clerk is also a member of staff they shall be treated as such for suspension and dismissal purposes for this part of the role. This will be without prejudice to any action the Corporation may take under the terms of any separate appointment as Clerk were this is classified as a Senior Postholder.
- 6.8 Where there is any question of discipline or potential dismissal and the Clerk is also a Senior Postholder in the College, then the College’s Disciplinary Policy and Procedure for Senior Postholders will be applied.

### **c) Duties**

- 6.9 As an Independent Officer of the Corporation the Clerk has a central role to perform when promoting the effective governance of the Corporation. It is essential that there is a relationship of trust between Governors and the Clerk. However, it is important that the Clerk is independent of Governors’ influence.
- 6.10 The Clerk shall seek to ensure that all Corporation proceedings are conducted in accordance with the provisions of the Statutory Instrument and Articles of Government and any rules and regulations made thereunder, with the Further and Higher Education Acts 1992, the Learning & Skills Act 2000, Education Act 2011 and any amendments thereto, the Financial Memorandum and with the general law.

- 6.11 The Clerk is accountable to the Chair of the Corporation and to the Corporation at large in all matters relating to his/her duties as Clerk to the Corporation. Where the Clerk has an additional role as a staff member of the Corporate Management Team he/she will be accountable to the Principal for all duties other than Clerkship.
- 6.12 The main responsibilities for the Clerk are set out in Article 3:-
- (a) advising the Corporation with regard to the operation of its powers,
  - (b) advising the Corporation with regard to procedural matters,
  - (c) advising the Corporation with regard to the conduct of its business and
  - (d) advising the Corporation with regard to matters of governance practice.
- 6.13 No resolution of the Corporation should be made without the Clerk (or Acting Clerk) being in attendance at the meeting.
- 6.14 Where the Clerk to the Corporation has serious concerns and in the interests of the Corporation he/she considers it necessary to take external legal advice then, provided the Chair and Principal are made aware of the position, he/she is permitted to do so without further authorisation, up to a maximum expense of £5,000 (Five thousand pounds).
- 6.15 The Clerk to the Corporation shall be authorised to take independent legal advice when required under normal budgetary arrangements.
- 6.16 The Clerk to the Corporation shall act independently of any other role he/she may have within the Corporate/Senior Management Team or Corporation except when advising Governors as a member of the Corporate Management Team or Corporation in that capacity.
- 6.17 The Clerk shall be subject to an annual appraisal by the Chair (or a Vice Chair or group of Governors) of the Corporation as well as an annual appraisal by the relevant manager where the Clerk has an additional role within the organisation.

## **7. DELEGATION TO COMMITTEES, CHAIR, VICE CHAIR AND PRINCIPAL**

- 7.1 The Corporation shall not delegate the following functions:-
- (a) the determination of the educational character and mission of the institution,
  - (b) the approval of the annual estimates of income and expenditure,
  - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets,
  - (d) the appointment of the Principal or holder of a senior post,
  - (e) the appointment of the Clerk to the Corporation; (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
  - (f) the modification or revocation of these Articles.

The Corporation may not delegate:

- (a) the consideration of the case for dismissal; and
- (b) the power to determine an appeal in connection with the dismissal

of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

- 7.2 The Corporation may delegate all other matters and actions e.g. oversight of its activities; the effective and efficient use of resources; appointment, dismissal and determination of the pay and conditions of service of senior posts; setting a framework for the pay and conditions of service of all

other staff, to a Committee of the Corporation established for any purpose or function, to the Chair, or to the Principal, as appropriate.

- 7.3 Where the Corporation has delegated powers to Committees, these are clearly identified in the Terms of Reference for the respective Committees.
- 7.4 The Principal may delegate to a Senior Postholder any of his functions other than
- (a) the management of budget and resources; and
  - (b) any functions that have been delegated to the Principal by the Corporation.
- 7.5 All occasions where the Corporation formally minutes that the Chair or Principal shall exercise specific delegated authority, either generally or specifically, will be separately recorded on a schedule and that schedule recording such actions shall be annually presented to the Corporation for information.
- 7.6 All delegated actions taken shall subsequently be reported to the next Corporation or Committee meeting as appropriate.
- 7.7 The Corporation has minuted that the Principal shall exercise specific delegated authority in the following instances:
- a) Principal to exercise delegated authority on behalf of the Corporation in the matter of the scrutiny, approval and impact of partnership contracts with collaborators (franchisees) subject to appropriate retrospective periodic submission of the relevant information to the respective Finance and Audit Committees for their endorsement.
  - b) The Principal to exercise delegated authority in determining the terms and conditions of any Student Union sabbatical appointment, if applicable.
  - c) The Principal to exercise delegated authority in recommending changes to the Fees Policy, it is then approved by the Finance Committee through delegated authority.
- 7.8
- a) The Chair, and/or if he/she is unable to do so a Vice Chair, may take urgent action on behalf of the Corporation between meetings where the necessity arises. Any such actions will be reported to the Clerk to the Corporation to record and he/she will in turn ensure that the action is reported as an agenda item at the next Corporation meeting.
  - b) The circumstances under which the Chair or a Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.
  - c) Alternatively, the Chair/Vice Chair may take action on matters which she or he judges are too urgent to await the next meeting of Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary on less than the normal 7 days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College or where the principle of the matter is subject to the Corporation ratifying the decision when it next meets.
  - d) The Corporation accepts corporate responsibility for those actions taken by the Chair/Vice Chair outside of a meeting, and within, and subject to, the terms of these Standing Orders.
- 7.9 Requests for any action under 7.8 above shall only be made, in writing, through the office of Clerk to the Corporation.
- 7.10 In the event of a serious allegation against a Senior Postholder, the Chair (or Vice Chair) may suspend the Senior Postholder in accordance with the approved Disciplinary Policy and Procedure.

- 7.11 The Remuneration Committee shall act in accordance with the delegated authority of the Corporation to determine the remuneration and all other Terms and Conditions of employment of the Senior Postholder(s).
- 7.12 Notwithstanding 7.7, 7.8, 7.9 7.10 and 7.11 above, the Corporation has not generally delegated specific functions to the Chair/Vice Chair(s) of the Corporation or to the Principal.

## **8. KEY POLICIES AND PROCEDURES**

- 8.1 All key policy statements shall be circulated to Governors.
- 8.2 Copies of all approved Policy Statements shall be held by the Clerk to the Corporation and, where possible, on the Intranet.
- 8.3 The Corporation has determined it has a duty to approve, review and monitor key Policies and Procedures to an agreed timescale.

## **9. CORPORATION SEAL**

- 9.1 The application of the Seal of the Corporation shall be authenticated by the signature of either the Chair or another member authorised so to do, either generally or specially for that purpose, together with the signature of any other member of the Corporation.
- 9.2 The Clerk shall maintain a numbered record of all applications of the Seal and shall annually submit a summary of such applications to the Finance Committee for information.
- 9.3 The Clerk shall be responsible for the security of the Seal.

## **10. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- 10.1 Unless otherwise agreed by the Corporation from time to time any statements on behalf of the Corporation may only be made by the Chair or the Principal and Chief Executive.
- 10.2 Notwithstanding the above, it is the responsibility of the Clerk to the Corporation to conduct all day to day correspondence on behalf of, and involving, the Corporation.

## **11. COMPLAINTS**

- 11.1 The College has a Customer Complaints Procedure with formal complaints required to be made in writing. Should any complaint in writing be received relating to any Governance issue then the Clerk to the Corporation shall initially refer this for consideration and action by the Chair of the Corporation.

Each Funding Agencies have formal procedures for considering complaints against the Corporation, or against individual members. However, the Funding Agencies will not normally deal with complaints unless they have been first registered under the College Complaints Procedure and the complainant is dissatisfied with the College investigation of the complainant is dissatisfied with the College investigation of the complaint or the redress offered.

- 11.2 The College has in place a Public Interest Disclosure Policy & Procedure (Whistleblowing) which sets out procedures for disclosure.
- 11.3 The Clerk to the Corporation shall present an annual report to the Corporation in respect of complaints received.

## **12. AMENDMENTS TO STANDING ORDERS**

- 12.1 These Standing Orders will be reviewed by the Corporation annually.

- 12.2 The Clerk shall keep under continuous review the Standing Orders and shall periodically suggest improvements in the light of changed circumstances, and new and revised legislation. Individual members may also suggest improvements to be incorporated in the document.
- 12.3 Only the Corporation may formally approve the Standing Orders and any amendments thereto.
- 12.4 Each Member of the Corporation will be issued with a copy of the Standing Orders.

**The revised Standing Orders were approved by the Corporation  
on 28<sup>th</sup> September 2017**