



# **WEST THAMES COLLEGE**

## **Standing Orders for the Corporation and Committees of the Board**

<b>Lead</b>	<b>Approved By:</b>	<b>Date Approved:</b>	<b>Next Review Date:</b>	<b>Where Published:</b>
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# 1 INTRODUCTION

## 1.1. Scope

The legal framework within which the Corporation is required to operate is set out in the Instrument and Articles of Government (copies of which are provided to all members on their appointment and in electronic copy via the governor hub) and the Funding Agreement with its funding & regulating body, the Education and Skills Funding Agency.

The Corporation is the College's legal entity. These Standing Orders set out the Corporation's policy and practice on those issues which it has power to determine. Should there be any doubt in interpretation of the Standing Orders, the Instrument and Articles of Government will take precedence.

## 1.2. Interpretation

In these Standing Orders, unless stated otherwise, the following have the meanings assigned to them as indicated below:

<b>Term</b>	<b>Meaning</b>
"Board"	means the Corporation Board or the Governing Body of the College.
"College"	means West Thames College.
"Committee"	means any of the committees of the Corporation Board of the College.
"Chair"	means the Chair of the Corporation or any of its committees, or the person presiding as Chair at any particular meeting.
"Vice Chair"	means the Vice-Chair of the Corporation or any of its committees.
"Clerk"	means the Head of Governance of the College who fulfils the role of Clerk to the Corporation and its committees.
"Governor"	means a member of the Corporation Board.
"Meeting"	means a meeting of the Board or one of its committees.
"Member"	means a member of the Corporation Board of the College, or any one of its committees.
"Committee Member"	includes any co-opted members.
"Ordinary Meetings"	means meetings of the Corporation Board of the College, or of its committees called as part of the regular cycle of meetings.
"Special Meetings"	means those meetings of the Corporation Board, or any of its committees, called in addition to ordinary meetings.
"Lack of Quorum"	if at any time after the time appointed for the start of a meeting less than the required number of Members (based on either Board determination or Committee Terms of Reference) is present then the meeting will be terminated as a formal meeting for reasons of lack of quorum.
"Casting Vote"	if the votes for and against are equal the Chair shall have a (second) casting vote and shall immediately declare whether that casting vote is for or against the motion; this does not apply where the person Chairing the meeting is not the Chair or Vice-Chair.

## **2 COMPOSITION OF THE CORPORATION**

- 2.1. The composition of the Corporation is determined by the framework laid down in the Instrument of Government. The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government and the recommendations of the Governance, Search and Strategy Committee.

## **3 APPOINTMENT OF BOARD MEMBERS**

- 3.1. In accordance with the Articles of Government, the Corporation has established a Search & Governance Committee known as the Governance, Search and Strategy Committee which operates agreed procedures for the process of selecting and making recommendations to the Corporation for the appointment of Board members. The rules and procedures of the Governance, Search and Strategy Committee, including the Corporation Appointment Policy, are included in Annex 1.
- 3.2. The Corporation shall not appoint any member of the Corporation (other than staff, student members and the CEO/Principal) unless it has first considered the advice of the Governance, Search and Strategy Committee.
- 3.3. All appointments to the Corporation will be scrutinised to determine eligibility and any member subsequently becoming disqualified from holding office shall notify the Clerk in accordance with the Instrument.

## **4 APPOINTMENT OF EXTERNAL CO-OPTIONS TO THE BOARD**

- 4.1. The Corporation may invite external co-options to serve on any Corporation committee. Such external co-options will be appointed for the expertise which they can offer to a particular committee. They will be regarded as full members of the committee and will be entitled to vote on any issues debated by the committee.
- 4.2. They will not be entitled to act as full members of the Board and will only attend full Board meetings by invitation, where they will be in attendance only and will have no voting rights.
- 4.3. External co-options will not normally be appointed as chairs of committees.

## **5 ASSOCIATE MEMBERS**

- 5.1. The Corporation may appoint associate members to serve on the Corporation Board or any committee of the Corporation. Associate members will be appointed for the expertise and experience which they can offer. A key role of an associate member will be to advise the Chair of the Corporation and the Chair of the Committee (s) that they are appointed to in their area of expertise.
- 5.2. Associate members may be invited to meetings of the Board but will not have voting rights or count towards the quorum but they will be encouraged to express their views to help inform decision making.
- 5.3. Associate members will be regarded as full members of committees and will be entitled to vote on any issues debated by the committee.
- 5.4. The term of office for an associate member will be 12 months. Associate members can be re-appointed for a further term of office subject to a successful re-appointment review.

## **6 APPOINTMENT OF CHAIR AND VICE CHAIR**

- 6.1. In accordance with the Instrument and Articles of Government, the Corporation will appoint a Chair and a minimum of one Vice-Chair. The role description for the Chair and the Vice Chair are available in 'Governor Role Descriptions' The CEO/Principal, staff and student members are not eligible to be Chair or Vice-Chair.
- 6.2. The Chair and Vice Chair will be elected annually from the membership of the Corporation. The appointments process may take place at the last meeting before the end of the term of office of the Chair or Vice-Chair or at the first meeting following the Chair's or Vice-Chair's resignation or removal from office. They will normally be appointed following a show of hands of members present and voting at the meeting. However, if demanded by any one member, the Chair and/or the Vice Chair shall be elected by secret ballot.
- 6.3. The Clerk will take the Chair for this item. As there will be no Chair to hold a casting vote, if an election is necessary, voting will continue until a majority is achieved.
- 6.4. The Chair and Vice Chair shall hold office from the date of their appointment until the next summer meeting of the Corporation.
- 6.5. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting.
- 6.6. If both the Chair and Vice-Chair of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their numbers to act as Chair for that meeting, provided that the members chosen shall not be the CEO/Principal or any staff or student members.
- 6.7. The Chair or Vice-Chair may resign at any time by giving notice in writing to the Clerk.

## **7 SUCCESSION PLANNING FOR CHAIR AND VICE CHAIR**

- 7.1. When considering succession for the role of the Chair and Vice Chair, priority will be given to the development of existing members and of promotion from within existing membership. An indication shall be sought from existing members if any member is prepared to put themselves forward for consideration as either the future Chair or Vice Chair.
- 7.2. If there are members who are prepared to undertake either of these roles, then arrangements should be made to enable prospective Chairs and Vice Chairs to shadow the existing Chair and Vice Chair over a period of time. In addition, prospective Chairs and Vice Chairs should be given the opportunity to chair a committee of the Corporation so that they gain experience in chairing meetings.
- 7.3. If there are no members willing to put themselves forward for Chair or Vice Chair, and if the Corporation feels there is need to attract a certain calibre of individual from outside its membership, then the option to search and advertise will be given consideration.

## **8 CLERK TO THE CORPORATION**

- 8.1. Under the Instrument, the Corporation is required to appoint a Clerk who may not be the CEO/Principal or a member of the Corporation.
- 8.2. At the College, the Head of Governance fulfils the role of the Clerk to the Corporation.

- 8.3. Arrangements for the Clerk are outlined in Annex 2 to these Standing Orders. That person will serve as Clerk until they resign the appointment or the Corporation determine that the appointment should be terminated.
- 8.4. The Corporation will determine the nature of the appointment and the appointments process upon the occurrence of a vacancy.
- 8.5. In accordance with the Instrument, the Clerk is required to withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered and in other circumstances if they are also a member of staff of the College. Neither will they be entitled to see the minutes. On such occasions the Board will adopt the protocol outlined in Annex 2.
- 8.6. The Clerk is responsible for the administrative support for the Board's work, for advising on proper procedure, and for intervening when the Clerk considers that the Board is acting inappropriately or beyond its powers. In these circumstances, the protocol in Annex 2 will be applied.

## **9 ATTENDANCE**

- 9.1. Members are appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Code of Conduct for the Corporation. If, however, a member is prevented from attending a Corporation meeting, that member should notify the Clerk and give as much notice as possible. The purpose of this is to enable the Clerk to:
  - Give apologies at the meeting and record these in the minutes;
  - Ascertain whether or not the meeting will be quorate.
- 9.2. The Clerk shall keep a record of attendance, which shall be reported annually to the Corporation. Any member who knows, or has reason to believe, that they will not be able to attend any meeting for a period of 6 months shall inform the Clerk who will raise the matter with the Chair and the Board. Any member who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by decision of the Corporation in accordance with the Procedures for Removal of a Board Member, detailed in Annex 1.
- 9.3. Every member who is a member of a committee will cease to be a member of that committee when they cease to be a governor unless they have been appointed for a further term of office as a member, or specifically becomes a co-opted member of a committee.
- 9.4. Staff (including the CEO/Principal) and student members will cease to hold office when they cease to be members of staff or students of the College.
- 9.5. If the CEO/Principal chooses not to be a member of the Corporation, they shall still be entitled to attend and speak at all meetings of the Corporation. The CEO/Principal is also entitled to attend meetings of any committee of which they are not a member.
- 9.6. The CEO/Principal is authorised to invite members of staff to attend meetings of the Board or committees in their employed capacity for both non-confidential and confidential business as appropriate.
- 9.7. Any question of attendance by any other person to participate in a meeting of the Corporation shall be decided by the Chair after taking advice from the CEO/Principal and the Clerk.

- 9.8. The Board or committee shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered.
- 9.9. Members of the Corporation may seek authorised absence from the Corporation in special circumstances such as illness (including illness of close family) or other professional commitments.

## **10 WITHDRAWAL FROM MEETINGS**

- 10.1. In accordance with the Instrument of Government, staff members, including the Clerk and the CEO/Principal, shall withdraw from any part of a meeting which is discussing:
- Their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
  - The appointment of their successor if so required by a resolution of other governors present.
  - The appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to their own
- 10.2. A student member who is under the age of 18 shall not vote on any question concerning any proposal for the expenditure of money by the Corporation or under which the Corporation, or members of the Corporation would enter into any contract, or would incur any debt or liability (whether immediate, contingent or otherwise).
- 10.3. A student member shall withdraw from that part of any meeting of the Corporation at which their conduct, suspension or expulsion is to be considered. Where the Corporation is discussing the appointment, remuneration, conditions or service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff, a student member shall take no part in the consideration or discussion of the matter in question and not vote and if required by a resolution of the other members present, will withdraw from the meeting.

## **11 QUORUM**

- 11.1. The quorum of the Corporation is 40% of the determined membership, excluding vacancies, rounded up to the nearest whole number. For meetings or agenda items that are declared confidential, quoracy will be at least 40% of those members eligible to attend the confidential meeting or agenda item.
- 11.2. The Corporation sets the membership and quorum for committees.
- 11.3. The rules on the quorum apply not only at the start of a meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate the Clerk shall immediately inform the Chair.
- 11.4. An inquorate meeting shall be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

## **12 MEETINGS OF THE BOARD**

- 12.1. The Corporation will meet at least once a term and at such other times as may be necessary. The Board decides the dates of meetings of the Board and its Committees. The Clerk may cancel or vary such dates and times after consultation with relevant members.
- 12.2. All meetings shall be summoned by the Clerk, who shall send to the members written notice of the meeting and a copy of the agenda at least seven clear calendar days in advance of the meeting. However, if it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Governors, the Chair (and not the Clerk) shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- 12.3. A special meeting of the Corporation may be called at any time by the Chair or, at the request in writing to the Clerk, of any five members. Where the Chair or, in their absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as they specify.
- 12.4. Any individual Board member 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 CEO/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.
- 12.5. Any matters which Board members may wish to raise under the 'Any Other Urgent 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.
- 12.6. The Chair or, in their absence, the Vice-Chair may vary the order of business so as to give precedence to any report or issue.
- 12.7. If any person interrupts the proceedings at any meeting of the Board or committee, the person chairing the meeting shall warn them. If they continue the interruption the person chairing the meeting shall require them to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.
- 12.8. It is not allowed to make audio or visual records of all, or any part, of a meeting of the Board or Committee without the prior consent of the Chair.
- 12.9. Minutes of the proceedings of every meeting shall be drawn up, normally not later than two weeks after the meeting has taken place. Such draft will then be forwarded to the Chair of the Board for comment before being placed as an item on the agenda for the next meeting of the Board. At every ordinary meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, approval of the minutes will be recorded in the minutes of the meeting.
- 12.10. Separate minutes shall be taken for confidential items and those parts of meetings from which the Clerk to the Corporation or staff or student members have withdrawn. The Clerk to the Corporation, staff or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.
- 12.11. All approved minutes, excluding confidential items, will be published on the College website.



12.12. The Chair will aim for meetings not to exceed 2.5 hours in length.

### **13 POLICY ON E-GOVERNANCE**

13.1. Papers for all meetings will be made available electronically on the Governors' Hub.

13.2. Members are encouraged to use their IT equipment to access papers during meetings.

13.3. Meetings of the Corporation and Committees can be held by telephone or video conferencing as long as everyone is able to communicate with one another regardless of individual locations. The exact details of how governors participated in the meeting will be recorded in the minutes of the meeting.

13.4. The quorum for meetings held by telephone or video conferencing will be the same as detailed in Standing Order 11.

13.5. In exceptional circumstances, decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

### **14 VOTING**

14.1. Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Members may not vote by proxy or by way of a postal vote.

14.2. Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be call for a vote if there was a clear expression of dissent.

14.3. 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 made by secret ballot, a dissenting member shall have the right to have their disagreement recorded in the minutes, at their request.

### **15 RECONSIDERATION OF RESOLUTIONS**

15.1. No resolution (i.e. any formal decision by the Corporation) of the Board may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter 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.

### **16 COMMITTEES OF THE CORPORATION**

16.1. The Corporation currently has established committees as follows:

- Audit
- Finance, Resources and Capital Projects

- Curriculum, Quality and Student Experience
  - Remuneration
  - Governance, Search and Strategy
- 16.2. The quorum, constitution, membership and terms of reference of these committees are agreed by the Corporation from time to time; copies are available from the Clerk.
- 16.3. Membership and chairs of all committees will be kept under review by the Governance, Search and Strategy Committee.
- 16.4. Minutes of all committee meetings will normally be reported to the following ordinary meeting of the Corporation, with relevant issues for consideration by the full Board.
- 16.5. The Board may establish other committees and working groups and will frame relevant terms of reference accordingly.

## **17 PROCEEDINGS OF COMMITTEES**

- 17.1. Vacancies occurring on any committee during any year shall be addressed by the Governance Search and Strategy Committee or Chair and Vice-Chair and formally reported to the Board.
- 17.2. The Chair of a committee may invite other members of the Board to a committee meeting where the committee would benefit from their involvement.
- 17.3. Board Members, apart from the Board Chair and Vice-Chair, will not normally be Chair of more than one committee.
- 17.4. The membership of the Audit Committee shall not overlap in any way with the membership of the committee which deals with Finance.
- 17.5. The quorum of committees shall be as set out in the appropriate committee terms of reference.
- 17.6. Every question to be decided at a meeting of a committee shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent Members are not permitted. Voting need not necessarily be by way of a formal vote – see Section 14 on ‘Voting’.
- 17.7. Minutes of the proceedings of every meeting shall be drawn up. Such draft will then be forwarded to the Chair of the Committee for comment before being placed as an item on the agenda for the next meeting of the committee. At every ordinary meeting of the committee, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, approval of the minutes will be recorded in the minutes of the meeting.
- 17.8. If any person interrupts the proceedings at any meeting of the committee the person chairing the meeting shall warn them. If they continue the interruption the person chairing the meeting shall require them to withdraw from the meeting and shall, if necessary, adjourn the meeting whilst this takes place.
- 17.9. It is not allowed to make audio or visual records of all, or any part, of a meeting of any of the committees without prior approval of the Chair.

## 18 DECLARATION OF PERSONAL /OTHER INTEREST

- 18.1. Like other persons who owe a fiduciary duty, members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.
- 18.2. Under the College's Instrument of Government and the general law, members must disclose to the Corporation any direct or indirect financial interest they have, or may have, in the supply of work to the College or the supply of goods for the purposes of the College, or in any contract or proposed contract concerning the College, or in any other matter relating to the College or any other interest of a type specified by the Corporation in any matter relating to the College, or any duty which is material and which conflicts or may conflict with the interests of the Corporation.
- 18.3. This includes relevant business and financial interests and:
  - (i) Ownership, directorships, partnerships and employments with businesses, including with subsidiaries and joint ventures of the College.
  - (ii) Trusteeships and governorships at other educational institutions and charities.
  - (iii) Close family relationships between College governors or between governors and employees.
- 18.4. Any member that has an interest of any kind (including an interest of a spouse, partner or business associate of a member or of a close relative of the member or their spouse, partner or business associate) that is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then the:
  - (i) The interest, financial or otherwise, should be reported to the Clerk. This includes for each interest, the name and nature of the business, the nature of the interest and the date the interest began.
  - (ii) The nature and extent of the interest should be fully disclosed to the Corporation before the matter giving rise to the interest is considered.
  - (iii) If the member concerned is present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter constituting the interest is to be considered, they should:
    - a. Not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum for that meeting; and
    - b. Withdraw from that Corporation or committee meeting where required to do so by a majority of the members or committee present at the meeting.
- 18.5. For the purposes of clause 18.3 "close relative" includes but is not limited to a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child or a member of the same household, who may be expected to influence, or be influenced by, the person.
- 18.6. Where it is proposed that the Corporation should grant a member a financial interest (such as a contract for the supply of goods or services) the Corporation must observe the requirements of the Charities Act 2011. The Corporation may wish to take legal advice before granting such an interest to a member.
- 18.7. Members must not receive gifts, hospitality or benefits of any kind from a third party which might be in breach of the Bribery Act 2010 and the College's anti-bribery policy or be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.

18.8. The Clerk will maintain a Register of Corporation Members' and Senior Employees' Interests which will be open for public inspection. Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they or persons associated with them may have, and the Clerk will enter such interests on the Register. Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Members should inform the Clerk whenever their circumstances change and interests are acquired or lost. If a member is in any doubt about whether an interest should be disclosed, they should seek advice from the Clerk.

(iv)

18.9. The declaration of interest is normally the responsibility of the individual member. However, if the Clerk, on the basis of information in the Corporation register of interests, has reason to believe a member has a financial or personal interest that may need to be declared, they should draw this to the attention of the Chair and the member concerned (preferably before the meeting).

18.10. The declaration of an interest by a Board member during the course of the meeting shall be recorded in the minutes.

18.11. Every member shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to them by any other body or person.

18.12. These Standing Orders shall not prevent the member of the Corporation considering and voting upon proposals for the Corporation to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

## **19 CONFIDENTIALITY**

19.1. The Corporation shall determine when an item is confidential. Criteria for defining an item as confidential include:

- (i) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Corporation;
- (ii) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position;
- (iii) Items containing personal information relating to an individual (other than a member of staff of the College);
- (iv) Information provided in confidence by a third party who has not authorised its disclosure;
- (v) Information relating to the negotiating position of the College in employment relations matters;
- (vi) Legal advice received from or instruction given to the College legal advisors;
- (vii) Where appropriate, professional advice received from or instructions given to the College's professional advisers;
- (viii) Information planned for publication in advance of that publication;
- (ix) Any other matters the publication of which would in the Corporation's view, be detrimental to the College's interests.
- (x) Where the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member or prospective member of staff are to be considered.

- 19.2. Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its committees are empowered to identify other items that they wish to be minuted under the confidential section.
- 19.3. All members, associate members and co-opted members of committees must respect the confidentiality of any papers made available to them whether for purposes of the Corporation or committee meetings or otherwise for so long as those papers remain confidential.
- 19.4. To maintain the Corporation's spirit of openness, all items which are deemed to be confidential, either by virtue of the paper supporting that item or because the associated minute has been deemed to be confidential, will be reviewed by the Governance, Search and Strategy Committee at the end of every academic year to establish its ongoing status. If the item is no longer confidential because it has become public within the College, then the associated paper and/or relevant minutes will be deemed to be available for public scrutiny.

## **20 PUBLIC ACCESS TO AGENDA AND MINUTES**

- 20.1. Copies of the agenda, minutes and papers of each meeting of the Corporation and its committees are available during normal office hours at the College to any person wishing to inspect them and approved minutes are available on the College website. The only exceptions to this are in the case of minutes and papers deemed by the Corporation to be confidential.

## **21 PUBLIC ACCESS TO MEETINGS**

- 21.1. The Corporation, or the Chair on its behalf, may, at its discretion, invite persons who are not members of the Corporation Board or the Clerk to attend Corporation or committee meetings, or parts of meetings. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they left, shall be recorded in the minutes.
- 21.2. Members of the public and representatives of the press shall not be admitted to meetings of the Corporation or committees.
- 21.3. The Chair of any Committee may permit the attendance of any other person at a committee meeting after having taken the advice of the Clerk.
- 21.4. All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered.

## **22 CHAIR'S ACTION**

- 22.1. It will be necessary from time to time for the Chair, or the Vice Chair in their absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or 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.

- 22.2. Alternatively, the Chair may take action on matters, which they judge are too urgent to await a meeting of the Corporation Board. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice.
- 22.3. Chair's action should only be taken if delaying a decision would disadvantage the College. Chair's action may involve either:
- a) Make the decision on their own and to report this at the next Board meeting; or
  - b) Instruct the Clerk to email all members with the details of what is required and asking for them to return their views through either a 'yes' or 'no' answer. The Chair, having taken into account the views received, can then make a decision under 'Chairs Action' and the details of the decision, along with the answers received from members, to be reported and minuted at the next Board meeting.
- 22.4. The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these Standing Orders. Every such decision shall be reported to the next available ordinary meeting of the Corporation.
- 22.5. Chair's action may not be taken on any non-delegable items as listed in Standing Order 23 below.

## **23 DELEGATED POWERS OF THE CORPORATION**

- 23.1. In accordance with the Articles of Government, the Corporation may delegate any of its powers with the exception of the following:
- 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 and CEO or holder of a senior post.
  - e) The appointment of the Clerk, (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).
  - f) The modification or revocation of these Articles.
- 23.2. The Corporation may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the Principal and CEO, Clerk or senior postholder, other than to a committee of members of the Corporation, and will make rules specifying the way in which a committee of this nature will be established and conducted.
- 23.3. The Corporation will abide by its agreed scheme of delegation and the terms of reference for its committees.

## **24 ALLOWANCES TO MEMBERS & GOVERNORS' EXPENSES**

- 24.1. In accordance with the Instrument of Government, members are entitled to receive reimbursement for expenses incurred while undertaking Corporation business.
- 24.2. Expenses claims can be made to cover the costs incurred for travelling to meetings, conferences, training events, and to cover child care costs incurred whilst on Corporation business. Members are expected to claim for the cheapest method of travel. Expense rates paid to members will be the same rates that apply to college staff.

- 24.3. Expenses will be authorised and paid in accordance with the Financial Regulations and Financial Scheme of Delegation.
- 24.4. College expense forms are to be used by members when claiming expenses, these are available from the Head of Governance. Receipts need to be made available for all claims except for mileage claims.
- 24.5. Completed expense forms should be sent to the Head of Governance who will keep a record of all claims received.

## **25 ARRANGEMENTS FOR SENIOR STAFF**

- 25.1. The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and designated Senior Post Holders. The CEO/Principal has general responsibility for appointment of all members of staff other than for senior post holders.
- 25.2. When a Senior Staff post falls vacant the Corporation shall comply with the provisions of the Articles of Government.
- 25.3. The Corporation has procedures in place for the management of disciplinary and grievance matters for senior staff.

## **26 INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS**

- 26.1. Corporation members shall have the right to take advice from the College's advisors or if necessary, at the Corporation's expense, independent advisors on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice.
- 26.2. Such matters shall include advice on their legal, accounting and regulatory duties but shall exclude advice to individual members concerning their own respective personal interests in relation to the Corporation.
- 26.3. Corporation members who intend to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and such notice must contain a summary of the issues on which advice is sought. If the advice is sought from independent advisors rather than the College's advisors, the member should include a short explanation of the reasons why consultation with the College's advisors on the particular issue is considered to be inappropriate.
- 26.4. The Clerk shall forward a copy of the notice to the Chair of the Corporation and the CEO/Principal.
- 26.5. Wherever practicable, Corporation members shall first enquire of the Clerk whether professional advice has already been obtained by the College before giving notice.
- 26.6. The Chair will consider the merits of the case and decide whether to pay for or contribute towards the cost of the advice. The contribution to be made will be based on the merits of each case. The decision will be made after consultation with the CEO/Principal.
- 26.7. The Chair will decide whether to authorise payment or contribution as soon as practicable after receiving a copy of the notice seeking advice and in any event within ten working days.

- 26.8. The Clerk will notify the member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons will be stated in support of the decision not to provide support.
- 26.9. Any advice which is obtained under this procedure shall, on request, be made available to all Corporation members.
- 26.10. References in this procedure to the Chair shall include, in his or her absence or where he or she is seeking independent advice under this procedure, references to the Vice Chair.

## **27 STATEMENTS MADE ON BEHALF OF THE CORPORATION**

- 27.1. Statements made on behalf of the Corporation will normally only be made by:
- The Chair or Vice-Chair in their absence;
  - The CEO/Principal;
  - The Clerk.
- 27.2. Corporation members must abide by the Corporation's Code of Conduct. Members are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest group or persons. Members are not bound in speaking and voting by mandates from any other body or persons.
- 27.3. It is the responsibility of the Clerk to conduct correspondence on behalf of the Corporation.

## **28 APPLICATION OF THE SEAL**

- 28.1. The Seal of the Corporation shall be kept by the Clerk to the Corporation and shall not be fixed to any document unless the sealing is in accordance with the Instrument of Government.
- 28.2. The application of the Seal of the Corporation shall be authenticated by:
- a) The signature of either the Chair or another Board Member authorised generally or specially by the Corporation to act for that purpose; and
  - b) The signature of any other member.

## **29 FINANCIAL REGULATIONS**

- 29.1. The Board, committees, members and officers of the Corporation shall at all times comply with such Financial Regulations & Procedures as the Board approve.

## **30 SUSPENSION AND REVIEW OF STANDING ORDERS**

- 30.1. If at any meeting the Board, or a committee, is satisfied that, for the purpose of facilitating the conduct of the business, the provisions of any Standing Order ought not to apply then the appropriate Standing Order may be suspended by resolution of the Board/Committee.
- 30.2. Any recommendation for such suspension must state the specific Standing Order which shall be suspended which it is desired shall be suspended.



30.3. It is the responsibility of the Clerk to ensure that these Standing Orders are kept under regular review.

## **31 INFORMATION AND COMPLAINTS**

31.1. Any request for information relating to the Corporation should be addressed to the Head of Governance.

31.2. A complaint against the Corporation, a member, a co-opted member, an associate member or the Clerk may be made by an individual or organisation in relation to their dealings with the College. Complaints must relate to:

- The performance by the Corporation, member or the Clerk of the functions respectively allocated to them under the Articles of Government of the College.
- The exercise by the Corporation of its powers.
- Any other alleged breach or non-observance of the duties of the Corporation, individual members or Clerk under the Instrument and Articles of Government, its Code of Conduct or the ESFA Funding Agreement

31.3. All complaints should be made in writing, identifying the complainant and addressed to the Clerk of the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation).

31.4. The complainant will be expected to state clearly the nature of and grounds for the complaint and if appropriate provide copies of any related documentation. The complainant should also state the remedy they are seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board member or the Clerk since these are decisions for the Principal and CEO and Corporation respectively in accordance with the Instrument and Articles of Government of the College.

31.5. The Clerk to the Corporation or the Chair of the Corporation will acknowledge receipt of the complaint within seven working days and refer the complaint to one or more of the following for investigation: the College's Audit Committee, one or more Board members or an external person who has substantial experience of College governance (provided in each case that they have not been involved in the matters subject to complaint).

31.6. Such person shall consider the complaint and, if necessary, interview the complainant and those subject of the complaint. They may refer issues to the Corporation's auditors or other independent advisors as they feel appropriate. They shall produce a written report of their findings in relation to the complaint. In any event, they shall produce an interim report within 28 days of the complaint being referred to them.

31.7. The Corporation at its next scheduled meeting after receipt of its findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or in part and, if so, whether any remedy should be granted to the complainant. Where the complaint relates to one or more Board members or the Clerk those persons shall withdraw and take no part in the discussion of the investigation outcome.

31.8. The Clerk to the Corporation or Chair of the Corporation shall within seven working days of the Board's determination of the complaint provide a written response to the complainant and to those subject of the complaint confirming the decision of the Corporation in relation to the complaint, along with any reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body. (the Secretary of State, ESFA, FEC).

## **ANNEX 1: RULES OF MEMBERSHIP OF THE CORPORATION**

### **1. Governance, Search and Strategy Committee**

#### **1.1. Terms of Reference of the Governance, Search and Strategy Committee**

In accordance with the Articles of Government the Corporation has established a Search and Governance Committee, known as the Governance, Search and Strategy Committee with terms of reference which are available on the College website.

The Governance, Search and Strategy Committee has responsibility for advising the Corporation on the full range of issues associated with membership and governance issues.

#### **1.2. General Conduct of the Governance, Search and Strategy Committee**

The Governance, Search and Strategy Committee will conduct its business in accordance with normal rules of procedure for the Corporation outlined in the Instrument and Articles, the Code of Conduct and the Standing Orders.

The Governance, Search and Strategy Committee will normally meet once a term, unless members decide that there is insufficient business. It will receive regular reports on the membership position of the Corporation and the other related issues within its terms of reference and conduct its business in accordance with an annual schedule.

#### **1.3. Policy on the Selection and Re-appointment of Members**

At the start of the last year of a member's term of office, the Clerk will contact the member to see if they are willing for their name to be considered by the Governance, Search and Strategy Committee to serve another term of office.

In circumstances where the member is willing to be re-appointed, the Governance, Search and Strategy Committee will consider whether to make a recommendation to the Corporation that the member will be appointed to serve for a further term of office. The Committee shall base their decision on the following factors:

- Whether the skills of the member are still required;
- Whether the departure of the member or would afford the opportunity to improve the skill mix of the Corporation;
- The member's contribution and commitment to the Corporation's work; and
- The gender/equality make up of the Corporation.

When the member under consideration is a member of the Governance, Search and Strategy Committee, that member shall withdraw from the meeting and take no part in the decision or voting in relation to their future membership of the Corporation.

Where the Corporation accepts a recommendation from the Committee to appoint an existing governor for a further term of office, the Corporation shall make the appointment in accordance with the Instrument of Government of the College.

Where the Governance, Search and Strategy Committee decides that the member should not be appointed for a further term, a vacancy shall exist and shall be dealt with under paragraph 1.4 of this policy. Such a decision will be reported to the next meeting of the Corporation.

A member who the Governance, Search and Strategy Committee decides should not be appointed for a further term of office shall have no right of appeal against such a decision nor the right to be heard by the Committee or the Corporation on this issue.

#### **1.4. Filling of Vacancies**

When a vacancy arises, the Governance, Search and Strategy Committee will consider the skills mix required of the vacancy/vacancies to maintain appropriate skills and expertise amongst its membership to enable the Corporation to discharge its responsibilities.

Consideration will also be given to the gender and equality of the current membership with the aim of working towards a Corporation membership that best reflects the community that the College serves. See section 2: Equality, Diversity and Inclusion.

Vacancies may be advertised either through the placing of an advert in local/national newspapers and periodicals or by advertising the vacancy on the College's website. Existing Corporation members will also be asked to bring the vacancy to the attention of any persons that they think might be suitable for appointment. Applications shall be submitted in writing to the Clerk to the Corporation.

The Clerk will be responsible for assessing applicants against the person specification and required skills mix.

Interviewing shall be undertaken by a panel determined by the Governance, Search and Strategy Committee. Minimum membership of the panel shall be the Principal, one other governor, and the Head of Governance.

The Corporation shall only appoint a member on the recommendation of the Governance, Search and Strategy Committee (apart from for staff and student members) and shall do so in accordance with the Instrument of Government of the College. Appointments will be for a period of up to 4 years, subject to a satisfactory review with the Chair at the end of the first year of office.

The Corporation has adopted the AoC Code of Good Governance for English Colleges. The Code states that members should not normally serve more than two terms of four years or three terms of three years. Exceptions to this can be made in cases when a member is taking on a new senior role such as Chair, or for succession planning purposes to maintain the smooth operational running of the Corporation. A decision to extend a term of office over and above two terms must be justified by the Corporation and the reasons for the extension recorded in the Corporation minutes.

#### **1.5. Staff Member**

Nominations shall be sought from staff whenever a vacancy arises. If more nominations are received than vacancies exist, the Clerk will make the arrangements for an election to take place.

The Corporation shall appoint a staff member in accordance with the Instrument of Government of the College. Appointments will be for a period of up to 4 years.

#### **1.6. Student Members**

The Executive of the Students Association or Students Union will be the recognised body for nominating the two student members. If the Student Association or Student Union is unable to make any nominations, the Clerk will make the necessary arrangements for the student body to elect the student members.

## **2. Equality, Diversity and Inclusion**

- 2.1. The College is highly inclusive and serves a vibrant and diverse area. The Governance, Search and Strategy Committee aims to achieve sufficient representation on the Board of gender, ethnic minorities and age and that the balance reflects as far as is reasonably practicable, the composition of the local community and the College's student body.
- 2.2. The Corporation has agreed the following aspirational targets in relation to Equality, Diversity and Inclusion:
  - a) 50% male and 50% female by 2031.
  - b) 33% minority ethnic by 2031.
  - c) 4 members under 45.
- 2.3. The College is a Disability Confident Employer and is aiming to be a Disability Confident Leader by 2025.
- 2.4. When recruiting, the Governance, Search and Strategy Committee makes reasonable adjustments for the level of experience and education candidates have if it appears the candidates have had limited progression opportunities or access to higher positions.

### **3. Policy on the Removal of a Member from Office**

#### **3.1. Termination of Membership**

Instrument 9 of the Instrument & Articles of Government covers the removal from office of a member. If at any time the Corporation is satisfied that any member:

- a) Is unfit or unable to discharge the functions of a member, or
- b) Has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.

The Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.

#### **3.2. Absence from Meetings for a Period Longer than Six Months**

The Clerk will be responsible for monitoring the attendance of members at formally summoned Corporation and committee meetings. If a member is identified as having been absent from such meetings for a period of longer than six months without the Corporation's agreement, the Clerk will immediately notify the Chair of the Corporation.

The Clerk will then write to the member concerned explaining the position regarding their attendance and advising that this could result in the member's removal from office. The member should be asked to explain the reasons for the non-attendance at meetings.

The Clerk will then discuss the matter with the Chair. The Chair shall decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance, Search and Strategy Committee.

If referred to the Governance, Search and Strategy Committee, the committee will be asked to consider the matter and to consider if any recommendations are required to be put to the Corporation, including any recommendation regarding the dismissal of the member.

#### **3.3. Inability or Unfitness**

Any question as to whether or not a member may be unable or unfit to discharge the functions of a governor must be referred to the Clerk who will immediately notify the Chair of the Corporation. .

If it appears to the Chair that the matter should be pursued, they will decide, in consultation with the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.

The Chair will decide, in consultation with the Clerk, whether or not the matter should be referred to the Governance, Search and Strategy Committee.

If referred to the Governance, Search and Strategy Committee, the Committee will be asked to consider the matter and to consider if any recommendations are required to be put to the Corporation, including the dismissal of the governor.

#### **3.4. Meetings of the Corporation Regarding the Removal of a Member**

Meetings of the Corporation at which the removal of a member is to be considered shall be convened by the Clerk giving at least seven clear days' notice.

The only persons entitled to attend such meetings shall be members of the Corporation and the Clerk. The member in question shall be invited to attend for part of the meeting in order to state his/her case. They shall not participate in discussion or voting by the Corporation.

The Corporation shall decide whether or not the member be removed from office. Should this be the case, the Clerk shall notify the member.

A member so removed shall have no right of appeal against the Corporation's decision.

## **ANNEX 2: ARRANGEMENTS FOR THE CLERK TO THE CORPORATION**

### **Arrangements for the Clerk to the Corporation**

At the College, the Head of Governance fulfils the role of Clerk to the Corporation.

### **Role of the Clerk**

In accordance with the Articles of Government, the Clerk is responsible for:

- (i) Advising the Corporation with regard to the operation of its powers.
- (ii) Advising the Corporation with regard to procedural matters.
- (iii) Advising the Corporation with regard to the conduct of its business.
- (iv) Advising the Corporation with regard to matters of governance practice.

Further details about the role of the Head of Governance are available in the job description.

### **Appointment of the Clerk**

Upon the occurrence of a vacancy, the Corporation will determine how it intends to secure the appointment of a new Clerk and the terms and conditions of that appointment, as long as they are in accordance with any regulations in the Instrument and Articles of the Government.

### **Appraisal of the Clerk**

The Clerk will have an annual appraisal, normally with the Chair of the Board and the outcomes of that appraisal will be reported to the Remuneration Committee which will advise the Corporation on any matters arising from the appraisal process.

### **Dismissal of the Clerk**

In the event that the Corporation may deem it necessary to invoke proceedings which might lead to the suspension or dismissal of the Clerk, where the Clerk is directly employed under a contract of employment with the Corporation, the Clerk will be treated as a senior postholder for the purposes of these procedures, as specified in the Articles of Government.

### **Attendance at Meetings**

The Clerk will attend all meetings of the Corporation and its committees. The Instrument of Government specifies that the Clerk must withdraw from all meetings or part of a meeting where his/her own remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. In order to meet this requirement, the following protocol will be followed:

- (i) Any papers relating to an agenda item which addresses the above issues will be dispatched separately from the main agenda by the Chair of the Corporation/Chair of the relevant committee, supported by an appropriate administrator, if required. Such papers will normally be sent at least 7 days before the meeting;
- (ii) The Clerk will withdraw from the meeting at the appropriate time. If appropriate, a member of staff will act as a Clerk and take the minutes for this part of the meeting. Alternatively, the Corporation or relevant committee will appoint a member to have responsibility for producing the minute for that part of the meeting. This will be a separate, confidential minute which the Clerk will have no entitlement to see;
- (iii) The Chair will be responsible for maintaining the records related to all such minutes.

### **Action to be taken where the Clerk believes that the Corporation may be acting inappropriately**

If the Clerk has a concern that the Corporation may be acting inappropriately or beyond its powers he/she will raise that concern in the first instance with the Chair and if necessary with the Vice Chair of the Corporation and/or the Principal, who may request that independent legal or other

advice is sought. If as a result it is agreed that the Board will need to reconsider a decision, the Chair will bring this to the attention of the Board as soon as practicable, together with the reasons.

If no solution can be reached and the Clerk considers that the grounds for the original concern still present a threat to the proper Governance of the College, he or she is authorised to take independent legal advice and/or seek advice from the relevant funding bodies. All Board members will be informed that this had been done, and will be notified of the advice received.