



Standing Orders

**Approved by the Governing Board on
18th October 2016**

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STANDING ORDERS

1. Introduction and general duties

1.1 These Standing Orders (“Orders”) supplement the provisions of the Further and Higher Education Act 1992 (“Act”) and the Instrument and Articles of Government of the College (“the Instrument and Articles”). In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

1.2 The Corporation will review these standing orders at least annually.

1.3 Every Member of the Corporation and of its committees shall be bound by these Orders and shall be expected to adhere to the seven principles of public life as recommended by the Nolan Committee’s report “Standards in Public Life”. In summary, these are:

- selflessness
- integrity
- objectivity
- accountability
- openness
- honesty and
- leadership.

2. Composition of the Governing Corporation

2.1 The Corporation has resolved that the Corporation will comprise 16 Members in the following categories:

Staff	2
Student	2
Principal	1
Independent	11

2.2 Such a determination may be varied by a subsequent determination.

2.3 A member shall hold and vacate office in accordance with the terms of the appointment but the length of the term of office shall not exceed four years. All new members will be subject to a probationary period of one year, although this may be varied by the Corporation. Further details are contained in Appendix 1.

2.4 Members retiring at the end of their term of office shall be eligible for reappointment. Further details are contained in Appendix 1.

3 Appointment of Chair and Vice-Chair

3.1 The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves, except that neither the Principal nor any staff or student member shall be eligible.

3.2 Nominations, approved by the nominee(s) and seconded by another Member, for the position of Chair & Vice-Chair should be submitted to the Clerk. In the event of there being more than one nomination to either position, a vote will be taken. This may be conducted by secret ballot or other such arrangement as the Corporation may determine.

3.3 The Chair and the Vice Chair shall hold office for a period of two years.

3.4 If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.

3.5 At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.

3.6 The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk to the Governing Corporation.

3.7 At the last meeting before the end of the term of office of the Chair or the Vice-Chair, the members shall appoint a replacement from among themselves.

4. Appointment of Chairs and Vice-Chairs of committees

4.1 The Chair and Vice- Chair of a committee shall be appointed by and may also be removed by the Corporation. Chairs and Vice-Chairs of committees shall hold office for a period of two years.

4.2 The Principal, staff and student members shall be ineligible for appointment as Chair or Vice-Chair of a committee.

4.3 The Chair or Vice-Chair of a committee may resign their offices at any time by giving notice to the Clerk to the Governors.

4.4 Wherever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the subsequent meeting of the Corporation

5. Voting on Appointment

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

5.2 Where voting is equal for two persons, fresh votes shall be taken until there is a majority in favour of one person.

6. Appointment of Members

6.1 The Search and Governance Committee will consider all prospective appointments (other than the Principal, staff or student governors) and terms of office and will submit its advice to the Corporation. New Members will then be appointed at that or the next meeting of the Corporation, in accordance with the procedures contained in paragraph 5 of the Instrument.

6.2 Procedures for the recruitment of prospective Independent Members shall be prepared and reviewed by the Search Committee and approved by the Corporation. The current procedures are contained in Appendix 1.

6.3 The Principal shall be a member of the Corporation (unless he/she chooses not to be a member or becomes ineligible for membership in which case he/she will be present at all Corporation meetings except for items where he/she must withdraw).

6.4 Staff Governors shall be nominated and elected by all staff of the institution through a process involving nominations to the Clerk to the Corporation who will organise a secret ballot in the event of more than one nomination.

6.5 The Student Governors shall be nominated by the recognised College students' association or have been nominated and elected by their fellow students.

7. Appointment of the Clerk to the Corporation

7.1 The Corporation shall appoint a person to serve as Clerk but the Principal may not be appointed as Clerk.

7.2 The Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.

8 Members not to hold interests in the matters relating to the Institution

8.1 Except with the written approval of the Secretary of State no member shall acquire or hold any interest in any property that is held or used for the purpose of the institution.

8.2 A member to whom paragraph 8.3 applies shall –

- a) disclose to the Corporation the nature and extent of the interest; and
- b) if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (8.3) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
- c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (8.3) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.

8.3 This paragraph applies to a member who –

- a. has any financial interest in –
 - I. the supply of work to the institution, or the supply of goods for the purposes of the institution;

- II. any contract or proposed contract concerning the institution; or
 - III. any other matter relating to the institution; or
- (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.

8.4 The Clerk to the Corporation shall maintain a register of the interests of members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

8.5 This clause shall not prevent the members of the Corporation considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.

9 Meetings

9.1 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.

9.2 Subject to paragraphs 9.4 and 9.5, all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.

9.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair 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.

9.4 A meeting of the Corporation called a “special meeting” may be called at any time by the Chair or at the request in writing of any five members.

9.5 Where the Chair or, in the Chair’s absence, the Vice-Chair decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

9.6 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

10 Public access to meetings

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation or the Clerk to attend Corporation or committee meetings or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting, to which the person has been invited. Such persons may only speak if invited to do so by the Chair of the Corporation or committee. The presence of such persons and the point in the meeting at which they left, shall be recorded in the minutes.

11 Quorum

11.1 Meetings of the Corporation shall be quorate if the determined number of members present is at least 40%.

11.2 The Corporation has determined the numbers required for a quorum for its committees as follows:

Audit -2

Curriculum & Student Matters-3

Resources-3

Remuneration-2

Search & Governance – 2

11.3 A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of telephone or video-conferencing facilities or similar communications equipment it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quorum of a meeting.

11.4 The use of such means to enable remote attendance at meetings is to be used in exceptional circumstances

11.5 If the number of members present for a meeting of the Corporation does not constitute a quorum the meeting shall not be held. If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.

11.6 If a meeting cannot be held or cannot continue for lack of quorum, the Chair may call a special meeting as soon as it is convenient.

12 Order of Business – Agenda and Minutes

12.1 An agenda for a Corporation meeting shall be drawn up by the Clerk to the Corporation in consultation with the Chair and the Principal and shall be circulated to members in accordance with paragraph 9.2 hereof.

12.2 At every Corporation meeting other than at a special meeting, or the Annual General Meeting, the minutes of the previous meeting shall be approved as a correct record, or amended as necessary and agreed by Governors, and signed by the Chair.

12.3 Where the next meeting of the Corporation is a special meeting, or Annual General Meeting, the next following meeting shall be treated as a suitable meeting for the purpose of signing minutes.

12.4 Separate minutes shall be taken of those parts of meetings from which Staff and Student members have withdrawn in accordance with Standing Order 14.7. Those

members who had so withdrawn shall not be entitled to see the minutes of those parts of the meeting.

12.5 Items on the agenda shall be taken in the order in which they appear except that the order can be changed at the discretion of the Chair or an item may be taken out of order if agreed by Governors.

12.6 Items of "Any other Business" shall be notified in writing to the Clerk to the Governing Corporation at least 7 days before the day of the meeting or handed to the Chair on the day of the meeting, in writing before the start of the meeting. These items should only cover issues which have arisen after the agenda has been prepared and which are genuinely urgent.

13 Attendance by members of the Corporation

13.1 Every member attending a meeting of the Corporation shall be recorded by the Clerk.

13.2 A member will be considered as being 'Absent' unless they notify the Clerk that their 'Apologies' should be given to the Chair.

13.3 To assist the Clerk in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted on the day preceding the meeting at the latest, emergencies excepted.

13.4 The Clerk will present apologies to the meeting and check that the apology is accepted; acceptance does not necessarily imply that the absence is condoned and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Corporation shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Corporation over a 6 month period shall be liable to disqualification from the Corporation.

13.5 In the event of a decision being required under (4) above, the matter will be placed on the agenda for the next meeting of the Corporation; the facts will be presented by the Clerk.

13.6 The member concerned (at (5)) shall be entitled to attend the meeting but not to vote

14 Proceedings of Meetings

14.1 Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote.

14.2 All Members of the Corporation or a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

14.3 Members must declare any personal interest, including financial and non-financial interests, in subjects under discussion

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

14.5 Members may make a written resolution in accordance with Instrument 15.

14.6 No resolution of the members 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.

14.7 Staff Members shall be required to withdraw from meetings of the corporation in the circumstances set out in the Instrument of Government at clause 14.

15 Disorderly Conduct

15.1 If at a meeting any member of the Corporation, in the opinion of the Chair, conducts herself/himself by persistently disregarding the ruling of the Chair, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Corporation, the Chair or any other member may move "That the member named be not further heard" and the motion, if seconded, shall be put and determined without discussion.

15.2 If anyone interrupts a meeting, the Chair may warn him/her and if the interruption continues the Chair may order his/her removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared.

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

15.4 Whenever the Chair rises during a debate, a person then speaking and all those present shall be seated and silent.

16 Termination of Membership

16.1 A member may resign from office at any time by giving notice in writing to the Clerk.

16.2 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, or
- c) continued membership is no longer in the best interest 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.

16.3. Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

16.4 A student member shall cease to hold office—

- a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
- b) if expelled from the institution,

and the office shall then be vacant.

17. Publication of Minutes and Papers

17.1 Subject to paragraph 17.2, the Corporation shall ensure that a copy of:

- a) the agenda for every meeting of the Corporation or its committees
- b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
- c) the signed minutes of every such meeting; and
- d) any report, document or other paper considered at any such meeting,

shall, as soon as possible, be made available during normal office hours at the institution to any person wishing to inspect them.

A copy of the minutes of every meeting shall be placed on the Corporation's website.

17.2 There shall be excluded from any item made available for inspection any material relating to:

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

17.3 Minutes of the meetings shall normally be prepared for approval by the Chair of the Corporation or any committee within five working days following the meeting.

18 Committees of the Corporation

18.1 Appointment of Committees

In accordance with Articles 5(1) and 6(1) of the Articles of Government, the Corporation shall establish the following committees:

Search

Audit

In accordance with Article 4(1) the Corporation may establish a committee of the Corporation for any purpose or function. In this context the Corporation has also established the following committees:

Remuneration

Resources

Curriculum and Student Matters

18.2 Membership of Committees

The membership of committees of the Corporation shall be elected, on a basis similar to that determined in connection with the election of Chair and Vice-Chair of the Corporation, i.e. for a period of two years, by the Corporation.

18.3 Attendance of Members at Committee meetings

- a) All designated members of a committee determined by the Corporation shall be entitled to attend all meetings of the relevant committee.
- b) All members of the Corporation are encouraged to attend meetings of committees of which they are not members as appropriate to their personal development.
- c) No person who is not a member of the Corporation or the Clerk to the Corporation shall be allowed to attend any meeting of a committee except by the invitation of the Chair of the committee.
- d) Senior Officers of the institution shall attend meetings of committee in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the committee.

18.4 Meetings of the Committees

18.4.1 The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time.

18.4.2 All meetings of the committee shall be serviced by the Clerk to the Corporation who shall, except in case of urgency, send the notice of meeting to each member of the committee at least seven days before each meeting.

19 Chair's Action

The Chair of the Corporation or in his absence the Vice-Chair are authorised to act on the Corporation's behalf between meetings on such matters they deem urgent. All such actions must be ratified at the next ordinary meeting of the Corporation.

20 Amendments to standing orders

The Clerk will ensure that the Instrument and Articles of Government, and Standing Orders are reviewed at least annually to incorporate legislative or best practice changes. These Standing Orders may only be amended by a vote taken at a meeting of the full Corporation.

Appendix 1- Rules for the appointment and re-appointment of governors

1. Membership of the Board

The composition of the Board of the College is determined by the Corporation in line with the Instrument and Articles of Government and the advice and recommendations of the Search and Governance Committee. The final decision for determining the composition of the Board including the individuals to be appointed to serve on the Board rests with the Board as a whole.

2. Appointment process

The Search and Governance Committee is a formally constituted committee of the Board whose remit includes identifying and recommending the appointment of new Board Members (apart from student and staff members) and the re-appointment of existing members.

Step1

Anyone interested in a possible Governor role at the College should contact the Clerk to the Governing Board with an "expression of interest". The Clerk will provide applicants with any further information required including more details about the role, a person specification and an indication of the time commitment involved.

It is the wish of the Board that there should be an appropriate balance of skills and experience amongst members. This will mean that members will be drawn from a range of backgrounds including (where practicable):-

- educational
- financial management and accountancy
- law
- business
- estates and property
- human resources
- marketing and sales
- media
- industry and commerce
- public service
- voluntary work
- health and safety

In general, no formal qualifications are necessarily required. However the Search and Governance Committee does operate according to a skills matrix and will seek candidates with professional qualifications such as accountancy, law, marketing, personnel to fill specific vacancies, although these are generally not pre-requisites. However, it is important that the composition of the Board broadly reflects the community it serves in terms of age, gender, geographical spread, experience etc., and the Search and Governance Committee will take account of this in deciding who they recommend for appointment to the Board. The Search and Governance Committee reserves the

right to take account of any other factors relating to suitability for the role of Governor which they deem relevant when making recommendations for appointment.

The College is committed to applying the Equality Act at all stages of recruitment and selection. The Board, through the Search and Governance Committee, will also conduct recruitment and selection in line with those principles. Interviewing and selection will always be carried out without reference and any bias towards the Protected Characteristics. Any candidate with a disability will not be excluded unless it is clear that the candidate is unable to perform a duty that is intrinsic to the role, having taken into account reasonable adjustments. Reasonable adjustments to the recruitment process will be made to ensure that no applicant is disadvantaged because of his/her disability. The Board will be aware of underrepresented groups which may well be specifically targeted in line with the College's Single Equality Scheme.

Step 2

If, after receiving all the appropriate information, a candidate wishes to pursue an application, they will be asked to submit further information including a skills audit which will be considered by the Search and Governance Committee and may be invited for an initial interview. If necessary they may be asked to attend a second interview.

Step 3

If the Search and Governance Committee concludes that they are personally suitable for appointment, and there is a current vacancy, they would make a recommendation for appointment to the Board. If there are no current vacancies they would keep a record of the application and may approach the candidate again if a vacancy occurred in the future.

No information given to, or obtained by, the Committee is used for any purpose other than the consideration of candidates for appointment as Corporation Members. The process itself is not confidential and there is no reason why candidates should not mention to others that they have applied for membership.

The Corporation and/or its committees will have the opportunity to co-opt additional persons to serve on the Corporation's committees so as to enhance the mix of skills and interests without appointing them as full members of the Corporation and this may be offered to candidates if their application for a full Governor role was not approved at this stage.

3. Probationary period

All new Governors will be subject to a probationary period of one year, although this may be varied by the Search and Governance Committee. During the probationary period, a nominated member of the Search and Governance Committee (but not the Principal) will meet with the new appointee termly, along with the Clerk to the Governing Board, to review performance. Factors which may be taken into account during those reviews may include:

- Attendance record at Board and Committee meetings, Governor training events and other development opportunities such as dual lesson observations.
- Contribution at Board and Committee meetings,
- Attendance at, and participation in, other College events

- Attendance at external events
- Understanding of, and respect for, their role and responsibilities as a Governor
- Responsiveness to requests from the Chair, Principal and Director of Governance

This list is not, however, exhaustive, and other factors may also be taken into account.

At each termly meeting, any areas for development will be clearly identified and recorded and consideration given to any support required. The Governor on probation will also have the opportunity to raise any issues or concerns in relation to their role as a Governor.

Following the third termly meeting, the Search and Governance Committee will consider the matter and make one of the following decisions:

- i. to confirm the appointment
- ii. to extend the probationary period to allow further time to assess the Governor's performance and contribution
- iii. to recommend to the Board that it terminates the appointment where performance issues have been identified and despite support, the Search and Governance Committee feel it unlikely that further support or training would lead to a satisfactory level of improvement.

The Governor will be permitted to submit a one page document to the Search and Governance Committee setting out factors which they feel should be considered in coming to a decision.

The Governor will be informed of the Search and Governance Committee's recommendation prior to discussion at the Board and they will be required to withdraw from the meeting for that discussion.

Having taken the advice of the Search and Governance Committee, the decision of the Board is final and will be confirmed in writing. There is no right of appeal.

4. Re-appointment of Governors

Governors are appointed for a four-year term and approaching the end of a term of office, the Clerk to the Governing Board will write to any Governor in this position to ask for an indication of whether they are prepared to be considered for further re-appointment. A willingness to be considered for re-appointment does not mean that existing members will automatically be re-appointed as this is a decision for the Board to determine in accordance with the provisions of the Instrument of Government and on the advice of the Search and Governance Committee. In line with the requirements of the Code of Good Governance for English Colleges to consider the value of refreshing the Board membership, Governors who have completed two terms will not normally be offered the opportunity to be re-appointed for a third term except under exceptional circumstances or where the Governor is subsequently undertaking a new and more senior role.

Members may be asked to meet with the Search and Governance Committee as part of the process of deciding whether to recommend re-appointment to the Board. If the Search and Governance Committee agrees to recommend the re-appointment of a Governor then they may be offered the opportunity to serve a second four-year term.