

## **PROCEDURE TO FOLLOW IN THE EVENT THAT IT IS DEEMED THAT THE CORPORATION MAY BE ACTING INAPPROPRIATELY OR BEYOND ITS POWERS**

*(Approved by the Corporation 20/3/2007)*

The Clerk's role includes advising on proper procedure and, if necessary, intervening when s/he feels that the Corporation is acting inappropriately or beyond its powers. The Corporation has approved the following procedures it would expect to be followed in this situation.

1. In the first instance, the Clerk should make every effort to resolve the matter through the avenues available to him or her within the College and be certain that the reason for his or her concerns is understood. Such actions are outlined below in paragraphs 2, 3 and 4.
2. Where the Clerk believes the Corporation or a Committee is minded, during a meeting, to act beyond its powers, s/he should raise the issue immediately at the meeting.
3. When raised at the meeting, the Clerk's advice should be discussed immediately. If the Corporation or Committee is still minded to act and the Clerk still gives the advice that such action would be beyond the powers of the Corporation or Committee, further discussion should be deferred until the next meeting of the Corporation or Committee, or to a special meeting called in accordance with Article 12(4) of the Instrument & Articles of Government. The Clerk's concerns must be recorded in the minutes of the meeting at which they are discussed.
4. Where the Clerk believes that the Corporation or Committee has acted beyond its powers, or an individual has acted beyond his/her powers, s/he should raise the matter in writing with the Chair of the Corporation as soon as possible. The Chair will ask the Principal (as Accounting Officer) for his/her written comments. Where the Chair is involved in the decision under dispute the Clerk should raise the issue with the Chair of the Audit Committee.
5. After pursuing the actions in paragraphs 1 to 4, the Clerk may:
  - a) consult the LSC, DfES, Association of Colleges or other relevant regulatory body if he/she has concerns about a propriety matter
  - b) consult the College's internal or financial statements auditors
  - c) seek initial legal advice without the agreement of the College management or the Corporation to a maximum of £2,000, if there is disagreement about whether an action may be unlawful or ultra vires (if pursuing c), the Clerk should make available for legal review a summary of the scenario with details of the specific issues and should request a written response from the legal review)
- 6.

7. Any comments received from the Principal or Audit Committee Chairman, and any advice given by any external source listed in paragraph 5 will be reported by the Clerk to the next ordinary or special meeting of the Corporation or Committee concerned or, in the case of an individual, to the Chair of the Corporation or Chair of Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from the LSC.
8. If no action results from the steps detailed above, and if the Clerk is of the opinion that the grounds for concern still present a threat to the proper governance of the College, then the Clerk is authorised to refer the matter to the LSC and inform the Chair and Principal that this has been done.
9. The Corporation would not expect any such steps taken in good faith by the Clerk in these circumstances to be grounds for disciplinary action under the College's disciplinary procedures. However, any apparent abuse of this procedure could be subject to disciplinary procedure.
10. In the interests of transparency, where the written procedure has been invoked the substance and outcome of the matter will be reported in the minutes of the Corporation.