

## **Standing Orders for the Corporation**

*(Approved by the Corporation 23 September 1999: Date of last Review: March 2007)*

### **1. Agenda**

All meetings of the Corporation and Committees of the Corporation will be supported by an agenda and written reports.

#### **1.1 Composition of the Agenda.**

1.1.1 Corporation The agenda will be phased in three sections:

- (i) Section A General Public Information
- (ii) Section B Items Confidential to Members only, but where resolutions are for the public record
- (iii) Section C Confidential items, where members of the public, Staff and Student Members may be excluded, but whose resolutions are not for the public record.

1.1.2 The Clerk will decide into which section each item on the agenda falls; the Corporation may move items into other sections at each meeting.

1.1.3 Normally the items on the agenda will be taken in sequence, but the Corporation, at the meeting, may agree to bring forward, or delay, an item.

1.1.4 Agendas and supporting documentation must be published (where applicable) at least seven days in advance of the meeting.

#### **1.2.1 Committees of the Corporation**

Each Committee of the Corporation will have a formal written agenda.

Each Agenda, where applicable, will be phased in two sections:

- (i) Section A General items for Discussion, approval, Recommendation(s) to the Corporation, which are, ultimately, for the public record.
- (ii) Section B Those items to which Staff and Student Members may be excluded from being a part of.

1.2.2 The Clerk will decide into which section each item on the agenda falls; the Committee may move items into other sections at each meeting.

- 1.2.3 Normally the items on the agenda will be taken in sequence, but the Corporation, at the meeting, may agree to bring forward, or delay, an item.
- 1.2.4 Agendas and supporting documentation must be published (where applicable) at least 3 working days in advance of the meeting.

## **2. Supporting Documentation and Information**

- 2.1. All items scheduled for consideration at a meeting of the Corporation or a Committee of the Corporation must be supported by a written report. This report must be available at the time of publication of the *Agenda or follow no later than 2 working days prior to the meeting*, but, where special circumstances arise, may be tabled at the meeting, provided that all Members present agree, at the commencement of the meeting that this should be so. Reports must indicate whether a decision is required or the report is for information.
- 2.2. Reports must indicate whether a decision is required or the report is for information.
- 2.3. Unless all Members present agree at the commencement of the meeting, no items may be added to the Agenda which have not already been publicised, unless there are exceptional circumstances prevailing at the time.
- 2.4. The information identified in Appendix A represents the currently identified information needs of the Corporation.

## **3. Agenda Planning**

- 3.1 Any Member of the Corporation or a Member of a Corporation Committee wishing to include an item of business on an Agenda should notify the Clerk at least two clear weeks prior to the date of the meeting.
  - 3.1.1 On receipt of such a notice the Clerk may wish to clarify with the Member precisely what the issue is and then communicate this request to the Chair of the Corporation or Chair of the Committee. The Chair will respond to this request within two days with a decision on whether the proposed item can be included on the Agenda.
  - 3.1.2 If the item is to be included the Clerk will advise and assist the Member, if required, on the format of any report relating to the Item.
- 3.2 Prior to the despatch of any Agenda the Clerk will notify the Chair of the Corporation or Corporation Committee of the contents. The Chair in discussion with the Clerk and the Principal may require changes to the Agenda.
- 3.3 Individual Chairs may agree specific Agenda planning timescales and events with the Clerk. These should be communicated to Members of the Corporation or Committees as appropriate.
- 3.4 The Chair of the Corporation or Committees will be offered the opportunity to meet with the Principal and Clerk prior to any meeting to receive an information briefing on the issues contained within the Agenda. These arrangements are confirmed in the Corporation's policy '*Chairs Protocol*'.

## **4. Publication of Agendas**

### **4.1 Corporation**

4.1.1 Section A of the Agenda together with any supporting documentation will be published to all Members of the Corporation and the College Management Team and a copy placed in the Learning Resource Centre for Staff and Students general use. Members of the public may also obtain a copy of Section A of the Agenda and any supporting documentation by contacting the Clerk. A fee may be levied and details of charges are published in the College's *'Freedom of Information Publication Scheme'*.

4.1.2 Section B of the Agenda together with any supporting documentation will be published to all Members of the Corporation and the College Management Team.

4.1.3 Section C of the Agenda together with any supporting documentation will be published to all Members of the Corporation other than Staff and Student Members.

### **4.2 Corporation Committees**

4.2.1 Section A of the Agenda together with any supporting documentation will be published to all Members of the Committee and the College Management Team.

4.2.2 Section B of the Agenda together with any supporting documentation will be published to all Members of the Committee other than Staff and Student Members.

## **5. Quorum**

### **5.1 Corporation Meetings**

5.1.1 Meetings of the Corporation shall be quorate if at least 40% of members are present.

5.1.2 This requires that, as the Corporation comprises 16 (sixteen) members, the quorum is 7 (seven). Even if one or more vacancy on the Corporation has not been filled the quorum will remain the same.

5.1.3 If the number of members present at the commencement of a meeting do not constitute a quorum, the meeting shall not take place. If, during the course of a meeting, the number of members present cease to constitute a quorum, the meeting shall be terminated forthwith.

5.1.4 If for a lack of a quorum a meeting cannot be held or is terminated the Chair of the Corporation may summon a special meeting in accordance with Standing Order 12.

## 5.2 Committees of the Corporation

- 5.2.1 The quorum for each Committee of the Corporation will be set by the Corporation and documented in the Committee's terms of reference.

## 6. Resolutions

- 6.1 All items must contain a formal resolution either to note, or approve, a specific course of action.
- 6.2 Each resolution must be clear and unambiguous in wording.
- 6.3 No resolution of the Corporation or any Committee of the Corporation can be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda of the next meeting. Members of the Corporation wishing to propose a reconsideration of a resolution should comply with Standing Order 3.1.
- 6.4 Normally resolutions will be passed by the general indication of acceptance from those members present to the satisfaction of the Chair of the meeting. However, where any member of the Corporation or Committee of the Corporation is not satisfied that there is a majority agreement to the resolution, he or she may request that the Chair seeks a formal indication from the members by a show of hands. There may be occasions in the judgement of the Chair, or by request to the Chair by a member at the meeting, that a decision on a proposed resolution be dealt with by a secret ballot at the meeting.

## 7. Voting by Proxy

- 7.1 A member may NOT vote by proxy at a meeting of the Corporation or at a meeting of a Committee of the Corporation.

## 8. Publication of Minutes

- 8.1 Corporation
  - 8.1.1 Draft minutes will be produced for initial approval, by the Chair, not later than 2 weeks after the meeting has taken place and once approved will be distributed to all members.
  - 8.1.2 All approved minutes of Section A and the resolutions of Section B will be published to all Members of the Corporation and published on the College website and in the Learning Resource Centre for members of the public, Staff and Students general use. The definition of approved minutes is when the Committee and or Corporation has authorised the Chairman to sign the minutes as an accurate record. Copies will be available to members of the public in accordance with the procedures detailed in standing order 4.1.1.

8.1.3 Minutes of Section C will not be published for public consumption, Only those Members who are not Staff and Student Members will receive copies of such minutes. Confidentiality criteria, and the arrangements for housekeeping of confidential members, are published in the Corporation's 'Policy on Attendance at Meetings, Access to College Business & Confidentiality'.

8.1.4 The minutes will receive final approval at the next full meeting of the Corporation.

## 8.2 Committee Minutes

8.2.1 Draft minutes will be produced for approval, by the Chair, not later than 2 weeks after the meeting has taken place and once approved will be distributed to all members.

8.2.2 All minutes of Section A and the resolutions of Section B will be published to all Members of the Corporation and published on the College website and in the Learning Resource Centre for members of the public

8.2.3 Section B of Committee minutes will only be published, with the Corporation papers, to those Members of the Corporation who are not Staff and Student Members.

8.2.4 The minutes will receive final approval at the next full meeting of the Committee.

## 9. Public Access to Meetings

9.1 Members of the public shall be admitted to meetings of the Corporation for Part A items only and shall not be entitled to attend meetings of Committees of the Corporation, unless by specific invitation of the Committee concerned.

9.2 The Corporation shall so determine whether to invite such other persons to be present at parts of or the whole of meetings of the Corporation.

9.3 The Corporation gives the Principal the delegated responsibility to invite any Member of the College Management Team to attend for a specific item of business either at Corporation or Corporation Committee meetings.

## 10. Appointment of Chair & Vice Chair of the Corporation

10.1 The period of office for the Chair and Vice Chair of the Corporation is two years.

10.2 The appointment of the Chair and Vice Chair will take place on an alternating yearly basis.

- 10.3 Where the Chair or Vice Chair resigns during their period of office, the subsequent term of office of the newly-appointed Chair or Vice Chair will be determined to ensure compliance with Standing Order 10.2 and may therefore require a term that is less than two years.
- 10.4 The Clerk will write to all governors seeking nominations for the post.
- 10.5 The Chair or Vice Chair of the Corporation, as appropriate, will chair the meeting which appoints the Chair or Vice Chair. The Chair of the meeting will confirm nominations received and will seek 'seconders' for each nomination received.
- 10.6 In the event that more than one nomination is received and seconded, an election will take place. The election will either be through a show of hands or through a ballot conducted at the meeting, the method to be determined at the meeting.
- 10.5 The Principal, Staff and Student Members are ineligible for appointment to these positions but may participate in the appointment process.

## **11. Chair's Action**

- 11.1 Where it is necessary to seek a decision from the Corporation prior to the next meeting of the Corporation, the decision may be obtained from the Chair of the Corporation.
- 11.2 In order for the Chair to consider the issue and make a decision or approve action on behalf of the Corporation, the following information must be supplied in the form of a written report to the Chair:
  - a) The reason for the urgency and need for Chair's action;
  - b) Background to the issue concerned;
  - c) A recommended course of action;
  - d) The proposed timescale for any approval and subsequent action.
- 11.3 Before the Chair makes any decision, he or she can request further information from the Principal, consult with the Vice Chair of the Corporation or consult with the Chair of any Corporation Committee who may normally have considered the issue on behalf of the Corporation.
- 11.4 If the Chair of the Corporation is unavailable then the matter can be referred to the Vice Chair of the Corporation.
- 11.5 If the Chair wishes to approve the action the report must be signed by the Chair. A copy of this authorisation to proceed with the action should be retained by the Chair, the Principal and Clerk to the Corporation.
- 11.6 The action taken by the Chair must be reported to the next full meeting of the Corporation.

## **12. Special Meetings**

- 12.1 Special meetings of the Corporation can be called by
- the Chair
  - written request from any five members of the Corporation to the Chair.
- 12.2 Normally seven days' notice of the meeting will be given but the Chair can waive this notice if he or she decides that the matter is sufficiently urgent to do so.
- 12.3 Where a special meeting is requested by five or more members, the Chair must arrange for the meeting to take place through the Clerk. The Clerk will ask for written confirmation of the business to be discussed and this will appear on the agenda.
- 12.4 Special meetings can only deal with the particular business for which the meeting has been called.
- 12.5 Special meetings of the Corporation Committees can be called by
- the Chair of the Committee
  - written request from any two members of the Committee who are members of the Corporation.
- 12.6 The same principles as detailed in paragraphs 12.2 to 12.4 above will apply to Special meetings of Committees.

## **13. Attendance**

- 13.1 The Clerk will keep record on the minutes of each meeting the attendance of Corporation or Corporation Committee members. Only those actually present at the meeting can be recorded as attending. An advance apology for absence does not count as attendance.
- 13.2 If the Corporation are satisfied that any member has been absent from meetings for a period longer than 6 consecutive months without the permission of the Corporation, the Corporation may, by notice in writing, remove the member from office.
- 13.3 If a member is aware that they will be unable to attend meetings for a period longer than 6 months they should notify the Clerk in writing. The notification should advise as to the reason for the non-attendance. The Clerk will bring the notification to the Chair's attention who will make a recommendation on the continuing membership to the next full meeting of the Corporation.
- 13.4 Attendance at both meetings of the Corporation and meetings of Corporation Committees count as attendance during a six month period.
- 13.5 Where the continued absence of a member of the Corporation calls into question his or her absence, the Clerk will notify the Chair of the Corporation prior to the occasion when such a determination may be

necessary. The Chair will alert the member that continued absence from the next meeting may call into question continued membership of the Corporation.

#### **14. Expenses**

- 14.1 Reimbursement of members' expenses for attending Corporation or Corporation Committee meetings will be made and the details confirmed in the Corporation's policy '*Governors Reimbursement of Expenses*'.

#### **15. Servicing of the Corporation and Committees**

- 15.1 The servicing and support of the Corporation and all of its Committees, with the exception of the Audit Committee, will be the responsibility of the Clerk to the Corporation. The Clerk may designate a member of his or her staff to clerk such a meeting in his or her absence or where he or she feels it is not appropriate that they attend.
- 15.2 No resolutions of the Corporation or its Committees can be made without the Clerk or his/her designated deputy being in attendance.
- 15.3 There may be exceptional occasions when the Clerk feels that his or her advice is being disregarded or overruled. In the event that the Clerk is unable to resolve such a matter within the College he or she may take appropriate action. Parameters for such actions will be confirmed in a procedure approved by the Corporation.

#### **16. Corporation Seal**

- 16.1 There will be occasions where it is necessary to execute a document under the seal of the Corporation.
- 16.2 In such cases the seal shall be applied on the authorisation by signature of the Chair of the Corporation and one other member, normally the Principal.
- 16.3 Whenever the Corporation seal has been used, such a use will be reported to the next full meeting of the Corporation.

#### **17. Subsidiary Companies**

- 17.1 A report which describes the activities, if any, of any company owned by the Corporation will be reported to the Corporation on a termly basis.
- 17.3 The company will be governed by its Articles of Association and the Corporation will decide on the arrangements by which the College is represented on the Corporation of the Company. The Corporation will ensure that at least one senior manager and at least one member of the Corporation is a director of the Board.

- 17.4 The Clerk to the Corporation will be the Company Secretary of any subsidiary company.
- 17.5 The Corporation's External Auditors will be any subsidiary company's External Auditors.

## **18. Appointment of member's of the Corporation**

- 18.1 Where a Corporation membership vacancy arises the Corporation may not make an appointment until it has received the advice of the Nomination Committee.
- 18.2 Where a vacancy arises due to the expiry of an existing members term of office and that member wishes to be considered for re-appointment the Nomination Committee cannot automatically nominate the member for re-appointment. The Nomination Committee must satisfy itself that the skills and expertise of the member remain relevant and that no other available candidate is more suitable for the position.
- 18.3 If the Nomination Committee is not satisfied that it can recommend a candidate for appointment by the Corporation it must fully debate the reasons which will be recorded in the minutes of the Committee and reported to the Corporation. The Committee should recommend to the Corporation actions to be taken to fill the vacancy.
- 18.4 The arrangements for the selection and appointment of governors is confirmed in the Corporation's policy '*Governor Selection*'.

## **19. Register of Interests & Declaration of Interests**

- 19.1 The Clerk to the Corporation will ensure that every member of the Corporation has the opportunity to declare, and keep up-dated, any interests that the member wishes to disclose and that any disclosures are recorded in a Register of Interests.
- 19.2 The Register Of Interests will be available for reference at every Corporation and Corporation sub-committee meeting.
- 19.3 A copy of the Register Of Interests is available to every member of the Corporation from the Clerk on request.
- 19.4 Members will declare their interests for any agenda item at the commencement of the meeting and details of any declared interest will be minuted.

## **20. Withdraw from Meetings**

- 20.1 Except as provided by articles 12 and 13 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of the staff of the institution shall withdraw -

- (a) from that part of any meeting of the Corporation or any Committee of the Corporation at which staff matters relating solely to that member of staff (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered;
- (b) from that part of any meeting of the Corporation or any Committee of the Corporation at which his reappointment or the appointment of his successor is to be considered; and
- (c) if so required by a resolution of the other members present, from that part of any meeting of the Corporation at which staff matters relating to any member of staff holding a post senior to his own are to be considered.

20.2 Except as provided by rules made under article 16(2) of the Articles of Government (relating to appeals and representations by students in disciplinary cases) a student member shall withdraw from that part of any meeting of the Corporation at which his conduct, suspension or expulsion is to be considered.

20.3 In any case where the Corporation or any Committee of the Corporation is to discuss staff matters relating to a member or prospective member of the staff of the institution, a student member shall:

- (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
- (b) where required to do so by a majority of the Members, other than the student members, of the Corporation or Committee present at the meeting, withdraw from the meeting.

## **STANDING ORDERS TO COMMITTEES**

### **1 Introduction**

- 1.1 These standing orders supplement the “Standing Orders for the Corporation” approved by the Corporation.

### **2 Election of chair of a committee**

- 2.1 The Chair of a Committee shall be appointed (and may also be removed) by the Corporation, with the exception of the Special Committee will be appointed by that Committee.
- 2.2 The Corporation shall appoint the Chair of each Committee at a Corporation meeting which takes place in the Autumn Term.
- 2.3 The Chair of a Committee shall be eligible for re-appointment.
- 2.4 The Chair of a Committee may resign their respective position at any time by giving notice to the Clerk to the relevant Committee.

### **3 Decisions and voting**

- 3.1 Resolutions at meetings of a committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting.
- 3.2 All members of a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 3.3 In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 3.4 Members of a committee may not vote by proxy or by post.
- 3.5 The quorum requirements for a committee shall be set out in its terms of reference. A meeting must be quorate throughout.

### **4 Convening meetings of a committee**

- 4.1 Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.
- 4.2 All committee meetings shall be summoned by the Clerk to the Committee by at least seven days notice sent to every member of the committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting.
- 4.3 It shall be permissible for the Chair of a committee to convene an emergency meeting of that committee by giving less than seven

business days prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

## **5 Terms of reference**

- 5.1 All committees and their members shall comply in all respects with and observe their terms of reference. If a committee is doubtful over the precise scope of its authority or its remit it should raise the issue with the Clerk to the Corporation in the first instance.

## **6 Declarations of public interest**

- 6.1 Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a committee member who has any financial interest in the supply of work or goods to or for the purposes of the College, any contract or proposed contract concerning the College or any other matter relating to the College and being considered by or relevant to the operation of the committee of which he/she is a member shall:
- (a) disclose to the Corporation the nature and extent of his/her interest and for this to be recorded in the minutes of the meeting; and
  - (b) if he/she is present at a committee meeting at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.
- 6.2 The Clerk to the Corporation shall maintain a register of interests of all committee members which are disclosed and such a register shall be made available for inspection by the public.
- 6.3 Members of committees should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 6.4 Members of committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.