



STANDING ORDERS FOR THE CORPORATION AND ITS COMMITTEES

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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 and any subsequent legislation (“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 These standing orders will be reviewed by the Corporation periodically.
- 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:
 - 1.3.1 selflessness;
 - 1.3.2 integrity;
 - 1.3.3 objectivity;
 - 1.3.4 accountability;
 - 1.3.5 openness;
 - 1.3.6 honesty; and
 - 1.3.7 leadership.
- 1.4 Every member of the Corporation shall comply with its Code of Conduct and Conflicts of Interest Policy.

2 Appointment of Members

The appointing authority for all members is the Corporation. The Corporation will not appoint a member, other than the Principal and the Staff or Student Members, without first considering the recommendations of the Governance and Search committee

3 Term of Office

- 3.1 Appointment as an independent member shall be for a term of four years. The Principal’s term of office shall be coterminous with his/her employment as Principal. The Staff Members’ term of office will be no more than four years. The Student Members Term of Office shall be for the duration of their programme of study plus up to one year at the discretion of the Corporation.
- 3.2 An independent governor may be re-appointed but shall not serve for more than eight years

4 Election of Chair of the Corporation and its Committees

- 4.1 The Search and Governance Committee shall consider nominations for the role of Chair and a Vice-Chair(s) of the Corporation and make recommendations to the Corporation Board for consideration and if appropriate approval. Nominations shall not include the Principal, Staff, or Student members.
- 4.2 The Search and Governance Committee shall consider nominations for the role of Chair and Vice- Chair (s) of a committee and make recommendations to the Corporation Board or consideration and if appropriate approval. Committee Chair's and Vice Chairs shall be appointed (and may also be removed) by the Corporation and/or the members of the Committee, depending on the terms of reference of the Committee and shall hold office for such period as the Corporation may determine. On the expiration of the term of the Chair or Vice Chair, he/she shall be eligible for re-appointment.
- 4.3 If the Chair of the Corporation is absent from a meeting of the Corporation Board, a vice-chair shall act as Chair for that meeting. If the Chair of a committee is absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as chair for that meeting.
- 4.4 The Chair of the Corporation or a committee may resign his or her position at any time by giving notice to the Company Secretary.

5 Decisions and voting

- 5.1 Resolutions at meetings of the Corporation or a committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting. However, if the membership of a meeting only reaches the quorum, and a significant decision is being considered, the Corporation or committee shall consider whether it is more appropriate to refer the decision to a later meeting of the committee or the Corporation as the case may be. This is particularly the case where the quorum is made up of the Principal and a Staff Governor.
- 5.2 All members of the Corporation and its committees will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 5.3 In the case of an equality of votes, the Chair of the meeting (or in his or her absence the acting Chair) shall have a second or casting vote.
- 5.4 Members of the Corporation or its committees may participate in meetings by telephone or video link.

- 5.5 The quorum requirements for a committee shall be set out in its terms of reference. A meeting must be quorate throughout.
- 5.6 A decision of the Corporation or a committee may be taken by written resolution subject to the provisions of the Instrument of Government.

6 Convening meetings of the Corporation and its committee

- 6.1 The Corporation and its Committees shall comply with any stipulated minimum number of meetings as set out in the Instrument and Articles or the committee terms of reference, as the case may be.
- 6.2 All Corporation and committee meetings shall be summoned by the Company Secretary by at least seven days notice sent to every member of the Corporation or committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting.
- 6.3 It shall be permissible for the Chair of the Corporation or of a committee to convene an emergency meeting of the Corporation or a committee as the case may be, by giving less than seven days prior notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.

7 Terms of reference

- 7.1 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 Chair of the Corporation or the Company Secretary.

8 Publication of agendas and minutes

- 8.1 Subject to paragraph 8.2 below, the Company Secretary shall ensure that a copy of:
- 8.1.1 the agenda for every meeting of the Corporation or a committee;
 - 8.1.2 the signed minutes of every such meeting; and
 - 8.1.3 any report, document or other paper considered at any such meeting

shall in each case as soon as reasonably practicable be made available, via the Company Secretary for inspection by the public.

- 8.2 There may be excluded from any item required to be made available pursuant to clause 8.1 above, any material relating to:

- 8.2.1 a named person employed at or proposed to be employed at the College;
- 8.2.2 a named student at, or candidate for admission to, the College;
- 8.2.3 the Company Secretary/Clerk to the Corporation; or
- 8.2.4 any matter which, by reason of its nature, the Company Secretary is satisfied should be dealt with on a confidential basis.

9 Non-attendance at Corporation committee meetings and lapsing of membership

- 9.1 If at any time the Corporation is satisfied that any member of the Corporation:
 - 9.1.1 has been absent from meetings of the Corporation or a committee for a period longer than 3 consecutive months without the permission of the Corporation; or
 - 9.1.2 is unable or unfit to discharge the functions of a member of the Corporation; or
 - 9.1.3 is not serving the best interests of the Corporation

the Corporation may by notice to such member remove him or her from membership of the Corporation or any of its committees.

10 Declarations of public interest

- 10.1 Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a member or attendee 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 operations of the Corporation or a committee of which he or she is a member or who has any other interest of a description specified by the Corporation from time to time shall:

- 10.1.1 disclose to the Corporation or the committee, as the case may be, the nature and extent of his or her interest; and
- 10.1.2 if he or she is present at a Corporation or 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 or she is not entitled to vote.

- 10.2 The Company Secretary shall maintain a register of interests of all Corporation members which are disclosed and such a register shall be made available for inspection by the public.
- 10.3 Members of committees shall not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 10.4 Members of the Corporation 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. All gifts and hospitality shall be disclosed in accordance with the College's policy.