



New College Corporation

STANDING ORDERS

For the conduct of meetings
of the Corporation and committees
and related issues

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1. Introduction

This document – the Standing Orders – sets out the procedures, rules and arrangements approved by the Corporation with regard to the conduct, rules and procedures for the Corporation and its committees to ensure the efficient running of all business.

Nothing within this document overrides the provisions of the Instruments and Articles of Government for Further Education Corporations which provides the framework for the operation of the Corporation and to a limited extent for the function of some of its committees.

Every member of the Corporation and of its committees shall be bound by these Standing Orders and shall be expected to adhere to them.

It is the responsibility of the Clerk to the Corporation to advise the Corporation (or if appropriate the Chair of the Corporation or the Chair of one of its committees) on the interpretation of the document and to advise if it appears that at any time the Corporation, one of its committees or an individual member of the Corporation is in breach of this document or any of the other Corporation documents.

A number of other documents are also taken into account when conducting Corporation business, including:

- Instruments and Articles of Government
- Code of Conduct
- Other approved governance policies and procedures

2. Appointment of the Chair and Vice-Chair of the Corporation

- 2.1 The Corporation shall appoint a Chair and Vice-Chair from among its membership at a meeting of the full Corporation.
- 2.2 The appointment shall be for a term of office of one year unless decided otherwise by the Corporation.
- 2.3 Neither the Principal, nor any staff or student governors are eligible for appointment.
- 2.4 The Chair and Vice-Chair of the Corporation shall be appointed, after being proposed and seconded, on a show of hands by the governors present at the meeting.
- 2.5 The Vice-Chair shall chair the meeting for the item relating to the appointment of the Chair unless they are nominated for the position in which case the meeting shall appoint an external member to chair the meeting for that item.
- 2.6 If both the Chair and 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.
- 2.7 Members are permitted to self-nominate.
- 2.8 All nominations must be seconded by a member of the Corporation.

- 2.9 The Chair and/or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.
- 2.10 If the Corporation is satisfied that the Chair /Vice-Chair is unfit or unable to carry out the functions of the office, it may give written notice removing the Chair/Vice-Chair from office. The relevant office shall then be vacant.
- 2.11 Before the end of the term of office of the Chair/Vice-Chair, or at the first meeting following the resignation or removal from office of the Chair/Vice-Chair, the Corporation shall appoint a replacement from among the eligible members of the Corporation.
- 2.12 At the end of their respective terms of office the Chair/Vice-Chair will be eligible for re-appointment.

3. Composition of the Corporation, appointment and term of office of members of the Corporation

- 3.1 The Corporation shall set its composition within the requirements of the Instruments and Articles of Government, Instrument 2.
- 3.2 The Corporation shall not appoint members who are classed as exempt from holding office as defined by the Instruments and Articles of Government, Instrument 8.
- 3.3 Members of the Corporation shall hold office in accordance with the terms of their appointment contained within *Appendix A*.
- 3.4 The length of the term of office shall be determined by the Corporation but shall not exceed four years.
- 3.5 Members will be eligible for re-appointment at the end of their term of office. There is no limit to the number of times that a member can be re-appointed.
- 3.6 Any member may resign from office at any time by giving notice in writing to the Clerk to the Corporation.

4. Attendance

- 4.1 Members are expected to attend, as far as is reasonably practicable, all meetings of the Corporation and those Corporation committees of which they are a member.
- 4.2 The Corporation sets an attendance target of 80% for members
- 4.3 Where members become aware that they will be unable to attend a meeting of either the Corporation or a Corporation committee of which they are a member, they should advise the Clerk to the Corporation in order that their apologies can be given to the meeting and the possibility of a un-quorate meeting can be identified at an early stage.
- 4.4 If the Clerk to the Corporation judges that a meeting will not be quorate they will immediately inform the Chair of the meeting.

- 4.5 The Clerk to the Corporation shall be responsible for maintaining a record of attendance by members at the Corporation and Corporation committees.
- 4.6 The Clerk to the Corporation will present a report to the Corporation on an annual basis on members' attendance at the Corporation and Corporation committees.

5. Suspension of membership/prolonged absence

- 5.1 The Corporation may, by notice in writing to that member, remove a member from office if the Corporation is satisfied that they are unfit or unable to discharge the functions of a member or if they have been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation.
- 5.2 If a member is unable to attend meetings for a period longer than six months they should notify the Corporation and seek their approval for the absence. Failure to do so could lead to the Corporation resolving to remove the member from office.

6. Members not to hold interests in matters relating to the College

- 6.1 No member of the Corporation shall acquire or hold any interest in any property that is held or used for the purposes of the college except with the written approval of the Secretary of State.
- 6.2 Any member who has a financial interest in:
 - the supply of work to the college, or the supply of goods for the purposes of the college;
 - any contract or proposed contract concerning the college; or
 - any other matter relating to the college; or
 - has any other interest of a type specified by the Corporation in any matter relating to the college:

shall

(i) disclose to the Corporation the nature and extent of the interest and,

(ii) if present at a meeting of the Corporation, or any of the Corporation committees, at which such supply, contract or other matter as mentioned above is to be considered, not take part in the consideration or vote on any question with respect to it. They shall not be counted as part of the quorum present at the meeting in relation to a resolution on which they are not entitled to vote, and shall withdraw from the meeting if required to do so by a majority of the members of the Corporation or committee present at the meeting.

The above shall not prevent the members 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.

- 6.3 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:
 - need not disclose a financial interest;

- may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
- shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

6.4 The Clerk to the Corporation shall maintain a register of interests of the members of the Corporation. The register shall be made available during normal office hours at the institution to any person wishing to inspect it.

7. Corporation committees, Committee membership and Chairs of Committees

- 7.1 The Corporation may establish committees for any purpose or function, other than those that the Instruments and Articles of Government assign to the Principal or the Clerk to the Corporation and may delegate powers to those committees; the Chair, or in the Chair's absence, the Vice-Chair; or the Principal.
- 7.2 The Corporation shall determine the size and membership of the committees of the Corporation, having regard to the Instruments and Articles of Government, and the terms on which they are to hold and to vacate office.
- 7.3 The Corporation shall establish a committee to be known as the Search committee, as directed by the Instruments and Articles of Government, Article 5, to advise on:
- the appointment of members (other than staff and student)
 - such other matters relating to membership and appointments as the Corporation may ask it to do.
- 7.4 The Corporation shall establish a committee to be known as the Audit committee, as directed by the Instruments and Articles of Government, Article 6, to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- 7.5 The Corporation shall establish other committees as required.
- 7.6 On the expiry of their term of office as a member of the Corporation, committee membership as well as Corporation membership shall be reviewed by the Search committee if they seek re-appointment.
- 7.7 The Chairs of the committees shall be appointed annually by the committees at the first meeting of the academic year. The Chair will be eligible for re-appointment at the end of their term of office.
- 7.8 The Principal, staff and student governors and any co-opted members of the committee are not permitted to be elected as the Chair of a committee.
- 7.9 If the Chair of a committee is absent for any meeting the committee shall appoint a member to act as Chair for that meeting only. The member chosen shall not be the Principal, staff or student governor or co-opted member.

8. Special committees and Appeal committees

- 8.1 In the event that the dismissal of a Senior Postholder (SPH) is being considered, a Special Committee will be convened consisting of three members of the Corporation – not the Chair or Vice-Chair of the Corporation, the Principal or staff or student member.
- 8.2 Members of the Special Committee to consider the dismissal of a SPH, referred to above will not be eligible for membership of an ensuing Appeals Committee. An ensuing Appeals Committee will consist of three members of the Corporation excluding the Chair and Vice-Chair of the Corporation, the Principal or staff or student members.
- 8.3 The Chairs of the Special Committee and the Appeals Committee will be selected by the relevant committee.
- 8.4 Both the Special Committee and the Appeals Committee are authorised to seek any relevant information from any members of staff, members of the Corporation, or any relevant third parties. All members of staff are directed to cooperate with any reasonable request made by the relevant committee. The Special Committee and the Appeals Committee may, if they consider it appropriate, seek guidance from the most senior member of the Human Resources department and/or seek legal or other independent professional advice.
- 8.5 The Clerk to the Corporation shall act as Clerk to the Special Committee and the Appeals Committee. If the Clerk to the Corporation is the subject or is materially involved, the Corporation will appoint an alternative Clerk. The Clerk shall be responsible for the production and appropriate circulation of any minutes, papers and correspondence arising in connection with any meetings convened by the Special Committee or Appeals Committee or any investigations unless legal advice is given and accepted against the production of documents.
- 8.6 At a hearing, the Special Committee and the Appeals Committee will first ensure that the relevant committee's role and the procedure to be followed are understood by all the persons attending the hearing. On conclusion of the relevant hearing, the Committees shall deliberate over their findings in private.

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 With the exception of 9.4 and 9.5 below, all meetings shall be called by the Clerk to the Corporation,. Wherever possible written notice of meetings and a copy of the proposed agenda will be forwarded to members at least seven calendar days before the date of the meeting
- 9.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, 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. Quorum

- 10.1 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of determined members.
- 10.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 10.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 10.4 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.
- 10.5 If the Clerk to the Corporation judges that a meeting will not be quorate he/she will advise the Chair immediately.
- 10.6 Meetings of the Corporation committees shall be quorate if the number of members present is three or more throughout.
- 10.7 For the purposes of quoracy, any member who has declared an interest will cease to be counted towards the quorum necessary for taking any decision on the matter in question.

11. Agendas and supporting papers for meetings

- 11.1 The business of all formal meetings of the Corporation and Corporation committees will be clearly set out in an agenda. The agenda will be initially drafted by the Clerk to the Corporation. The final agenda will be determined by the Chair of the meeting, taking into account advice from the Clerk to the Corporation, the Principal and relevant members of the Senior Management Team. The right of the members of the Corporation and the Clerk to the Corporation to put forward matters for consideration also needs to be taken into account.
- 11.2 Agendas for the scheduled meetings of the Corporation shall include the following items in the agenda:
- Governor training
 - Apologies for absence
 - Disclosure of Interests
 - Minutes of the last meeting
 - Matters arising from the minutes of the last meeting
 - Risk Management update

- Principal's report (including Key Performance Indicators (KPIs))
- Success Rate update
- Safeguarding update
- Minutes of Corporation committees to note
- Any other business
- Date of next meeting

11.3 Agendas for the scheduled meetings of the Corporation committees shall include the following items in the agenda:

- Apologies for absence
- Disclosure of Interests
- Minutes of the last meeting
- Matters arising from the minutes of the last meeting
- Risk Management update
- Any other business
- Date of next meeting

11.4 Individual members may request an item be included in an agenda. Such requests should be submitted to the Clerk to the Corporation at least ten days before the date of the meeting in order that the Clerk to the Corporation can consult with the Chair of the Corporation/committee regarding the inclusion of the item in the agenda.

11.5 In the event that an item raised by an individual member is rejected, the Clerk to the Corporation shall advise the member of the reasons for the rejection of the item.

11.6 If an item for the Corporation is requested by a minimum of five individual members it will be included in the agenda.

11.7 Members of the Corporation are asked to attempt to give prior notice to the Clerk to the Corporation or the Chair details of any item that they wish to raise under the item 'any other business'.

11.8 The Chair of the Corporation/committee will determine if a request for an item to be raised under 'any other business' is one that meets the following criteria:

- (i) that having regard to the Instruments and Articles of Government, these Standing Orders, relevant Terms of Reference and any other documents of the Corporation it is appropriate for the Corporation/ committee to consider the matter;
- (ii) that the matter requires to be considered as a matter of urgency by the Corporation/ committee before the next scheduled meeting of the Corporation/ committee.

11.9 All supporting papers for meetings of the Corporation and committees must clearly show their purpose and must be available to the Clerk to the Corporation in accordance with the published agenda schedule.

11.10 All supporting papers for consideration by the Corporation or committees will include clear recommendations wherever possible. However it is for the members to determine the appropriate decision in relation to the matter contained within the paper even if this is contrary to the recommendation.

11.10 Late papers will only be permitted/tabled in exceptional circumstances and with the approval of the appropriate Chair.

12. Proceedings of meetings (including voting and withdrawal)

- 12.1 Every question to be decided at a meeting of the Corporation or committee shall be decided by a majority of votes cast by members present and entitled to vote on the question..
- 12.2 Where, at a meeting of the Corporation or committee, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 12.3 A member may not vote by proxy or by way of postal vote.
- 12.4 The normal way of voting will be by a show of hands. If a majority of members present and entitled to vote so wish, the vote may be conducted by a secret ballot however it is expected that this arrangement will only be required in exceptional circumstances.
- 12.5 In exceptional circumstances, and with the consent of the Chair, a resolution via email may be sought where the item in question requires resolving between meetings and a special meeting cannot be held. The proposed resolution must:
- (i) be sent in writing, either via hard copy or electronically, to all members entitled to vote on the matter;
 - (ii) be accompanied by a statement informing members how to indicate agreement to the resolution and the date by which they are required to respond;
 - (iii) allow sufficient time for members to seek further information if required before responding to the resolution;
 - (iv) be deemed to have been passed if the required majority of members eligible to vote have indicated their approval within the set time limit.
- 12.6 No resolution by the Corporation or committee 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.
- 12.7 A member of the Corporation who is a member of staff at the college, including the Principal, shall withdraw from any part of any meeting of the Corporation or any of the committees at which:
- (i) 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;
 - (ii) that member's reappointment or the appointment of that member's successor is to be considered;
 - (iii) the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be);
 - (iv) that member is required to do so by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

- 12.8 If the Principal has chosen not to be a member of the Corporation he/she shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, but shall withdraw in any case where the Principal would be required to withdraw as in 12.5 above.
- 12.9 A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal for the expenditure of money by the Corporation or under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 12.10 Except as provided by the rules made under the Instruments and Articles of Government, Article 18(3), relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- 12.11 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- 12.12 The Clerk to the Corporation shall withdraw from that part of any meeting of the Corporation or its committees at which the Clerk to the Corporation's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered.
- 12.13 Where the Clerk to the Corporation is a member of staff at the college, the Clerk shall withdraw in any case where a member of the Corporation is to withdraw under 12.5 above.
- 12.14 If the Clerk to the Corporation withdraws from a meeting, or part of a meeting, the Corporation or its committee shall appoint a person from among themselves to act as Clerk during his/her absence.
- 12.15 Individual members are required to act within and comply with collective responsibility and stand by decisions made by the Corporation or committee even if they have not supported the decision.
- 12.16 All discussion at meetings of the Corporation and Corporation committees will be conducted through the Chair.
- 12.17 Members may raise a point of order at any time during a discussion where it is believed that the provisions of the Instruments and Articles of Government and or any other Corporation rule, regulation or guidance has been ignored. The member raising the point of order will be required to explain why they feel the provision is being ignored. The Chair will seek the guidance of the Clerk to the Corporation and their ruling will be final and shall not be challenged further during the meeting.
- 12.18 Members are required to respect the right of others to express their personal opinions/views. Members should be minded that nothing should be said or done that could bring the Corporation or committee or college into disrepute.

13. Minuting of Corporation and committee meetings

- 13.1 Written minutes of every meeting of the Corporation and committees will be prepared by the Clerk to the Corporation. The minutes will be prepared in draft form in the first instance and circulated to the relevant Chair as soon as possible after the meeting.
- 13.2 The minutes of the last meeting shall be taken as an agenda item at the next scheduled meeting of the Corporation or committee.
- 13.3 The minutes of the last meeting are not required to be taken as an agenda item at a special or extraordinary meeting.
- 13.4 Where the minutes of a meeting are taken as an agenda item and agreed to be accurate they will be confirmed as a correct record of the meeting.
- 13.5 Where any changes are made to the minutes of the last meeting the changes will be recorded in the minutes of the meeting at which they are an agenda item.
- 13.6 Separate minutes will be taken of those parts of meetings from which staff members, student members, the Principal, other staff or the Clerk to the Corporation have been excluded and those persons will not have any entitlement to see those minutes or any papers relating to them. The existence of the separate minutes will be recorded within the main minutes of the meeting. The separate minutes will only be circulated to those members who were present or entitled to be present for that part of the meeting.
- 13.7 Minutes of the Corporation and committees will report briefly the discussion which takes place on an issue and clearly record the decision and any course of action required. Only where an issue is of major significance or potentially controversial will discussions be summarised in more detail in the minutes.

14. Publication of minutes and papers of the Corporation and committees

- 14.1 With the exception of confidential agenda, minutes and papers, all minutes (following approval as a correct record by the Corporation or committee) and papers of the meetings of the Corporation and committees will be available for inspection during normal office hours on application to and by prior arrangement with the Clerk to the Corporation.
- 14.2 With the exception of excluded items as detailed in 14.1, the minutes of the Corporation and committees will be placed on the college website and will remain there for a minimum of twelve months.
- 14.3 The following items will be regarded as confidential items and will not be made available for public inspection or published on the college website:
 - (i) matters concerning a named, or otherwise identifiable person employed or proposed to be employed at the college;
 - (ii) matters concerning a named, or otherwise identifiable student at, or candidate for admission to the college;
 - (iii) matters concerning a named, or otherwise identifiable person appointed to, or proposed to be appointed or re-appointed to the Corporation;
 - (iv) any material relating to the Clerk to the Corporation except contact details;

(v) any matter, including any advice given/received, which by reason of its nature the Corporation or committee deems to be confidential or sensitive.

- 14.4 Decisions on confidentiality will initially be made by the Chair of the Corporation or committee on the advice of the Clerk to the Corporation and, if appropriate, consultation with the Principal and other members of the college staff. This decision may be queried by the Corporation or committee. In this case the final decision will be made by the Corporation or committee.
- 14.5 Minutes and papers that are deemed to be confidential will be clearly marked as confidential.
- 14.6 Confidential minutes and papers will be reviewed on a regular basis and confidentiality removed if appropriate.

15. Access to meetings of the Corporation and committees

- 15.1 Members of the Corporation and the Clerk to the Corporation are entitled to attend all meetings of the Corporation unless specifically excluded by the Instruments and Articles of Government, these Standing Orders or other Corporation policy or procedure.
- 15.2 Members of committees, the Chair and Vice-Chair of the Corporation and the Clerk to the Corporation are entitled to attend all meetings of committees unless specifically excluded by the Instruments and Articles of Government, these Standing Orders or other Corporation policy or procedure.
- 15.3 The Corporation and its committees shall determine, from time to time, whether it will permit or require the attendance of non-members of the Corporation and its committees at meetings.
- 15.4 Senior staff of the college may be invited to attend meetings of the Corporation and its committees to present or contribute to relevant agenda items by the Chair of the Corporation or Corporation committee.
- 15.5 The Corporation places responsibility on the Clerk to the Corporation and the Principal to ensure that members of college staff withdraw from meetings when required.

16. Public access to meetings of the Corporation and Corporation committees

- 16.1 The Corporation shall decide whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk to the Corporation or the Principal. In making the decision the Corporation shall give consideration to Instrument 17(2) of the Instruments and Articles of Government.
- 16.2 Meetings of the Corporation and Corporation committees are not generally open to the public.
- 16.3 Members of the public who wish to observe either part, or all of a meeting of the Corporation are asked in the first instance to advise the Clerk to the Corporation of their wish..
- 16.4 The Clerk to the Corporation will advise the Chair of any requests received from members of the public to attend either part or all of a meeting of the Corporation.

16.5 The Chair will consider and decide upon requests from members of the public to observe either part or all of a meeting of the Corporation. The Chair should seek the advice of the Clerk to the Corporation and any further advice necessary before deciding upon the matter.

17. Support for the Corporation by the Clerk to the Corporation

17.1 The Clerk to the Corporation is responsible for supporting the Corporation, committees, individual members and any other groups established by the Corporation from time to time.

17.2 The Clerk to the Corporation is appointed by the Corporation as a senior postholder and the Chair of Governors shall be their direct line manager.

17.3 The Corporation approves the detailed job description for the Clerk to the Corporation which sets out their role and responsibilities. The job description shall be reviewed alongside the Clerk to the Corporation's performance review.

17.4 The Clerk to the Corporation should attend all meetings of the Corporation, Corporation committees and other groups established by the Corporation from time to time. No resolutions of the Corporation should be made without the Clerk to the Corporation (or Acting Clerk) being in attendance unless the resolution relates to a matter for which the Clerk can be excluded from the meeting.

17.5 In the absence of the Clerk to the Corporation due to illness or for other good and urgent reason, the Chair will make arrangements, following discussion with the Principal and, if possible, the Clerk to the Corporation, for someone other than a member of the Corporation to take on the clerking role on a temporary basis.

17.6 The Instruments and Articles of Government, Article 3(3) requires that the Clerk to the Corporation shall be responsible for the following functions:

- (a) advising the Corporation with regard to the operation of its powers;
- (b) advising the Corporation with regard to procedural matters;
- (c) advising the Corporation with regard to the conduct of its business; and
- (d) advising the Corporation with regard to matters of governance practice

18. Declaration and Register of Interests

18.1 The Instruments and Articles of Government, Article 11(6) requires that the Clerk to the Corporation maintains a register of the interests disclosed by members of the Corporation. The Register shall be made available during normal office hours at the college to any person wishing to inspect it.

18.2 Individual members are responsible for declaring any interests that they might hold.

18.3 The agendas for every meeting of the Corporation and Corporation committees will include a standing item for the disclosure of interests.

18.4 Members who have declared an interest at a meeting should subsequently withdraw from that meeting or any part of the meeting at which the matter is to be discussed. If having declared an interest the member decides to remain in the meeting they must not take part in any of the discussion on the matter or vote thereon.

- 18.5 For the purposes of quoracy, any member who has declared an interest will cease to be counted towards the quorum necessary for taking any decision on the matter in question.

19. Chairman's action

- 19.1 The Chair of the Corporation, or in his/her absence the Vice-Chair, shall be permitted to action matters of urgent business which, in the case of the Corporation, do not warrant the calling of a special meeting or where it is not possible to arrange a special meeting.
- 19.2 The Chair shall report on any matters of urgent business which, in the case of the Corporation, did not warrant the calling of a special meeting or where it was not possible to arrange a special meeting, that it has been necessary to action to the next meeting.
- 19.3 In the absence of the Chair, the Vice-Chair is authorised to act on his/her behalf.

20. Requests for information

- 20.1 The Freedom of Information Act 2000 is applicable to the college and creates a public right of access, on request, to information held by the college.
- 20.2 Requests for information under the Freedom of Information Act 2000, received by the college are dealt with and responded to by the Clerk to the Corporation. The Clerk to the Corporation will consult with college staff to obtain the information requested.
- 20.3 Marking an item as 'confidential' does not preclude consideration of the supply of that information if requested. The Chair or, in his/her absence, the Vice-Chair, will decide if the information request is to be met, taking advice from the Clerk to the Corporation, the Principal, other relevant college staff and external sources, including legal advice. In taking that decision, the Chair will comply with the legislation on information sharing.
- 20.4 If the request is for information originally classified as confidential after it has been deemed to no longer be confidential, the information will be available for release subject to the information not being classed as exempt.

21. Resolving difficulties

- 21.1 It is the responsibility of the Clerk to the Corporation to make known any concerns that the Corporation is acting inappropriately or beyond its powers. There may be exceptional circumstances where the Clerk to the Corporation feels that his/her advice is being disregarded or overlooked and due to this the proper conduct of the Corporation is at risk. Any such concerns raised will be considered by the Corporation as a matter of urgency.
- 21.2 If the Clerk to the Corporation is unable to resolve such matters he/she is able to seek advice from and refer to the appropriate government agencies in such cases.
- 21.3 The Clerk to the Corporation will raise all matters with the Chair of the Corporation and/or the Principal.

22. Senior Postholders (SPH)

- 22.1 The Corporation shall be responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff.
- 22.2 Where there is a vacancy or suspected vacancy for a SPH the Corporation shall:
- (a) advertise the vacancy nationally
 - (b) appoint a Selection Panel consisting of the Principal and at least 3 other members of the Corporation
- 22.3 The appointed Selection Panel shall:
- (a) decide on the arrangements for selecting the applicants for interview
 - (b) interview the applicants
 - (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the candidates they have interviewed.

23. Member information available to the public

- 23.1 Individual member's names, photograph and short personal bio will be included in the college website.
- 23.2 A list of the names of members of the Corporation together with any positions they hold will be made available to the public on request from the Clerk to the Corporation.
- 23.3 Each individual member will be given a college email address.
- 23.4 The personal contact details of individual members will not be made available without the permission of the individual.

APPENDIX A

Policy and Procedure for the appointment of Members (Governors) of the Corporation

1. Introduction

This document sets out the policy and procedure for the appointment of members of the Corporation.

2. Policy

- 2.1 The appointment of members of the Corporation shall be carried out in accordance with the requirements of the Standing Orders of the Corporation.
- 2.2 All members will be appointed for a term of office not exceeding four years.
- 2.3 All persons considered for appointment as a member of the Corporation must be eligible under the requirements of the Instruments and Articles of Government.
- 2.4 The Clerk to the Corporation will be responsible for overseeing the proper appointment process.

3. Procedure

3.1 Attracting prospective Members (Governors)

3.1.1 The Clerk to the Corporation will encourage enquiries from prospective members by means of appropriately advertising any vacancies as and when required.

3.1.2 The College will, through its business and community contacts, encourage applications for Governor vacancies.

3.1.3 The Clerk to the Corporation will provide any individual who expresses an interest in becoming a Governor of the college a copy of the Governor Induction Pack, containing as a minimum the following information:

- Instruments and Articles of Government
- Corporation Standing Orders
- Corporation Code of Conduct
- Eligibility criteria and declaration
- Register of Interests guidance and declaration
- Terms of Reference of Corporation committees
- Dates of meetings for the current academic year
- Details of governor training

3.1.4 The Clerk to the Corporation will extend an invitation to the interested individual to visit the college to discuss the role and responsibilities of individual members of the Corporation with the Clerk and/or the Chair of the Corporation and/or the Principal.

3.1.5 The Clerk to the Corporation will request interested individuals to complete the Governor application form and to submit their CV for consideration.

3.1.6 If there are no vacancies at the time, the individual will be advised that their application will be held on a waiting list for consideration as and when a vacancy occurs.

3.2 Appointment and re-appointment of existing Members (Governors)

3.2.1 All individuals interested in becoming a Governor of the college will be asked to provide a copy of their CV and to complete an application for governorship form.

3.2.2 All CVs and completed application for governorship forms will be referred to the Search committee for consideration.

3.2.3 On considering the CVs and application for governorship forms, the Search committee will make a recommendation to the Corporation as to whether or not an individual should be appointed or not as a member of the Corporation.

3.2.4 The appointment of all members of the Corporation (except staff and student members) will be made by the Corporation. The Clerk to the Corporation will place an item on the agenda for the next Corporation meeting to consider the appointment.

3.2.5 The Clerk to the Corporation will advise the individual of the outcome of their application at the earliest opportunity following the Corporation meeting at which their application was considered.

3.2.6 All members of the Corporation are eligible for re-appointment upon the expiry of their term of office.

NOTE: The Corporation, whilst mindful of best practice, has not set any limit on the number of times that a member can be re-appointed. However the Search committee will seek to achieve a balanced membership for the Corporation. It will also consider the contribution that the individual member has made and continues to make to the work of the Corporation and their attendance record.

3.3 Appointment and election of Staff Governors

3.3.1 All staff, whether full or part-time, who are members of the college's staff and have a contract of employment with the college and are paid through its payroll system are eligible to stand for election as a staff governor, and to vote for a candidate seeking that position.

3.3.2 Shortly before the expiry of the current term of office of a staff governor, the Clerk to the Corporation will advertise the prospective vacancy to all college staff and nominations for the position will be invited.

3.3.3 The advertisement will give details of nomination requirements, the closing date for nominations, the date of the election, and contact details for the Clerk to the Corporation who will provide any information requested by potential nominees. The advertisement will appear at least 10 working days in advance of the closing date for nominations and any election, if required, will be held at least 10 days after the closing date for nominations.

3.3.4 All nominations must be made in writing and be supported by the signatures of two full or part-time staff who have a contract of employment with the college and are paid through its payroll system, to the Clerk to the Corporation.

3.3.5 If only one nomination is received, that person shall be deemed elected to the position.

3.3.6 If two or more nominations are received, staff will be notified of the names of the nominees together with arrangements for the election. Each nominee will be asked to provide the Clerk to the Corporation with a short election address supporting their nomination.

NOTE: The Instruments and Articles of Government state that where the Corporation has decided that there are to be 2 staff members one may be a member of the academic staff, nominated and elected on by academic staff; and the other may be a member of the non-academic staff, or each may be a member of the academic or non-academic staff nominated and elected by all staff.

3.3.7 The result of the election will be published throughout the college.

3.3.8 No recommendation from the Search committee is required for the appointment of staff governors.

NOTE: the Instruments and Articles of Government state that the Corporation may decline to appoint a person as a staff or student governor if it is satisfied that the person has been removed from office as a member of a further education Corporation in the previous 10 years; or the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority, or the person is ineligible to be a member of the Corporation.

3.4 Appointment of Student Governors

3.4.1 The student members of the Corporation shall be two members of the student body

3.4.2 No recommendation from the Search committee is required for the appointment of student governors.

NOTE: see note above