

STANDING ORDERS OF THE CORPORATION

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 to 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 shall be reviewed by the Corporation biennially.
- 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.

2. THE COMPOSITION OF THE CORPORATION

- 2.1 The Corporation shall consist of:

Not more than 15 External Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government.

Two staff Members and two student Members, appointed in accordance with Article 2 of the Instrument of Government

The Principal.

- 2.2 Terms of Office

With the exception of the Principal, Staff members and the Student members, members of the Corporation will normally hold office for a period of 4 years, subject to the provisions of Clause 8 of the Instrument of Government (term of office of a member). The Principal is an ex officio appointment. Student members will hold office for a period corresponding to their time as a student.

- 2.3 Subject to their continuing eligibility under Clause 8 of the Instrument (eligibility), members reaching the end of their term of office will be eligible to be considered for re-appointment for a second. This will normally be reviewed by the Governance & Search Committee who will make a recommendation to the Corporation. Members will not normally be considered for a third term unless there is a particular skills shortage or other agreed exceptional circumstances apply.
- 2.3 All External Members are required to be eligible for Membership, as defined in Article 7 of the Instrument of Government, and to sign a declaration to that effect.
- 2.4 The term of office of External Members will be four years except for the Principal, who shall serve for the period of appointment as Principal. External Members shall be eligible for re-appointment by the Corporation. Members will not normally serve more than two terms of office (8 years). Extension to a third term of office can be agreed by exception by the Corporation, where the Member is undertaking a new or more senior role, for example as a Committee Chair.

3. CO-OPTED GOVERNORS

- 3.1 Where it is seen as appropriate to do so, and in order to provide it with the skills that have been identified as missing, the Board of Governors can appoint someone who is not a Governor, but who has the skills deemed necessary, onto a Committee. Such a person will be known as a Co-opted Governor.
- 3.2 The appointment of a Co-opted Governor will be subject to the same procedures as an External Governor, as set out in the Recruitment and Succession Policy.
- 3.3 A Co-Opted Governor will have the same rights as other Committee Members including voting rights unless otherwise specified in the Committee's Terms of Reference. These rights do not include attending Corporation meetings other than by invitation from the Chair.
- 3.4 Co-opted Governors serving on Committees will be required to abide by the Governors' Code of Conduct, and adhere to Corporation Policies and Standing Orders. This includes the submission of an annual declaration of interests and eligibility. Co-opted Governors will also be eligible to claim expenses in line with and, at the same rates, as those paid to Governors.
- 3.5 Co-opted Governors will be appointed for a period of between 1 and 4 years; dependent on the needs of the Corporation at the time of appointment, which may be renewed at its completion.

4 CODE OF CONDUCT FOR MEMBERS

- 4.1 Members must agree as a condition of Corporation membership, to be bound by the Code of Conduct for Members agreed by the Corporation.
- 4.2 Acceptance of membership of the Corporation constitutes an agreement to comply with the current Code and any subsequent revisions.

5 Election of the Chair and Vice Chair

5.1 Chair and Vice-Chair of the Corporation

- 5.1.1 The Chair and Vice-Chair of the Corporation shall be appointed (and may also be removed) by the Corporation and shall hold office for such a period as the Corporation may determine.
- 5.1.2 Appointment to the position of Chair or Vice-Chair may take place at the last meeting before the end of the term of office or the first meeting following the Chair or Vice-Chair's resignation or removal from office.
- 5.1.3 On expiry of the term of office of such Chair and Vice-Chair they shall be eligible for re-appointment.
- 5.1.4 The Chair and Vice-Chair may not be appointed for a period of office that goes beyond the expiry date of their term of office as a governor.
- 5.1.5 If both the Chair and Vice-Chair are absent from a meeting the members who are present shall choose one of their number to act as chairman of that meeting.
- 5.1.6 The Chair or Vice-Chair of the Corporation may resign their respective position at any time by giving notice to the Clerk to the Corporation.
- 5.1.7 Neither the principal nor any staff or student governor shall be eligible to be appointed as Chair or Vice-Chair of the Corporation.

5.2 Chair of a committee

- 5.2.1 The Chair of a committee shall be selected by that committee and shall hold office for such a period as the committee may determine (which should be no longer than their term of office as a governor). If the Chair of a committee is absent from a meeting the members who are present shall choose one of their number to act as chairman for that meeting.

5.2.2 The Chair of a committee may resign their position at any time by giving notice to the Clerk to the Corporation.

6 Committees of the Corporation

6.1 The standing committees of the Corporation are:-

- Audit Committee
- Finance and Resources Committee
- Search and Governance Committee
- Senior Staff Salaries Committee
- Standards and Curriculum Committee.

6.2 The standing committees will meet at least once per term (with the exception of the Senior Staff Salaries which will meet at least once per year) and their operation shall be consistent with the terms of reference of that committee (and as determined by the Corporation).

6.3 The membership and terms under which each member of a committee will hold and vacate office will be determined by the Corporation on the advice of the Search and Governance Committee.

6.4 The following persons may attend the meetings of a committee:

6.4.1 The Clerk to the Corporation who is responsible for the administrative arrangements and for ensuring compliance with legal requirements and internal procedures in consultation with the Chair of the Committee

6.4.2 The following designated Senior Postholders at the College will be invited to attend and may be asked to report on relevant matters:

- the Deputy Principal Finance and Resources.

The attendance of other Senior Officers, members of staff and other individuals will be at the discretion of the Chair of the Committee.

6.4.3 Corporation members are entitled to attend committee meetings as observers but should only participate in discussion if invited to do so by the Chair of the Committee.

6.4.4 There is no automatic right of public access to meetings.

7 Decisions and voting

7.1 Resolutions at meetings of the Corporation/a committee shall be passed on the basis of a majority decision taken by those who attend and are entitled to vote at a quorate meeting. Attendance at meeting is extended to video and tele-conferencing. All members in attendance, by whichever means, should have confidence they are able to communicate with all other members present.

- 7.2 All members of the Corporation/a committee will comply with the doctrine of collective responsibility and stand by the decision even if it was not taken unanimously.
- 7.3 In the case of an equality of votes, the Chair of the meeting (or in his/her absence the Vice-Chair) shall have a second or casting vote.
- 7.4 Members of the Corporation/a committee may not vote by proxy or by post.
- 7.5 The quorum requirements for the Corporation/a committee shall be set out in its terms of reference. A meeting must be quorate throughout. If a quorum is not present within 30 minutes from the appointed time for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned and will be rearranged by the Clerk. If a quorum is also not present within 30 minutes from the time appointed for that adjourned meeting or if during that adjourned meeting or if during such adjourned meeting the quorum ceases to be present, the meeting shall be dissolved.
- 7.6 A member who has a (declared) interest in a matter relating to the institution may not vote on any question with respect to it nor may they be counted towards the quorum for the issue (12.1.2 refers).

8 Convening a meeting

- 8.1 The Calendar of Corporation and Committee Meetings for the following twelve months shall be agreed by the Corporation at the Summer Term Meeting each year, following consultation with Members on the most convenient time and day of the week. Variations if required may be agreed by the Chair or Committee Chair provided that sufficient notice is provided (of usually no less than seven calendar days).
- 8.2 The Corporation/committees shall comply with any stipulated minimum number of meetings as set by their terms of reference.
- 8.3 All Corporation/committee meetings shall be summoned by the clerk to the committee (or, if there is not a designated clerk to the committee, the Clerk to the Corporation) by at least seven calendar 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.
- 8.4 It shall be permissible for the Chair of the Corporation/committee to convene an emergency meeting of the Corporation/committee by giving less than seven calendar days notice if in the reasonable opinion of the Chair there are matters which demand urgent consideration.
- 8.5 Distribution of Papers

A written, either on paper or electronic, notice of the meeting and the agenda shall normally be sent to members seven days in advance of the meeting. All items for consideration by the Corporation should be supported by a written paper or by a short explanation on the agenda as appropriate. As far as possible, supporting papers will be sent with the agenda. The Corporation recognises that occasionally circumstances may prevent the distribution of certain papers at the same time as the agenda. However, the late distribution of papers impairs the proper conduct of the Corporation's business and should be avoided wherever possible. Papers may be tabled in exceptional circumstances and with the agreement of members present.

9 Terms of reference

- 9.1 The Corporation/all committees and their members shall comply in all aspects with and observe their terms of reference. If the Corporation/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.

10 Publication of agendas and minutes

- 10.1 Subject to paragraph 7.2 below, the Corporation/each committee shall ensure that a copy of:

- 10.1.1 the agenda for every meeting of the Corporation/committee;
- 10.1.2 the draft minutes of every such meeting, if they have been approved by the Chair of the Corporation/committee (or, in his absence, the Vice-Chair)
- 10.1.3 the signed minutes of every such meeting; and
- 10.1.4 any report, document or other paper considered at any such meeting

shall in each case as soon as reasonably practicable be made available in the College at the Warrington Campus for inspection by the public.

- 10.2 There may be excluded from any item required to be made available pursuant to clause 7.1 above, any material relating to:

- 10.2.1 a named person employed at or proposed to be employed at the college;
- 10.2.2 a named student at, or candidate for admission to, the college;
- 10.2.3 the Clerk to the Corporation; or
- 10.2.4 any matter which, by reason of its nature, the Corporation/committee is satisfied should be dealt with on a confidential basis.

10.3 The Corporation has determined that this last criterion (10.2.4) is satisfied if:

- it involves disclosure of the financial position of the College that might harm the College or its competitive position
- there is disclosure of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- there is disclosure of information provided in confidence by a third party who has not authorised its disclosure
- it discloses advice received from or instructions given to the College's professional advisers
- it includes discussion of any legal proceedings in which the Corporation is involved
- it reveals information planned for publication in advance of the scheduled publication date
- it discusses other matters the publication of which would, in the Corporation's view, be detrimental to the College's interest.

10.3 At every one of its meetings the Corporation/a committee shall consider whether any of the items discussed should remain confidential and not be made available or should be subject to a more restricted circulation. The confidential minutes/items shall be subject to review on an annual basis and be made available once they cease to be confidential or where it is considered that the public interest in disclosure outweighs the reason for them to remain confidential.

10.4 At every Corporation/committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the committee (or, in his or her absence, the Vice Chair or member acting as chairperson in their absence) as a true record.

11 Non attendance at committee meetings and lapsing of membership

11.1 If at any time the members of the Corporation are satisfied that any member:

11.1.1 has been absent from meetings of the Corporation/or a committee for a period longer than 6 consecutive months without the permission/prior approval of the Corporation; or

11.1.2 is unable or unfit to discharge the functions of a member of the committee

consideration may be given to their ongoing membership of the Corporation or that committee.

11.2 Prior approval from the Corporation must be sought before removal of a member from a committee or the Corporation.

- 11.3 In exceptional circumstances (including illness and fixed term commitments) the Corporation may grant a leave of absence to cover an extended period of absence by a member of the Corporation.

12 Declarations of public interest

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

12.1.1 disclose to the Corporation and the committee the nature and extent of his/her interest; and

12.1.2 if he/she is present at a committee meeting at which such supply, contract or other matter is considered, shall not take part in the consideration or vote on any question with respect to 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.

- 12.2 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.

- 12.3 Members of the 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.

- 12.4 Staff members (to avoid any conflict of interest) should withdraw from a meeting where:-

- their or their successor's re-appointment or appointment is under consideration
- they are acting as a staff representative in staff pay and condition considerations
- the Corporation had resolved that they be excluded during discussions relating to a member of staff that is senior to them
- the Corporation had resolved the matter under discussion, by its nature, precludes the presence of staff members.

- 12.5 Members of the Corporation/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 (consistent with the College's Financial Regulations). Members are required to record the acceptance of gifts and hospitality in the Gifts and Hospitality Register, via notification to the Clerk.

13 Delegation of powers

- 13.1 Any function or responsibilities delegated to a Committee or Working Group of the Corporation shall be set out clearly in Terms of Reference adopted by the Corporation.
- 13.2 The Corporation has not authorised the Chair of the Corporation to take decisions on their behalf (with the exception of paragraph 13.5 below).
- 13.3 Should powers be delegated a resolution of the Corporation would be required. Any delegated power could not involve decisions that the Corporation does not have the authority to delegate.
- 13.4 The minutes of the Corporation to record that the delegated action has taken place.
- 13.5 In any urgent matter, the Chair of the Corporation, after consultation with the Vice-Chair and Clerk to the Corporation, may exercise any power or function of the Corporation not reserved to the Corporation by the Articles. In any exercise of this delegated power, the Chair shall notify the Clerk to the Corporation of their action and this will be recorded as an agenda item under Chair's Actions at the next scheduled meeting.

14 Complaints

- 14.1 The College has in place an established procedure for dealing with complaints which in the first instance may be reported to the Quality Team. The College further has in place a Whistleblowing Policy intended to provide a confidential channel and process for individual employees to raise genuine and legitimate concerns confidentially without affecting job or promotion prospects and without fear of victimisation.
- 14.2 In addition to the College procedure a complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation directly to the Clerk to the Corporation.
- 14.3 Complaints should preferably be made in writing and addressed to the Clerk to the Corporation (or the Chair of the Corporation in respect of a complaint about the Clerk). The complainant should state clearly the nature of the complaint and, if appropriate provide copies of supporting documentation. The complainant should also state the remedy they are seeking.
- 14.4 The Clerk to the Corporation (or the Chair of the Corporation in respect of a complaint about the Clerk) will:

acknowledge receipt of the complaint

- investigate the complaint
- endeavour to provide a response to the complaint within four weeks and if this is not possible, provide the complainant with an interim statement.