

CORPORATION STANDING ORDERS

Renewed July 2009

The Standing Orders relate to the business and proceedings of the Corporation and its Committees, and should be read in conjunction with the Instrument and Articles of Government, as approved by the Secretary of State.

Note that in these Orders, where the context so permits, references to the Chairman refer to the person appointed to chair any meeting of the Corporation or its Committees.

1 Attendance at meetings

- 1.1 According to the Instrument of Government there is a minimum requirement for the Corporation to hold three meetings per year.
- 1.2 A schedule of meetings of the Corporation and its Committees for the following year will be agreed during the Summer Term.
- 1.3 Extraordinary Meetings of the Corporation may be held at any time at the request of the Chairman of the Corporation, or of any five members in writing (Instr. paragraph 12.4).
- 1.4 The agenda and supporting papers for all meetings will be circulated to members at least seven days in advance of the meeting.
- 1.5 Members unable to attend meetings should notify their apologies to the Clerk in advance of the meeting (at least twenty-four hours in advance where feasible).
- 1.6 A register of attendance will be maintained by the Clerk, and published annually with the Register of Members' Interests.
- 1.7 The target for attendance is at least 85% at Corporation meetings and 75% for Committee meetings.
- 1.8 A member who is absent from Corporation and Committee meetings for six consecutive months, may be given notice by the Corporation that their appointment will cease (Instr. paragraph 10.2).

2 Access to Meetings

- 2.1 College officers and other advisers may be invited to attend meetings of the Corporation (or its Committees) to support particular items of business, on the invitation of the Board (or the Committee). The Corporation have agreed that the senior management team may attend all meetings of the Corporation and the Finance Committee, and meetings of other Committees when appropriate. The Chairman and

Vice Chairmen of the Corporation shall be entitled to attend all of the Corporation's Committees, with the exception of the Audit and Special Committees.

- 2.2 Attendance at meetings of the Corporation by staff (other than the Staff Governor or those attending by invitation in an advisory capacity), students (other than the Student Governors), public or press, shall be by prior arrangement of the Corporation only, and then subject to constraints of accommodation.
- 2.3 The College auditors (internal and external) shall have the right to attend meetings of the Governors and their Committees.
- 2.4 There shall be no public access to meetings of Corporation Committees.
- 2.5 Attendance at Corporation Committees by Governors who are not members of the Committee, shall be at the invitation of the Chairman of the Committee.
- 2.6 When the Corporation determines an item of business to be confidential (Instr. paragraph 17.2), any staff, students, public, press or advisers present may be required to withdraw.
- 2.7 The Clerk to the Corporation will attend and minute all meetings of the Corporation and its Committees other than those of the Remuneration Committee.

3 Publication of Agendas and Minutes

- 3.1 A copy of the agenda and minutes for meetings of the Corporation and its Committees, will be placed in the College Library and on the College's website when they are circulated to members. This copy will exclude any reports relating to confidential items of business, which will normally appear on Part 2 of the agenda.
- 3.2 Draft minutes of Corporation meetings will be circulated to members within twenty-one days of the meeting. When approved by the Chairman, a copy will be available for public inspection on request to the Clerk, and once the draft minutes have been confirmed at the next meeting, a copy will be placed in the College Library and on the College's website. The copies for inspection by non-members will not include any section which has been determined to be confidential.
- 3.3 When the Corporation decides that an item of business is to be treated as confidential, wherever possible, a date will be set on which the item will cease to be confidential; the Corporation will keep under regular review any items of business which have been declared to be confidential without specific time-limit.

3.4 All agendas, reports and minutes of meetings of the Corporation and its Committees (other than the Remuneration and Special Committees) shall become public following a meeting unless a decision is taken at the meeting to classify an item as being confidential. Copies of all papers not classified as confidential shall be available for public inspection at the College during normal working hours.

3.5 In addition to the provisions of S.17(2) of the Instrument of Government and pursuant to S.17(2)(d), the following reasons only shall be used in order to determine whether a matter should be dealt with on a confidential basis:-

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- a. personal information relating to an individual;
- b. information provided in confidence by a third party who has not authorised its disclosure;
- c. financial or other information relating to procurement decisions, including information relating to the College's negotiating position, during the course of those negotiations;
- d. information relating to the negotiating position of the College in employment relations matters, during the course of those negotiations;
- e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
- f. legal advice received from or instructions given to the College's and/or Corporation's legal advisors;
- g. information planned for publication in advance of that publication; and/or
- h. information not otherwise covered above, but considered to be commercially sensitive.

4 Proceedings at Meetings

4.1 If quorum requirements are not satisfied within thirty minutes of the scheduled start of a meeting, the meeting shall not be held. If numbers present cease to represent a quorum during the course of a meeting, the business shall then be terminated. Save that in either event it shall be possible for those present to conduct an informal discussion, but not make any decisions, on any items on the agenda for that meeting and in that event notes of that discussion shall be taken and circulated to members.

Quorum requirements are:

Corporation	40% of Determined membership (8)		
	Determined membership –18		
Finance	Membership 7	Quorum	4
Audit	Membership 5	Quorum excluding external member	2
Remuneration	Membership 4	Quorum	2
Accommodation Strategy	Membership 6	Quorum	3
Quality	Membership 7	Quorum	3
HR	Membership 6	Quorum	3
Search and Appointments	Membership 5	Quorum	2
Special Committee	Membership 3	Quorum	3

Note : Occasionally, it is decided to hold joint meetings of two committees where there is significant common business. When this happens, the quorum will be 40% of the combined membership, counting each individual only once if they serve on both committees

- 4.2 Any member having a financial interest in an item of business shall declare that interest and take no part in the debate, and shall not vote on the issue. If the Governors decide it would be appropriate, the member may be required to withdraw from the meeting during consideration of the item.
- 4.3 A register of Governors' interests will be maintained by the Clerk, which will be available for public inspection on request.
- 4.4 The Staff Governor shall withdraw from the meeting when issues affecting his/her conditions of service or remuneration are to be considered (Instr. paragraph 14.5), or where he/she is representing any of the staff concerned by the issue being considered (Instr. Paragraph 11.5).
- 4.5 The Principal shall withdraw from the meeting when issues affecting his/her conditions of service or remuneration, or the appointment of his/her successor are to be considered (Instr. paragraph 14.5).

- 4.6 Student Governors may be required to withdraw from the meeting where issues relating to conditions of service or remuneration of staff are to be considered. (*Instr. Paragraph 9(b)*)
- 4.7 Members of the Senior Management Team present, shall withdraw from the meeting when issues affecting the Principal's, or their own, conditions of service or remuneration are to be considered.
- 4.8 Motions of the Corporation shall be proposed and seconded. In the absence of a seconder a motion will fail.
- 4.9 Every proposal to be decided at a meeting shall be determined by a majority of votes cast by the members present and eligible to vote on the question.
- 4.10 Proxy votes on behalf of absent members are not permitted.
- 4.11 The Chairman will normally ask the Governors to approve the proposal in question at the end of the discussion. If a formal vote is required, this will be by a show of hands unless a member requests a secret ballot. The votes will be recorded on occasions when the decision is not unanimous.
- 4.12 The Chairman shall ensure that all members enjoy equality of opportunity to express their views.
- 4.13 The Chairman will use his/her discretion over the length of discussion of any item, before deciding that a motion should be voted upon. If a majority of Governors present move that the vote be taken, however, that vote will then take place.
- 4.14 Where there is an equal division of votes on a proposal, the Chairman will have a second or casting vote.
- 4.15 A decision made by the Corporation shall be binding upon all of its members.
- 4.16 Interpretation of the Standing Orders shall be at the discretion of the Chairman.

5 Order of Business

- 5.1 The Clerk, in conjunction with the Chairman and the Principal, shall determine the order of business in meetings. The Board may agree at the meeting, however, to take items of business in an order different from that on the agenda.

- 5.2 Members wishing to submit items for consideration by the Corporation shall notify the Clerk, with appropriate supporting papers, at least fourteen days prior to the meeting at which the item is to be discussed.
- 5.3 The agenda circulated in advance of meetings will, where appropriate, include reports to support each item of business. 'Tabled' reports will only be accepted in exceptional cases.
- 5.4 'Any Other Business' may be raised at the end of a meeting but will normally be limited to matters of report. Exceptionally, members may request consideration of a more substantive issue of urgent business that was not included on the agenda. Any such item should be notified to the Chairman at the start of the meeting, and consideration of the issue will be at the Chairman's discretion.
- 5.5 Occasionally, it may be necessary for the Chairman of the Corporation (or the Vice-Chairman in the absence of the Chairman) to take action on behalf of the Board between meetings. Where matters are judged to be too urgent to await a planned meeting, the Chairman of the Corporation may call an extraordinary meeting to consider the matter. If this is not possible, or the issue is not considered to be of such significance, the Chairman of the Corporation may authorise action to be taken. The use of Chairman's Action will be used very occasionally, and only where a delayed decision would disadvantage the College.

The Clerk will maintain a full record of decisions taken between meetings, and ensure that they are reported to the next meeting of the Corporation. The Board will accept corporate responsibility for action taken by the Chairman of the Corporation (or Vice-Chairman) provided that prior to any decision being taken, the Clerk has been notified of the circumstances, in order to ensure that only issues that may be delegated are dealt with in this way.

The Chairman of the Corporation (or Vice-Chairman) will seek to consult with as many members as possible prior to the decision being taken.

- 5.6 The minutes of the previous meeting will be the first item of business, after apologies for absence have been recorded, at all except Extraordinary meetings, unless the members decide otherwise by agreement with the Chairman. (Under this arrangement, the election of the Chairman will be the first item at the relevant meeting). If the minutes of the Corporation meetings are agreed to be a true record, they shall be signed by the Chairman, for permanent retention in the Minute Book.
- 5.7 Corporation decisions will only be valid if they are minuted at a properly constituted meeting (except under paragraph 5.5).

- 5.8 A dissenting view will be recorded in the Minutes, if that is the wish of one or more of the members present.

6 Appointment of Chairman and Vice-Chairmen of the Corporation

- 6.1 The Corporation will appoint a Chair for a term of office of three years. The term of office will begin on 1 August and end on 31 July unless the appointment is made to fill a vacancy mid-year in which event it will commence on the day of the appointment and end on 31 July two years later.
- 6.2 Nominations in writing for appointment as Chair will be invited by the Clerk at the meeting in April/May, prior to the end of the term of office of the retiring Chair.
- 6.3 In the event that more than one nomination is received, selection of the Chair will be by secret ballot at the July meeting of the Corporation.
- 6.4 Save as required by paragraph 6.8 below, the Corporation will appoint a Vice Chair for a term of office of three years. The term of office will begin on 1 August and end on 31 July unless the appointment is made to fill a vacancy mid-year in which event it will commence on the day of appointment and continue until 31 July two years later.
- 6.5 Nominations in writing for appointment as Vice Chair will be invited by the Clerk at the meeting in April/May, prior to the end of the term of office of the retiring Vice Chair.
- 6.6 In the event that more than one nomination is received, selection of the Vice Chair will be by secret ballot at the July meeting of the Corporation.
- 6.7 The Chair will may nominate a member for appointment by the Corporation as second Vice Chair. If the Corporation accepts such a nomination, the appointment will be for a term of office of up to three years expiring on 31 July.
- 6.8 The appointments of the Chair and Vice Chair will be staggered so that the term of office of both appointments will not fall due for renewal in the same year. To ensure that this is maintained, the Corporation may vary the term of office of one of the appointments to either two, or four years.
- 6.9 The appointments of the Chair and Vice Chair(s) shall automatically cease if they cease to be a Governor during that term of office.
- 6.10 The Principal and the Staff and Student Members are not eligible for appointment as Chair or Vice-Chair, but may take part in the appointment process.

- 6.11 The Chair or the Vice-Chair(s) will be eligible for reappointment at the end of their term of office.
- 6.12 The Chair or Vice-Chair may at any time by written notice to the Clerk resign from their office.
- 6.13 If a vacancy arises for the appointment of the Chair or Vice Chair before the end of the determined period of office, arrangements will be made to enable the appointment of a successor at the next available Corporation meeting following the vacancy arising.
- 6.14 If both the Chair and the Vice-Chair(s) are absent from a meeting of the Board, the members present will choose one of their number, other than the Principal and the Staff or Student Members, to act as Chair for that meeting.

7 Appointment of Chairmen and Members of Corporation Committees

- 7.1 Chairmen of the Governors' Committees will be chosen by the members of each Committee, except the Remuneration Committee, which will be chaired by the Chairman of the Corporation. The Finance Committee may choose one of its members (other than the Principal) to act as Vice Chairman of the Committee
- 7.2 The appointments of the Committee Chairmen will be subject to annual renewal at the first meeting of the autumn term, although they may resign their Chairmanship at any time by notice to the Clerk.
- 7.3 In the absence of the Chairman of a Committee, the members present at a meeting may choose one of their number, other than the Principal and the Staff or Student Members, to act as Chairman for that meeting.
- 7.4 Members of Governors' Committees will be appointed by the Governing Body

8 Governors' Committees

- 8.1 The Corporation shall determine the number of Committees, the size of membership, and their terms of reference. Where appropriate, the Committees shall have delegated authority to take decisions, except in those areas defined in the Articles of Government that may not be delegated (Articles paragraph 9 and 10)
- 8.2 The Corporation shall determine whether Committees may co-opt additional members.

- 8.3 The Corporation shall establish any Committee required by Regulation, or by the Department for Innovation, Universities and Skills (or its successor bodies).
- 8.4 The minutes of Committee meetings will be approved by the relevant Committee, and presented to the next meeting of the Corporation for information.

9 Terms of Office

- 9.1 Governors will be appointed for a period of four years except the Student Governors, whose term of office will be one year, and the Principal, whose appointment will continue whilst they remain in post. The term of office of the Principal and the Staff Governor will cease automatically should they leave their employment with the College.
- 9.2 Nomination for the vacancy of Staff Governor shall be by ballot of the College staff.
- 9.3 Governors may resign their appointments at any time by written notification to the Clerk.
- 9.4 Governors will be eligible for reappointment at the end of their term of office.

10 Appointment of Clerk

- 10.1 The Corporation shall appoint a Clerk to service its meetings, and those of its Committees. The Clerk shall not be a member of the Corporation.
- 10.2 There shall be a job description for the Clerk, separate from that relating to any other role that the Clerk may have in the College.
- 10.3 The appointment of the Clerk is terminable by four months' notice in writing on either side.
- 10.4 If the Clerk is absent from a meeting, the members present shall appoint someone to take the minutes for that meeting.

11 Corporation Seal

- 11.1 Application of the Corporation Seal must be authorised by minuted resolution of the Corporation and will be authenticated by the signatures of the Chairman or one of the Vice-Chairmen of the Corporation, and another Corporation member.

12 Amendments to Standing Orders

- 12.1 Any amendments to these Standing Orders shall be made at a meeting of the Corporation, and must be approved by a majority of those members present.
- 12.2 Standing Orders may be waived only for exceptional reasons, and with the formal, minuted, agreement of the Corporation.

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