

STAFFORD COLLEGE

CORPORATION STANDING ORDERS

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CORPORATION STANDING ORDERS

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Note:

- 1. Throughout these Standing Orders words importing one gender are intended to import all genders.*
- 2. The provisions of the Instrument of Government in relation to members not to be financially interested in the Institution; meetings; quorum; proceedings of meetings; minutes; public access to meetings; publication of minutes and papers; and allowances to members shall apply to the membership and meetings of both the Corporation and its Committees, except as provided in each Committee's Standing Orders.*

1. Terms of Reference

- 1.1 The Corporation shall be responsible –
- (a) for the determination and periodic review of the educational character and mission of the institution and for the oversight of its activities;
 - (b) for the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
 - (c) for approving annual estimates of income and expenditure;
 - (d) for approving the College's Quality Strategy;
 - (e) for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation (including, where the Clerk is, or is to be, appointed as a member of staff, his appointment, grading, suspension, dismissal and determination of pay in his capacity as a member of staff);
 - (f) for setting a framework for the pay and conditions of service of all other staff; and
 - (g) for setting the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by the Council).

2. Membership

- 2.1 Determined membership numbers are seventeen and the number of Members in each category of membership is:

<u>Membership Category</u>	<u>Number</u>
External	12
Staff	2
Student	2
Principal	1
	<hr/>
	17
	<hr/>

3. Quorum

- 3.1 Meetings of the Corporation shall be quorate if the number of Members present is at least 40% of the determined membership numbers: i.e. for meetings of the Corporation the quorum is seven Members.

4. Appointment of Chair and Vice-Chair

- 4.1 The Members shall appoint a Chair and a Vice Chair from among their number.
- 4.2 Neither the Principal nor any Staff or Student Member shall be eligible to be appointed as Chair or Vice Chair.
- 4.3 The Chair and Vice Chair shall hold office for such period as the Corporation may determine, which is currently two years.

- 4.4 If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member chosen shall not be the Principal or a Staff or Student Member.
- 4.5 The Chair or Vice Chair may resign his office at any time by giving notice in writing to the Clerk to the Corporation.
- 4.6 Upon the expiry of the term of office of the Chair or the Vice Chair, or following the resignation of the Chair or Vice Chair, Members shall appoint a new Chair or Vice Chair, as the case may be, from among their number. The Vice Chair or another Member nominated by the Corporation (but not a candidate for either post) shall normally take the chair when the appointment of these two posts is being considered.
- 4.7 Nominations for Chair or Vice Chair shall be proposed and seconded by two Corporation Members, other than those being considered for the positions. The appointment shall be approved by a simple majority of Members voting at the meeting. The ballot (if required) shall be open, by a show of hands.
- 4.8 The Chair or Vice Chair retiring at the end of his term of office shall be eligible for re-appointment.

5. Appointment of Corporation Members

- 5.1 The general rules covering the appointment of Corporation Members are covered in clause 5 of the Instrument of Government. In addition, the following procedures must be followed for all appointments:
- The term of office for all Corporation Members except Student Members shall not exceed four years. The term of office for Student Members shall be for one academic year.
 - Members retiring at the end of their four-year term of office shall be eligible for re-appointment.
 - The Search and Governance Committee shall be responsible for making recommendations to the Corporation regarding the filling of vacancies on the Board, other than those for Staff or Student Members (see below), and for bringing forward nominations in relation to the filling of vacancies, having regard to the balance of membership and the needs of the Corporation.
 - The Staff Member (Teaching) shall be nominated and elected for appointment to the Board only by the teaching staff in accordance with the rules approved by the Corporation, and the appointment shall be ratified by the Corporation.
 - The Staff Member (Non-Teaching) shall be nominated and elected for appointment to the Board only by the support staff in accordance with the rules approved by the Corporation, and the appointment shall be ratified by the Corporation.
 - The Student Members shall be duly elected by the student body. One Member shall be elected by the Student Council and the other Member shall be elected from amongst the HE student body.

- Any Member wishing to resign may do so at any time, by giving written notice of the fact to the Clerk to the Corporation.
- The appointment or re-appointment of Members shall be approved by Members present and voting at the meeting at which this is considered (if required) shall be open, by a show of hands.
- Upon appointment each Member shall be required to complete and sign the following:
 - i. Code of Conduct (incorporating the Nolan Principles of Public Life)
 - ii. Obligation of Membership
 - iii. Schedule of Interests
 - iv. Declaration of Eligibility to Serve as a Corporation Member
 - v. Declaration of Acceptance of Office
 - vi. Personal Factsheet
 - vii. Data Consent to Process Form

6. Committees of the Corporation

- 6.1 The Corporation may establish committees for any purpose or function other than those assigned elsewhere in the Articles of Government to the Principal. The Corporation is required to establish an Audit Committee and a Search Committee.
- 6.2 The number of members of a committee and the terms on which they are to hold and to vacate office, shall be determined by the Corporation.
- 6.3 Any committee established by the Corporation may include persons who are not members of the Corporation, with the exception of the Appeals Committee referred to in paragraph 12.1 of these Standing Orders, or of any special committee established to examine and determine the case for dismissal of a Senior Postholder. Such persons may be externally co-opted as nominees of key partners or to address a skills need of the Corporation. In addition ‘Associate Governors’ may be appointed from appropriate persons interested in becoming full members of the Corporation.
- 6.4 The Chair of each Committee of the Corporation shall be appointed by the Corporation and his term of office shall not exceed four years (with effect from September 2007). Vice Chairs for the Curriculum Standards and Performance, Resources and Audit Committees shall be appointed by the Corporation for a term of office not exceeding two years.
- 6.5 The term of office for an externally co-opted member or an Associate Governor of any Committee shall not exceed four years.

7. Conduct of Corporation Business

7.1 Classification of Corporation Business

(see also paragraph 8: "Public Access to Corporation Meetings and Papers")

- 7.1.1 Items of business for discussion at meetings of the Corporation shall fall into one of two categories:
- Part I items of business are classed as non-confidential and are considered by all Members. Agenda papers and minutes for these items shall be made available in the public domain.

- Part II items of business include commercially sensitive or personnel and employment matters which are deemed confidential to Corporation Members. Where appropriate, Staff and Student Members shall be excluded from consideration of Part II items of business in accordance with clause 14 of the Instrument of Government. Such items of business shall include:
 - a named person employed at or proposed to be employed at the College;
 - a named student at, or candidate for admission to, the College;
 - the Clerk to the Corporation;
 - any matter which, by reason of its nature, Corporation Members are satisfied should be dealt with on a confidential basis.

This exclusion shall extend to those items of business covered by Clause 17(2) of the Instrument of Government.

7.2 Corporation Members' Attendance at Meetings

- 7.2.1 Members are expected to make full attendance at Corporation meetings and commit to miss no more than one meeting in any sequence of five meetings.
- 7.2.2 The Clerk shall keep a record of percentage attendance, which shall be reported on as part of the review of Governance Performance Indicators at the October meeting of the Corporation.
- 7.2.3 If at any time the Corporation is satisfied that any Member -
- (a) has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or
 - (b) is unable or unfit to discharge the functions of a Member,
- the Corporation may by notice in writing to that Member remove him from office and thereupon the office shall become vacant.
- 7.2.4 Associate Governors shall have the right to attend all meetings of the Corporation as an observer and at the invitation of the Chair, may participate in any debate of the Corporation.
- 7.2.5 Notwithstanding the above, Associate Governors shall not vote on any matter to be decided by the Corporation, nor shall their attendance at any meeting of the Corporation count towards the quorum for that meeting.

7.3 Voting

- 7.3.1 A vote shall only be called for by the Chair if there is a clear expression of dissent. Most decisions taken at a meeting will not require a formal vote. The Chair shall normally ask Members, at the conclusion of a discussion, for their agreement to the proposal in question.
- 7.3.2 Where a decision is to be determined by voting, the decision shall be carried by a majority of the votes of the Members present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.

- 7.3.3 Should an individual Member of the meeting request a vote on a particular issue, this must be agreed by the other Members at the meeting. If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded.
- 7.3.4 Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting Member shall have the right to have his disagreement recorded in the minutes, at his request.
- 7.3.5 A member may not vote by proxy or by way of a postal vote.
- 7.3.6 No resolution of the Members 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.

7.4 *Insertion of Agenda Items*

- 7.4.1 Any individual Member of the Corporation may request that an item be included on the agenda of the Corporation. Items shall normally be submitted to the Clerk at least ten working days before the date of the meeting. The Clerk shall notify the Chair and Principal of any items proposed through this route before the agenda is finalised. The Chair shall make the final decision as to the inclusion of any item on the agenda.
- 7.4.2 Any Member wishing to raise an item for inclusion after the agenda has been despatched shall notify the Clerk at least two working days before the meeting and the Clerk shall in turn notify the Chair and Principal of the proposed item. Any item so included on the agenda shall normally be considered under Any Other Business. The Chair shall make the final decision as to the inclusion of any such item.
- 7.4.3 Requests from members of staff or the student body for the inclusion of agenda items shall be directed via the Staff or Student Member to the Clerk, who will deal with them in the same manner as in paragraphs 7.4.1 or 7.4.2 above.

7.5 *Special Meetings and Urgent Business*

- 7.5.1 A Special Meeting of the Corporation may be called at any time by the Chair, or in his absence the Vice Chair, or at the request in writing of any five Members. Where the Chair or, in his absence, the Vice Chair so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the proposed agenda are given within such period, being less than seven days, as he specifies.

7.6 *Withdrawal from Meetings*

- 7.6.1 Except as provided by Articles 16 and 17 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a Member of the Corporation who is a member of the staff of the institution, including the Principal, shall withdraw -
- (a) from that part of any meeting of the Corporation or any of its committees, at which staff matters relating solely to that member of staff, as distinct from staff matters relating to all members of staff, or all members of staff in a particular class are to be considered;

- (b) from that part of any meeting of the Corporation or any of its committees, at which that member's re-appointment or the appointment of that member's successor is to be considered; and
 - (c) if so required by a resolution of the other Members present, from that part of any meeting of the Corporation at which staff matters relating to any member of staff holding a post senior to that member's are to be considered except those relating to the pay and conditions of all staff or all staff in a particular class.
- 7.6.2 A Student Member who is under the age of 18 shall not vote on any question concerning any proposal -
- (a) for the expenditure of money by the Corporation; or
 - (b) 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).
- 7.6.3 Except as provided by rules made under Article 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a Student Member shall withdraw from that part of any meeting of the Corporation at which his conduct, suspension or expulsion is to be considered.
- 7.6.4 In any case where the Corporation or any of its committees is to discuss staff matters the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a Student Member shall -
- (a) take no part in the consideration or discussion of the matter in question and not vote on any question with respect to the matter; and
 - (b) where required to do so by the majority of Members present at the meeting, withdraw from the meeting.
- 7.6.5 The items of business requiring the exclusion of Staff and Student Members of the Corporation are covered under Part II of the Agenda.

8. Public Access to Corporation Meetings and Papers

- 8.1 Subject to clause 16 of the Instrument of Government and to paragraph 8.2 below, any question whether any person who is not -
- a Member of the Corporation, or
 - the Clerk to the Corporation
- should be allowed to attend a meeting of the Corporation shall be determined by the Corporation.
- 8.2 An observer from the Learning and Skills Council shall be entitled to attend meetings of the Corporation (including meetings of any committee of the Corporation), provided that no more than two such persons shall be so entitled under this paragraph.
- 8.3 Subject to paragraph 8.4, the Corporation shall ensure that a copy of -
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,

shall, in each case as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them. In accordance with clause 17(3) of the Instrument of Government, a copy of the draft or approved minutes of every meeting of the Corporation shall be placed on the College website for a minimum of 12 months.

- 8.4 There may be excluded from any item required to be made available in pursuance of paragraph 8.3, any material relating to -
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution; and
 - (c) any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.
- 8.5 Further details are included in the Corporation's Access to Information Policy which will be available for inspection during normal office hours at the College.
- 8.6 The Clerk shall keep a register of items of confidentiality, the period of confidentiality attached to them and the date by which they can be made publicly available.

9. Chair's Action

- 9.1 There are occasions when decisions need to be taken at short notice which should have the approval of Members. If an urgent meeting is arranged, the same quorum requirements must be fulfilled as for ordinary meetings (see section 3). If a meeting cannot be arranged, the Chair - or the Vice Chair, in his absence - can take action on behalf of the Corporation, but only when express delegation has been given. Where no such delegation has been granted, there is a risk to the Chair and Principal if the action is relied upon and not ratified by the Corporation and as such, he could be held personally liable if that action resulted in a loss to the College.
- 9.2 Where matters have been expressly delegated by the Corporation to the Chair, the matter is clearly one for decision by the Chair, who may wish to consult with the Principal and other Members of the Corporation. In making such decisions, the Chair should clearly record that the decision is being made under an expressly delegated power.
- 9.3 Chair's Action may be applied to routine matters which would not normally be an agenda item and discussed at a meeting. Examples include, but are not limited to:
- signing of routine documents on behalf of the Corporation,
 - responding to approaches made to the Corporation by external organisations,
 - agreeing to detailed aspects of implementation of matters already agreed by the Corporation.
- 9.4 The Corporation shall take corporate responsibility for actions it has authorised to take between meetings. The Clerk to the Corporation must ensure that a full record is made of action taken between meetings, and report such action as a separate agenda item at the next scheduled meeting. If the Clerk has not been directly involved in an action, the Chair (or Vice Chair) must ensure that he is given a full account of the action taken.

10. Corporation Members' Expenses

10.1 Members of the Corporation cannot be paid for their time. They can claim travelling expenses and, where appropriate, subsistence for journeys to and from the College in attending meetings or in the performance of other duties related to their position as a Corporation Member.

11. Declaration of Interests

11.1 Except with the approval in writing of the Secretary of State, no Member shall take or hold any interest in any property held or used for the purpose of the institution.

11.2 A Member who has any financial interest in the supply of work or goods to or for the purposes of the institution, any contract or proposed contract concerning the institution, or any other matter relating to the institution shall -

- (a) disclose to the Corporation the nature and extent of his financial interest; and
- (b) if he is present at a meeting of the Corporation 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 is not entitled to vote.

11.3 The Clerk to the Corporation shall maintain a register of the financial interests of Members of the Corporation which are disclosed to the Corporation and the register shall be made available during normal office hours at the College to any person wishing to inspect it.

11.4 Members should also declare any interest relating to:

- any financial interest, including the nature and extent of such an interest, in the College of his spouse or partner, and his own or his spouse/partner's close family.
- any non-financial personal interest of Members, such as membership of other public bodies and institutions; trusteeship of a trust where the Member, or other person closely connected with him, may be a beneficiary; or a membership of a closed organisation.

For the purposes of Clause 11.4 above, "close family/person closely connected" includes, but is not limited to, a father, mother, brother, sister, child, grandchild and step-father/mother/ brother/sister/child.

11.5 The declaration of interest is normally the responsibility of the individual Member. However, if the Clerk, on the basis of information in the Members' register of interests, has reason to believe a Member has a financial or personal interest that may need to be declared, he or she should draw this to the attention of the Chair and the Member concerned (preferably before the meeting).

11.6 Having declared a financial or other interest, the Member concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual Members may prefer to withdraw from the meeting but are not obliged to do so unless required by a majority of the members of the Corporation or committee present at the meeting. The declaration of an interest by a Member during the course of the meeting shall be recorded in the minutes.

11.7 Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him by any other body or person.

12. Staff Appeals

- 12.1 In the event that a member of staff appeals against his suspension or dismissal by the Principal an Appeal Committee of the Corporation shall be convened by the Clerk within 10 working days from the date of the appeal notice where possible. The Panel will consist of a minimum of 3 governors (and where possible will have a mixed gender representation). In line with clause 14 of the Instrument of Government Student or Staff Members will be excluded from membership of Appeal Committees.

13. Application of the Seal

- 13.1 In accordance with clause 21 of the Instrument of Government the application of the seal of the Corporation shall be authorised in advance by a resolution of the Corporation and minuted by the Clerk and shall be authenticated by -
- (a) the signature either of the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose, and
 - (b) the signature of any other Member.