

**STANDING ORDERS RELATING TO BUSINESS AND PROCEEDINGS OF THE CORPORATION (to be read in conjunction with the Instrument and Articles of Government)**

**1. THE CORPORATION**

**1.1 Meetings<sup>1</sup>**

- 1.1.1 Unless otherwise herein provided, the date, time and place of meetings shall be determined by the Chair
- 1.1.2 A calendar of meetings for the Corporation and its committees shall be established for the whole of the academic year by 31 July each year
- 1.1.3 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary
- 1.1.4 All meetings shall be summoned by the Clerk to the Corporation<sup>2</sup>, who shall send to the members written notice to the meeting and a copy of the agenda at least seven clear days in advance of the meeting
- 1.1.5 A special meeting of the Corporation may be called at any time by the 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 ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such period, being less than seven days, as he specifies
- 1.1.6 Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons

**1.2 Quorum**

- 1.2.1 Meetings of the Corporation shall be quorate if 40% or more members are present

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<sup>1</sup> See College Instrument and Articles for definition

<sup>2</sup> Director of Governance – from 1 September 2022

1.2.2 If the number of members assembled for the meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated immediately

1.2.3 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, summon a special meeting as soon as may be convenient

### **1.3 Order of Business**

1.3.1 Business shall be taken in the order it appears on the agenda for the meeting except that the order may be varied by the decision of the members present at the meeting

### **1.4 Minutes**

1.4.1 At every meeting of the Corporation the minutes of the last meeting shall be taken as the first agenda item, except in cases where the members present decide otherwise by agreement with the Chair, and, if agreed to be accurate, shall be signed as a true record

1.4.2 Separate minutes shall be taken of those parts of meetings from which staff or student members have withdrawn. A staff or student member who has withdrawn from a meeting in accordance with instrument 14 (6), (9) or (10) of the Instrument of Government shall not be entitled to see the minutes of that part of the meeting.

1.4.3 Where the next meeting of the Corporation is an extraordinary or special meeting, the next following scheduled meeting shall be treated as a suitable meeting for the purposes of signing of minutes

### **1.5 Appointment of Chair and Vice-Chair**

1.5.1 The members shall appoint a Chair and a Vice-Chair from among their number

1.5.2 The Chief Executive and any staff or student member shall not be eligible to be appointed Chair or Vice-Chair

1.5.3 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 a Chair for that meeting, provided that the member chosen shall not be the Chief Executive or a staff or student member

- 1.5.4 The Chair and Vice-Chair shall hold office for such period as the Corporation may determine
- 1.5.5 The Chair and Vice-Chair may at any time by notice in writing to the Clerk to the Corporation resign their respective offices
- 1.5.6 If at any time the Corporation is satisfied that the Chair or Vice-Chair is unable or unfit to discharge the functions of Chair or Vice-Chair (as the case may be) the Corporation may by notice in writing to the Chair or Vice-chair remove him from his office and thereupon the office shall be vacant
- 1.5.7 At the second to last meeting before the end of the term of office of the Chair and/or Vice-Chair, or at the first meeting following the resignation or removal from office of the Chair or Vice-Chair, the Board shall decide whether the appointment of a replacement Chair and/or Vice-Chair shall be by a process based upon postal or email voting as set out in clause 11 of the Instrument of Government or by a vote in a meeting as set out in clause 14 of the Instrument of Government. Voting by written resolution<sup>3</sup> is not allowed.
- 1.5.8 Those seeking election to Chair or Vice-Chair may be asked to prepare a written paper for presentation to and consideration by the Board prior to a vote being taken
- 1.5.9 At the last meeting before the expiry of the term of office of the Chair or the Vice-Chair, or at the first meeting following the resignation or removal from office of the Chair or Vice-Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number
- 1.5.10 In the event of an equality of votes between two or more nominees where the appointment process is based upon postal or email voting, lots will be drawn and at the meeting, the members will appoint to the office in question the nominee who is successful in the process of drawing lots. Where the appointment process is by a vote in a meeting and there is more than one candidate, voting for the Chair and/or Vice-Chair will be by ballot. The Clerk will take responsibility for issuing and collecting the completed ballot papers and with the Board Administrator, will undertake the count and report back to the Board on the outcome
- 1.5.11 Chair and Vice-Chair retiring at the end of their respective terms of office shall be eligible for reappointment

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<sup>3</sup> Full details on Written Resolutions can be found in the College's Instrument and Articles of Government Clause 18 (as approved 15 March 2019)

## **1.6 Term of Office of a Member**

1.6.1 The length of term of office as agreed by the Board is three years.

1.6.2 Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 of the Instrument of Government shall apply to the reappointment of a member as it does to the appointment of a member.

1.6.3 A member may not serve for more than three consecutive terms of office unless agreed by the Board on an exceptional basis, such as taking on the role of Chair, Vice Chair or Committee Chair

## **1.7 Minutes of Committees**

At every meeting of the Corporation other than a special meeting there shall be reported the minutes of committees which have met since the previous Corporation meeting

## **1.8 Voting**

1.8.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of 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

1.8.2 A member may not vote by proxy

1.8.3 No resolution of the members may be rescinded or varied by a written resolution by the process set out in Clause 18 (Instrument and Articles) at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting

1.8.4 Except as provided by Article 16 of the Articles of Government a member of the Corporation who is a member of the staff of the institution (including the Chief Executive) shall withdraw:

1.8.4.1. from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff in a particular class, are to be considered;

1.8.4.2 from that part of any meeting of the Corporation (or any committee of the Corporation) at which his reappointment or the appointment of his successor is to be considered:

- 1.8.4.3 from that part of any meeting of the Corporation (or any committee of the Corporation) at which 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); and
- 1.8.4.4 if so required by a resolution of the other members present, form the part of any meeting of the Corporation (or of any committee of the Corporation) 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.
- 1.8.5 Subject to paragraph 1.8.4, a Chief Executive who has chosen not to be a member of the Corporation shall still be entitled to attend and speak at all meetings of the Corporation
- 1.8.6 A student member who is under the age of 18 shall not vote on any question concerning any proposal:
  - 1.8.6.2 for the expenditure of money by the Corporation; or
  - 1.8.6.3 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)
- 1.8.7 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 the part of any meeting of the Corporation (or any committee of the Corporation) at which his conduct, suspension or expulsion is to be considered
- 1.8.8 In any case where the Corporation (or any committee of the Corporation) is to discuss staff matters relating to a member or prospective member of the staff of the institution, a student member shall:
  - 1.8.8.1 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

1.8.8.2 where required to do so by a majority of the members of the Corporation present at the meeting, withdraw from the meeting

1.8.9 Relevant papers will not be circulated to staff and student members in any situation where they may be required to withdraw. If no decision is taken to request them to withdraw, such members will be given the papers and the opportunity to consider them fully at the meeting.

## **1.9 Action Taken by the Chair**

1.9.1 Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Corporation procedures and it is not reasonably practicable to convene a special meeting or to take action via written resolution, he/she may, following consultation with as many of the following as may be contactable within a reasonable time: the Vice Chair of the Corporation Board, the Principal and Chief Executive and the Chair of the Committee within whose terms of reference the matter falls, authorise such action.

1.9.2 Details (including the reason(s) for using this procedure) shall be presented for ratification to the next meeting of the Corporation.

## **1.10 Voting on Appointment**

Where three or more persons are nominated for any position as member, Chair or Vice-Chair of the Corporation and there is not a majority in favour of one person, the person having the least number of votes shall be disregarded and a fresh vote taken and so on until there is a straight majority in favour of one person.

## **1.11 Disorderly Conduct**

1.11.1 If any member in the opinion of the Chair notified to the meeting persistently disregards the ruling of the Chair or behaves improperly or offensively or obstructs the business of the meeting the Chair or any other member may move 'that the member named be not further heard' and the motion if seconded shall be put and determined without discussion.

1.11.2 If anyone interrupts a meeting the Chair may warn him and if the interruption continues the Chair may order his removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public the Chair may order that part to be cleared

1.11.3 The Chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he considers appropriate

## **1.12 Determination of Membership**

1.12.1 A member may at any time by notice in writing to the Clerk to the Corporation resign his office

1.12.2 Upon a member becoming disqualified from being a charity trustee under the Charities Act 2011 (as amended from time to time) they shall cease to be a member with immediate effect and shall notify the Clerk as soon as they become aware of such disqualification

1.12.3 If at any time the Corporation are satisfied that any member:

1.12.3.1 has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation; or

1.12.3.2 is unable or unfit to discharge the functions of a member

1.12.3.3 is in breach of the Code of Conduct for Corporation Members

the Corporation may by notice in writing to that member remove him from office and thereupon the office shall become vacant

1.12.4 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Chief Executive, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.

1.12.5 A student member shall cease to hold office-

(a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or

(b) if expelled from the institution.

## **1.13 Members not to hold a financial or other interest in the Institution**

1.13.1 In accordance with Charity Law no member shall take or hold any interest in any property held or used for the purpose of the institution, or receive any remuneration for ~~this~~ their services as a member; provided that a member who is a member of the staff

of the institution (including the Chief Executive) may receive remuneration in that capacity

1.13.2 A member who has:

(a) a financial interest in:

1.13.2.1 the supply of work or goods to or for the purposes of the institution;

1.13.2.2 any contract of proposed contract concerning the institution or

1.13.2.3 any other matter relating to the institution; or

(b) any other interest of a type specified by the Corporation in any matter relating to the institution

and is present at a meeting of the Corporation, or of any of its committees, at which the supply, contract or other matter is to be considered, shall at that meeting disclose the fact and 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; and withdraw where required to do so by a majority of the members of the Corporation or committee present at the meeting.

1.13.4 Where a member has declared an interest at a meeting and a majority of the members present have required that member to withdraw from the meeting, has left the meeting, and chosen to remain within easy reach, that member shall be recalled before any further business is begun.

1.13.5 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 and 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 doing so, the staff member acts in the best interests of any other person or body. However, where the staff member is representing any of the staff concerned in those negotiations, (s)he shall withdraw from that part of the meeting.

1.13.6 Any member of the Audit Committee including the Chair, should not during their period of office, or in the recent past prior to their appointment, carry out work for the College, or have any commercial transactions with the College, in which they or close family or friends have a direct financial interest.



## **1.14 Public Access to Meetings**

1.14.1 Subject to consideration of Clause 17(2) of the Instruments of Government, any question whether any person who is not:

1.14.1.1 a member of the Corporation; or

1.14.1.2 the Clerk to the Corporation

should be allowed to attend a meeting of the Corporation shall be determined by the Corporation

## **1.15 Publication of Minutes and Papers**

1.15.1 Subject to paragraph 1.15.3, the Corporation shall ensure that a copy of:

the agenda for every meeting of the Corporation

1.15.1.1 the signed minutes of every such meeting; and

1.15.1.2 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

1.15.2 The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1.15.1), shall be placed on the institution's website, and shall, despite any rules of the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.

1.15.3. There may be excluded from any item required to be made available in pursuance of paragraph 1.15.1 any material relating to:

1.15.3.1 a named person employed at or proposed to be employed at the institution;

1.15.3.2 a named student at, or candidate for admission to, the institution;

1.15.3.3 the Clerk; and

1.15.3.4 any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis

## **1.16 Communications with the Media**

1.16.1 The Chair and Vice-Chair shall, together with the Chief Executive, act as the principle spokespersons for the college in communication with the media in the event of any circumstance likely to damage the interest of the College.

1.16.2 The chief spokesperson for the College will be the Chief Executive, but the Chair and Vice-Chair may from time to time issue statements to the press. These will always be co-ordinated with the Chief Executive and assistance will be available from the Head of Marketing.

## **2. COMMITTEES OF THE CORPORATION**

### **2.1 Appointment of Committees**

2.1.1 In accordance with Articles 5 and 6 of the Articles of Government, the Corporation shall establish the following committees:

2.1.1.1 Governance Panel

2.1.1.2 Audit

In keeping with good practice the Corporation will also establish the following committees:

2.1.1.3 Policy and Resources

2.1.1.4 Learning and Quality

2.1.1.5 Remuneration

And such other committees as may be required for any purpose or function, other than those assigned elsewhere in the Articles

### **2.2 Attendance of Members at Other Committee Meetings**

2.2.1 All designated members of a committee determined by the Corporation, shall be entitled to attend all meetings of the relevant committee

2.2.2 Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee only at the express invitation of the Chair of the relevant committee

- 2.2.3 Any member attending by invitation shall be permitted to receive an agenda for the meeting only with the permission of the Chair of the Committee
- 2.2.4 During the course of a meeting, any member attending by invitation shall be permitted to speak on any issue only with the permission of the Chair of the Committee
- 2.2.5 No person who is not:
  - 2.2.5.1 a member of the Corporation or
  - 2.2.5.2 the Clerk to the Corporationshall be allowed to attend any meeting except by the invitation of the Chair of the Committee
- 2.2.6 Senior Post Holders of the College shall attend meetings of committees in accordance with the requirements of the agenda for each meeting and at the request of the Chair of the Committee

## **2.3 Election of Chair**

- 2.3.1 The Chair of each committee of the Corporation shall be elected by the Corporation
- 2.3.2 Wherever a Chair of a committee shall cease to hold office, the vacancy shall be filled at the subsequent meeting of the Corporation

## **2.4 Meeting of Committees**

- 2.4.1 The Chair of a committee or the Chair of the Corporation may call a special meeting of the committee at any time
- 2.4.2 All meetings of the committees shall be serviced by the Clerk who shall, except in case of urgency, send the summons to each member of the committee at least seven days before the meetings

## **2.5 Quorum of Committees**

- 2.5.1 Meetings of each committee shall be quorate if 3 or more members of the committee are present
- 2.5.2 If the number of members assembled for a meeting of a committee does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the committee the

number of members present ceases to constitute a quorum, the meeting shall be terminated immediately

- 2.5.3 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, cause a special meeting to be summoned as soon as may be convenient

## **2.6 Minutes of Committees**

- 2.6.1 Subject to the exclusion of any material of a similar nature to that required to in paragraph 1.13.3:

2.6.1.1 Minutes of meetings shall normally be prepared for approval by the Chair of any committee within ten working days following the meeting

2.6.1.2 The signed minutes shall, as soon as may be, be made available during normal office hours at the institution to any person wishing to inspect them

2.6.1.3 Minutes of all Committees meetings will be submitted to the next meeting of the Corporation Board

## **2.7 Co-opted Members of Committees and Sub-Committees**

- 2.7.1 A member of a committee who is not a member of the Board shall cease to be a member where he does not attend any meeting for a period of longer than six months, or has been absent for the number of consecutive meetings as contained in the Committee terms of reference, or for any other reason at the sole discretion of the Board, unless that failure is for a reason previously approved by the Committee

## **3 Associate Member/Governor**

3.1 The Board may appoint a maximum of 2 concurrent Associate Governors to the Corporation Board and/or its Committees to advise and support succession planning on the Corporation Board. Associate Governors will have access to all relevant papers (including confidential documents) but may not vote and will not constitute part of a meeting's quorum.

3.2 Associate Governors will hold office for up to two years, subject to annual review by Governance Panel, will be bound by the Governors' Code of Conduct and will adhere to Corporation policies and Standing Orders. This includes the submission of an annual Declaration of Interests and Eligibility and the requirement to declare

any interests at the start of each meeting. Associate Governors will also be eligible to claim expenses in line with the Governors' Expenses Policy.

- 3.3 An Associate Governor will not be appointed Chair of Corporation/Committee. The normal procedure for the appointment of governors will apply should an Associate Governor wish to become a Governor.

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