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**THE CORPORATION  
OF  
THE SIXTH FORM COLLEGE, COLCHESTER**

**STANDING ORDERS**

**Introduction**

The Standing Orders set out the Corporation's (Governing Body's) policies (rules and byelaws) relating to the way in which it conducts its business, as authorised by Article 22 of the Instruments & Articles of Government and as adopted by the Corporation in furtherance of outstanding governance.

Article 22: 'The Corporation shall have the power to make rules and bye-laws relating to government and conduct of the corporation and these rules and bye-laws shall be subject to the provisions within the Instruments and Articles of Government.'

The rules and bye-laws adopted by the Corporation reflect the seven Principles of Public Life (Nolan Committee) for those holding public office, namely:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

And the principles of the Code of Good Governance and Charity Governance Code.

Nothing in this document overrides the provisions of the Statutory Instrument and Articles of Government. In the event of any conflict, the Instrument and Articles prevail.

These Standing Orders should not be viewed in isolation, but should form part of the whole process of governance in line with the Corporation's Instrument and Articles of Government, its Code of Conduct and all Governance policies.

## **1. Quorums**

- 1.1 The quorum of the Corporation is 40% of the determined membership including current vacancies, rounded to the nearest whole number. The Corporation has determined the membership of the Corporation at 20 members, with a quorum of 6<sup>1</sup>
- 1.2 The quorums for statutory and operational committees are detailed within the individual committee standing orders.
- 1.3 The rules of the quorum apply not only at the start of the meeting, but also at any point during the meeting when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Clerk shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting becomes inquorate, the Clerk shall immediately inform the Chair.
- 1.4 An inquorate meeting shall normally be terminated by the Chair, it is then open to the Chair to call an extraordinary meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.
- 1.5 If a decision is taken without being quorate, the resultant decision will be void and unenforceable.
- 1.6 The rules of the quorum apply to all meetings, including those taking place virtually.

## **2. Senior Post Holders**

- 2.1 The Corporation have resolved to appoint two senior post holders. For the purposes of the Articles, the Principal and Clerk are senior post holders.

- 2.2 For appointment to the post of Principal:

The Instruments and Articles of Government prescribe a 5-panel membership for the appointment of Principal and a 3-panel membership plus, the Principal, for all other senior post holders (see also 2.2.3).

2.2.1 A panel of at least five members of the Corporation (hereinafter 'the Panel') shall be appointed by the Corporation. The Panel shall decide on the arrangements for the selection of applicants for interview, the applicants and, if thought fit, recommend to the Corporation one of the interviewed applicants to the post.

2.2.2 The Panel shall consist of the Chair of the Corporation, and at least three other independent members, at least one of whom shall be one of the Vice-Chairs. If no person has been appointed to the office of Vice-Chair of the Corporation, another external member of the Corporation shall be appointed.

## **3. Proceedings of Meetings**

- 3.1 Calendar of events

An annual calendar of events will normally be set in the summer term and where possible meetings shall be planned ahead for the full academic year and will detail the arrangement of the meeting. Dates set, will be subject to review if the need arises.

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<sup>1</sup> Due to the Coronavirus pandemic, revisions to the Articles of Government were agreed by the Corporation. The revisions made, permitted members (governors) to meet electronically and with a reduced quorum of 6 (at least 5 of whom must be community or parent governors). A review of this decision will be made no later than 13.12.2021

## 3.2 Agendas

3.2.1 A member (governor) may request that an item be included on the agenda of the Corporation or its Committees; items should normally be submitted to the Clerk at least 10 working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and where applicable the Principal, of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the relevant Committee shall make the final decision as to inclusion of any item on the agenda.

3.2.2 At every ordinary meeting of the Corporation, there shall be the opportunity for 'confidential' items to be assigned to Part B of the agenda as necessary

## 3.3 Decisions

Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. They would only call for a vote either if there were a clear expression or dissent, or if it were a matter of particular significance.

3.3.1 Decisions shall be made by a simple majority of the votes cast by members present and entitled to vote, unless the vote concerns the dissolution of the Corporation or in the event that legislation or statutory guidance indicates that a special resolution is required.<sup>2</sup>

3.3.2 Where, at a meeting of the Corporation, 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. This will also apply to written resolutions.

3.3.3 A member, not in attendance may not vote by proxy or by way of postal vote.

3.3.4 Where a meeting is being held by electronic means, members will vote by a predetermined electronic process. The process to be used shall be formally communicated to members, by the clerk in advance of the meeting.

3.3.5 Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting.

3.3.6 If a formal vote is taken, the number voting for, against or abstaining shall be recorded in the minutes.

3.3.7 It is for the meeting to decide the circumstances in which a secret ballot shall be held.

3.3.8 Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor shall have the right to have, their disagreement recorded in the minutes, at their request.

3.3.9 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.

## 3.4 Withdrawal from Meetings

3.4.1 Except as provided by procedures made pursuant to Article 16 of the Articles, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;

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<sup>2</sup> Special resolution requires a majority of at least 75% of votes cast [Sect. 283 (4)]

- from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
- from that part of any meeting of the Corporation, or any of its committees, 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
- if so required 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's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

3.4.2 A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under clause 10 of the Instruments of Government and para 3.4.1 of these Orders.

3.4.3 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 or any of its committees, at which consideration is to be given to;

- a student's conduct, suspension or expulsion
- staff matters relating to a member or prospective member of staff at the College

A student governor will take no part in the consideration or discussion of these matters and will not vote on any question related to it.

3.4.4 The Clerk shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered.

Where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under 3.4.1.

If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation or its committees under Instrument 6(4) (para 6 of these Orders), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.<sup>3</sup>

### 3.5 Minutes

3.5.1 Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (3.5.2), at every meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item.

3.5.2 Paragraph (3.5.1) shall not require the minutes of the last meeting to be taken as an agenda item at an extraordinary meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting, which is not an extraordinary meeting.

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<sup>3</sup> *The Principal is not permitted to act as clerk*

3.5.3 Where minutes of a prior meeting are taken as an agenda item and agreed by the members present to be an accurate record of that meeting, the clerk shall formally record in the minutes of the sitting meeting, that the prior minutes are a true record.

3.5.4 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn in accordance with Instrument 10(2), 10(5), 6(4) and para 3.4 of these Orders and such persons shall not ordinarily be entitled to see the minutes of that part of the meeting or any papers relating to it.<sup>4</sup>

#### **4. Written Resolutions**

The circumstances under which the 'written resolution' procedure is implemented, shall relate only to items which require an agree or disagree response. This procedure will be carried out in strict accordance with Clause 13 'Written Resolutions' of the Instruments of Government.

The Clerk will authenticate the resolution in accordance with Clause 13(1)(c) and ensure that those signing the resolution are those entitled to vote at Corporation meetings.

A written resolution will lapse, if it is not passed before the end of the period of 28 days beginning with the date of authentication.

A summary report on the outcomes of each resolution will be provided to the Corporation no later than 5 working days from the date the resolution is to become effective or 1 working day from the end of the 28 day period if the resolution has lapsed.

#### **5. Reconsideration of Resolutions**

No resolution (i.e. any formal decision by the Corporation), may be rescinded or varied at a subsequent meeting of the Corporation, unless its reconsideration appears on the agenda for that meeting. A resolution cannot therefore be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision.

#### **6. Declaration of Personal/Other Interest – see appendix G, Conflicts of Interest Policy**

##### **6.1 Responsibilities of Corporation and Co-opted Members**

6.1.1 All members are required to declare any financial or business interest in, or a duty to, any organisation; whether through ownership, employment, membership or trusteeship including through a connected party.

6.1.2 Declarations covering the above shall be completed on appointment, and thereafter confirmed on an annual basis. Any change in circumstances must immediately be made known to the Clerk.

6.1.3 An agenda item for every meeting will be 'Declaration of Interests'. Members will be asked to disclose any interest (either of a financial or non-financial nature), in respect of the business to be discussed, which might interfere or be perceived to interfere with their independent judgement.

6.1.4 The declaration of an interest is normally the responsibility of the individual member. However, if the Clerk, on the basis of information held in the register of interests, has

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<sup>4</sup> It is, however, worth bearing in mind that under the Data Protection Act 1998, the Clerk, the Principal, staff and student members have the right to make a data access request to see those minutes, if and in so far as they contain personal data relating to that individual - notwithstanding the fact that paragraph (3.5.4) states that they are not entitled to see it, the provisions of the Data Protection Act prevail

reason to believe a member or attendee has a financial or personal interest that may need to be declared, the clerk will draw this to the attention of the Chair and the member concerned (preferably before the meeting).

6.1.5 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 except in certain circumstances as set out in Clause 10 of the Instruments of Government.

6.1.6 The declaration of an interest by a member, during the course of the meeting will be recorded in the minutes.

## 7. **Public Access to Meetings** (see appendix A - policy for public attendance)

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation to attend Corporation or Committee meetings, or parts of meetings<sup>5</sup>. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting that the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they leave, shall be recorded in the minutes. Invitations would not normally be extended to more than two members of the public at any one time.

## 8. **Appointment of Members**

### 8.1 Search & Governance Committee

8.1.1 The Corporation has delegated to the Search and Governance Committee, the process of searching, selecting and making recommendations to the Corporation for the appointment of members in the context of the Corporation's most recent skills audit.

8.1.2 The Corporation shall not appoint any member (other than as a parent, staff or student member) unless it has first considered the advice of the Search and Governance Committee.

8.1.3 The membership and terms of reference of the Search and Governance Committee are as agreed by the Corporation annually.

### 8.2 Elected Members

An election process is held for the following categories of members, which are confirmed by the Corporation:

- Parent (self-nomination, elected by parents of students at the College)
- Staff (self-nomination, elected by staff at the College)
- Students (Chair and Vice-Chair of the College Student Council)

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<sup>5</sup> For reasons of commercial sensitivity or to ensure the security of personal information, relating to individuals it would not be usual for members of the public to be allowed to attend committee meetings.

### 8.3 Terms of Office

8.3.1 The period of membership for all categories shall be determined by the Corporation and reviewed in accordance with the policy and procedures schedule.

The current terms of office are:

- 4 years: Staff and Community members
- 2 years: Parent member
- 1 year: Student members
- Ex-officio Principal

8.3.2 Community members shall not ordinarily serve for more than two terms (a maximum of eight years). In exceptional circumstances a member's term may be extended beyond eight years.

8.3.3. If it is proposed that a member serves for more than eight years, their reappointment will be

- i) subject to a particularly rigorous review by the Search and Governance Committee, which will take into account the need for progressive refreshing of the board, the current skills audit and any extenuating circumstances
- ii) explained in the annual report to stakeholders.

8.3.4 Where there is an identified skills gap that the board have been unable to satisfactorily fill a previously serving member may be considered for appointment.

### 8.4 Suitability

All appointments will be subject to fit and proper persons declarations and checks including; clearance obtained from the Disclosure and Barring Service (enhanced disclosure with barring check), relevant director, trustee and insolvency checks and successful completion of the Corporation's comprehensive induction process, which will include undertaking safeguarding training and agreeing to adhere to the Corporation's code of conduct and other policies as may exist from time to time.

### 8.5 Training & Development (including mentors)

All members of the Corporation are required to participate in ongoing training and development. Governors will be informed of opportunities by the Clerk but are also encouraged to access external opportunities, relevant to governance in the Sixth Form College sector. In accordance with the Corporation's requirements, members are required to report attendance at training and development events to the Clerk.

All members will be assigned a mentor as support during their first year in post [see mentoring guidelines]. It is the board's expectation that all governors will become mentors following 2 years of continuous service, to be called on by the Chair, as and when appropriate.

### 8.6 Appointment of Co-opted Members to the Audit Committee

8.6.1 In accordance with the Audit Committee's terms of reference, approved annually by the Corporation, the Audit Committee may appoint up to 2 co-opted members.

8.6.2 Appointments will usually be made in the context of skills gaps identified by the committee or as suggested by the Search and Governance committee.



8.6.3 The appointment of a co-opted committee member(s) will be for a maximum term of 2 years after which reappointment may be considered. If agreed by the Corporation co-opted members will be afforded full voting rights.

8.6.4 Co-opted committee members will not be eligible to be elected as Chair of the Committee.

8.6.5 Co-opted members will not be eligible to attend Corporation meetings but may do so at the invitation of the Corporation Chair

## **9. Appointment of Chair and Vice Chair(s)**

9.1 The Corporation has resolved to appoint a Chair and up to two Vice Chair(s).

9.1.1 Post holders are elected from the membership of the Corporation to serve a two year term of office.

9.1.2 The Chair and Vice Chair(s) would not normally hold office for longer than two periods (i.e. 4 years) unless it is formally approved by the Corporation that an exception be made.

9.1.3 The Principal, Staff and Student Governors are ineligible for these appointments, but may nevertheless take part in the appointment process.

9.1.4 The Corporation's agreed formal nomination and election procedures are reviewed in accordance with the Corporation's policy and procedures schedule.

9.1.5 If the Chair should resign or otherwise cease to hold office during the two-year period, then one of the Vice Chair(s) shall act as Chair until the next meeting when an election shall be held. If the Vice Chair(s) should resign or otherwise cease to hold, office during their term of office an election for a replacement(s) shall be held at the next meeting.

## **10. Chair's Action**

10.1 A detailed role description for the post of Corporation Chair has been implemented by the Corporation (appendix E).

10.2 The Chair may take action on matters that are considered too urgent to wait until the next Corporation meeting, only in circumstances where the calling of an extraordinary meeting (less than seven-day notice) or the use of a written resolution (in accordance with clause 13 of the Instrument of Government), would cause a delay that would be seriously detrimental to the well-being of the College, its staff or students.

10.3 The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these standing orders and appendices. The Clerk must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair(s)) must ensure that the clerk is given a full account of the action.

## **11. Suspension and Removal of Members (Governors)**

11.1 Suspension

11.1.1 Suspension is a neutral act and therefore a decision to suspend a member should not be regarded as involving any judgment on the suitability of that person to remain a member. The Corporation will be required to treat the member fairly and give the member an opportunity to have their say before any decision to suspend is made. A

formal oral hearing will not, however, be required, nor would there be a right to an appeal against a decision to suspend.

11.1.2 If at any time the Corporation is satisfied that it is not in the best interests of the Corporation for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external) the Corporation may by notice in writing to that member suspend the member from office until further notice

11.1.3 The Corporation resolved that in certain prescribed circumstances they may decide to exercise their right to suspend a member if one or more of the following grounds apply:

- the member is paid to work at the school and is the subject of disciplinary proceedings in relation to his employment; or
- the member is the subject of any court or tribunal proceedings, the outcome of which may be that he is disqualified from continuing to hold office as a member(governor) or trustee; or
- the member has acted in a way that is inconsistent with the College's ethos or has brought or is likely to bring the College or the Corporation or his office as a member of the Corporation into disrepute; or
- the member is in breach of his duty of confidentiality to the Corporation, College, the staff or to the students.

11.1.4 The Corporation may vote to suspend a member on any of the above grounds. The Corporation will only vote to suspend a member as a last resort and where applicable it will first seek to resolve any difficulties or disputes in more constructive ways.

11.1.5 Any motion to suspend will be specified as an agenda item of a meeting for which at least seven days notice must be given. Before the Corporation votes to suspend a member, the member proposing the suspension must give their reasons for proposing the suspension. The member who is proposed for suspension must be given the opportunity to make a statement in response before they withdraw from the meeting and a vote is taken. The resolution will be determined by a simple majority vote in accordance with Clause 14(1) of the Instruments.

11.1.6 A member who has been suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meetings during their suspension. During the period of suspension, the member shall not be entitled to attend any meeting of the Corporation.

11.1.7 If a resolution is passed suspending a member, the Chair must give notice in writing to the member:

- informing the member of the resolution, its date, and the fact it was passed; and
- removing the member from office in accordance with Clause 10(2) of the Instruments of Government if applicable

11.1.8 The Chair may invoke Chair's Action in order to advance necessary actions where matters are deemed to have raised safeguarding concerns. In these instances, the Chair may having taken relevant professional advice, decide not to complete all the procedural stages listed above.

11.1.9 A member who has been suspended cannot be disqualified from holding office for failure to attend meetings as defined in the Instruments & Articles of Government and Corporation attendance policies

## 11.2 Removal

11.2.1 If at any time the Corporation is satisfied that;

- a member is unfit or unable to discharge the function for a member or
- it is not in the best interests of the Corporation for a member to continue in active office

the Corporation may by notice in writing to that member remove the member from office. [Clause 9 Instrument of Government]

11.2.2 The Corporation will only vote to remove a member as a last resort and will be able to provide demonstrable evidence of other possibilities having been explored to resolve the situation.

11.2.3 A member may also be removed from office due to non-attendance [see section 14 - Attendance]

11.2.4 The Chair may invoke Chair's Action in order terminate membership where matters are deemed to have raised significant safeguarding concerns.

## 12. Expenses

Members are encouraged to claim reasonable expenses incurred in respect of attendance at meetings and training sessions (either at the College or externally). Other reasonable expenses will be considered in accordance with the Corporation expenses policy and procedures.

## 13. Attendance [see also appendix B– attendance at meetings policy]

The Clerk shall keep a record of attendance, which shall be reported at least annually to the Corporation. Any member who has not attended meetings for more than six consecutive months without permission of the Corporation may be removed from office by resolution of the Corporation. The member concerned shall be given notice in writing.

In accordance with the Code of Conduct governors shall notify the Clerk of all governor visits to the College.

## 14. Committees of the Corporation

### 14.1 Committee Structure

As required under the Instruments and Articles of Government the Corporation has established the following statutory and operational committees:

- Audit Committee
- Search and Governance
- Remuneration
- Disciplinary
- Disciplinary Appeals

- Appeals Committee (non-statutory)

The quorums and memberships are included in the standing orders of these committees, which are agreed by the Corporation annually. The terms of reference and standing orders for each committee are published on the governance page of the college website. Minutes of committee meetings are made available to all members of the Corporation following approval by the relevant Chair.

#### 14.2 Disciplinary and Disciplinary Appeals Committees

In accordance with the Instruments and Articles of Government (Article 10(1)(2), Disciplinary and Disciplinary Appeals Committees have been established to examine the case for disciplinary action against a Senior Post Holder, to take such action as it considers appropriate, and to communicate its decision to the Senior Post Holder concerned.

The Committee, may take independent professional advice before examining any case and before making any decision. Only members (governors) without prior knowledge of the facts to be considered are eligible to serve on these committees. The Principal, staff and student governors are not eligible to serve on these committees.

The Corporation has specified procedures for the conduct of the Committee, as set out in the committee's standing orders, terms of reference and the Disciplinary Procedures for Senior Post holders. It should be noted that in exceptional circumstances the Chair, or in their absence, Vice Chair, may dismiss with immediate effect, (if the circumstances are such that immediate dismissal is justified by the conduct of the Senior Post Holder).<sup>6</sup>

### 15. Lead Governors

The Corporation has appointed Lead Governors and Support Lead Governors, linked to designated, key areas of the College:

- Pastoral - Safeguarding (Including Child Protection)
- Pastoral - Special Educational Needs and Disability
- Pastoral – Careers Education, Information, Advice and Guidance
- Health and Safety
- Finance
- Curriculum Offer and Educational Quality
- Strategy
- HR - MHWB
- IT
- Equality, Diversity, Inclusion

All Lead Governor visits to the College are expected to comply with the agreed, Lead Governor protocols and individual Lead and Support Governor Terms of Reference.

Lead Governors should report on relevant issues as these are scheduled to occur at board or committee meetings. In exceptional circumstances notification should be given to the Clerk in order that a relevant 'slot' on the agenda can be arranged.

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<sup>6</sup> Where two Vice Chairs have been appointed the longest serving Vice Chair will assume the role of Chairman for the purposes of Order 14.2

It is expected that Lead Governors will provide a summary report in relation to their designated area to the Board at least once in each academic year.

#### **16. Completion of safeguarding due diligence**

Prospective governors and those newly elected are expected to complete all safeguarding due diligence within 6 weeks from the date of the appointment decision. This includes receiving child protection training and the submission of all required documentation.

#### **17. Documentation**

All governors are expected to comply in a timely manner with requests for the completion of assessments, written resolutions and other documentation that may be requested by the Clerk from time to time. Individual governors are responsible to the Corporation for incomplete or missing returns.

#### **18. Financial Matters**

Unless delegated through the Audit Committee's terms of reference all matters pertaining to the tuition and other fees payable rest with the full Corporation.

#### **19. Application of the Seal**

The application of the Seal of the Corporation shall be authenticated by: the signature either of the Chair or some other member, authorised either generally or specially by the Corporation to act for that purpose and the signature of any other member.

#### **20. Complaints**

The Corporation has established a procedure for dealing with complaints against the Corporation, individual Board Members (governors) or the Clerk. Members are provided with a copy of the policy on appointment and periodically thereafter. A copy of the policy is made available via the College website and upon request to the Clerk.

Complaint against the Corporation or an individual board member shall be addressed to the Clerk to the Corporation who shall deal with the matter according to the established procedures. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation.

**Nothing contained within these Standing Orders prevents the Chair from invoking Chair's Action where matters are deemed to have raised safeguarding concerns**

#### Review

The Standing Orders and associated policies will be reviewed in accordance with the Corporation's Policy and Procedures schedule.

# Access to Meetings Policy Statement

## **INTRODUCTION**

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation to attend Corporation or committee meetings. This may include college staff and members of the public.

### Invitation to attend a meeting of the Corporation

The Corporation, or the Chair on its behalf, may at its discretion invite persons who are not members of the Corporation to attend Corporation or committee meetings, or parts of meetings<sup>7</sup>. This may include extending invitations to senior managers, other members of staff at the College or specified members of the public. Invitations would not normally be extended to more than two members of the public at any one time.

### Request to attend a meeting of the Corporation

In the event that a request to attend a meeting of the Corporation, is received from a member of the public, the Chair having taken advice from the Clerk and in consultation with at least one of the Vice Chairs, shall decide whether to agree to the attendance and any parameters that should be communicated.

All invitations shall be issued through the Clerk who shall stipulate the portion of the meeting that the person may attend. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they leave, shall be recorded in the minutes.

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<sup>7</sup> For reasons of commercial sensitivity or to ensure the security of personal information, relating to individuals it would not be usual for members of the public to be allowed to attend committee meetings.

# Attendance at Meetings of the Corporation

## INTRODUCTION

In order that the Corporation is effective and does not encounter problems of quoracy at meetings when decisions have to be taken, it is Corporation policy to monitor and report annually on members attendance at meetings.

## POLICY

Should a member fail to attend meetings of the Corporation including committee meetings for a period of six consecutive months without valid reason being offered and apologies accepted, the member may be removed from office by resolution of the Corporation. If there are exceptional, circumstances that have prevented attendance, this will be taken into consideration before such a decision is confirmed.

1. A record of member attendance is reported within the minutes of all meetings of the Corporation and its committees
2. Attendance at full Corporation meetings, committee meetings, governor visit days and other governor events is monitored and figures reported annually to the Corporation via reports to the Search and Governance Committee.
3. Individual attendance is monitored and will be a discussion point during the one to one review meetings between the Chair and individual members.
4. In accordance with DfE requirements, individual Member attendance will be reported within the annual report to stakeholders. From 2021, this requirement extends to include specific reporting on the attendance of the Audit Committee.
5. Apologies should be given in writing to the Clerk and in sufficient time that due consideration of the absence and any resulting impact on quorums can be considered. In exceptional circumstances verbal apologies may be given.

## Policy for Review of Confidential Papers

The following is an extract from the Corporation's Code of Conduct:

*Because of the Corporation's public accountability and the importance of conducting its business openly and transparently, Governors should ensure that, as a general principle, students, staff and other stakeholders of the College have free access to information about the proceedings of the Corporation. Accordingly, agendas, minutes and other papers relating to meetings of the Corporation are normally available for public inspection when they have been approved for publication by the Chair.*

There will be occasions when supporting documents or minutes recording discussions and decisions of the Corporation will not be made available for public inspection; for example, when the Corporation considers commercially sensitive issues or matters involving named individuals. Such excluded items will be kept securely by the Clerk, and will be circulated in confidence to appropriate members.

All excluded items are recorded on a register held by the Clerk. The register details the reason(s) for designating a document as confidential, and where applicable, the relevant meeting details and the expected date for release of the document to general files, as determined by the Corporation. Where a document has been designated as 'confidential' but it was not possible to pre-determine a release date, the register will show the relevant document review period. There may be occasions where it is deemed appropriate for a document to remain confidential indefinitely.

A report, detailing the Clerk's recommendations on the confidential status of documents held on the register, will be provided to the Chair of the Corporation, at least annually. The Chair, in consultation with the Principal, will consider each recommendation and issue a direction accordingly. All decisions are recorded Corporation members are provided with a report detailing the outcomes of the annual review.



## Execution of Documents [E-signatures]

The following, guidance on the use of e-signatures has been written specifically for the Corporation, in accordance with the ESFA funding guidance regulations and giving due regard to the Law Society of England and Wales guidance on e-signatures and the Law Commission statement on the execution of documents with an electronic signature.

Whether it is appropriate to use an e-signature, will depend on the type of document being executed or signed. The Clerk to the Corporation will confirm the options available to members and any other parties at the time documents are circulated.

### Definitions:

An electronic signature is defined as any electronic symbol or process that is associated with any record or document where there is an intention to sign the document by any party involved. An electronic signature does not necessarily need to be the signatory's given name, an electronic signature can be anything from a check box to a signature.

A digital signature is where a document with an electronic signature is secured by a process making it non-refutable. Usually documents which have a digital signature embedded are extremely secure and cannot be accessed or amended easily.

### Providing signature by email:

Where deemed applicable to the document to be signed, the Corporation will allow e-signatures including evidence of signatory obtained via email, **strictly** in accordance with the directions below.

Where it has been indicated that is appropriate to return a document requiring 'signature' by email the following process should be followed:

A covering email containing relevant details **including** the governor or other relevant persons typed name at the end of the message with one of the following:

- a typed name on a soft copy of the document emailed from the governor's secure college email address (e-signature)
- a wet ink signed, scanned document attached to an email from the governor's secure college email address (virtual signing)
- a photo taken on a camera/digital medium of the wet ink signed document attached to an email from the governor's secure college email address (virtual signing)
- a copy of an image of a handwritten signature (by pdf) added to a soft copy version of the document and attached to an email sent from the governor's secure college email address

A record of acknowledgement will be sent to the sender on receipt of an e-signed document and a copy retained by the Clerk.

### Procedures

Where an electronic or digital signature is being held, steps will be taken to ensure

- the signature can be verified.
- the original e-signature cannot be altered.
- where any document needs to be renewed a new signature is obtained

## Role description: Chair of the Corporation

This role description has been designed to:

- *enable the Corporation to define the role of the Chair*
- *enable governors and college senior staff to understand the role of the Chair*
- *show how the role of the Chair relates to that of the Principal and the Clerk*
- *Inform prospective Chairs of the requirements of the role*

***The role description has been written in the context that the Corporation, Principal and Clerk have legal responsibilities set out in the Instrument and Articles of Government. The Chair is responsible solely to the Corporation.***

The following role description should be read in conjunction with the Standing Orders which detail eligibility and the procedures for nomination/appointment/removal.

### **1. Appointment**

- 1.1 The Chair to the Corporation is elected by the full membership of the Corporation, in accordance with the Standing Orders and agreed nomination procedures.
- 1.2 The Chair will operate in the context of being 'first among equals'. Where the role description requires the Chair to "ensure" that something is done, the obligation has to be construed in the context of the Chair's role as "first among equals" and the fact that they have limited powers beyond those held by all members (governors).

### **2. Leadership**

- 2.1 The Chair is responsible for the leadership of the Corporation. As the chair of its meetings, he/she is responsible for ensuring that the necessary business is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public
- 2.2 As advised by the Clerk, the Chair should ensure that the Corporation acts in accordance with the Instrument and Articles of Governance, other external regulatory requirements, the College Code of Governance and with the Corporation Standing Orders.
- 2.3 The Chair is responsible for seeking to ensure that the Corporation as a whole, and individual members conduct itself/themselves in accordance with accepted standards of behaviour in public life, embracing *selflessness, integrity, objectivity, accountability, openness, honesty and leadership*.

### **The Chair should...**

- 2.4 Ensure that the Corporation exercises corporate responsibility, that is to say, that decisions are taken collectively by relevant members acting as a body. The Chair should encourage all members to work together effectively, contributing their skills and expertise as appropriate, and should seek to build consensus among them.

- 2.5 Enable members (governors) to work effectively as a team and provide constructive challenge; seeking the views of all members and building consensus.
- 2.6 Ensure that members recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Corporation business so that the Corporation focuses on strategy, performance/outcomes and accountability.
- 2.7 At all times, act in accordance with established protocols for the use of delegated authority/emergency action as set out in the Standing Orders. All instances of the use of delegated authority should be reported to the next meeting of the Corporation.
- 2.8 Ensure that the Corporation sets the, strategic direction, objectives and assess adequately the performance of the college against the strategic objectives and performance indicators performance indicators and works collaboratively with the Principal to achieve this.
- 2.9 Work with the Principal/Chief Executive and Clerk to ensure that the Corporation receives timely information required to conduct its business, enable rigorous monitoring of the strategic management of the college, monitor risk and make clear decisions.
- 2.10 Develop a constructive and supportive but challenging working relationship with the Principal, the senior management team and the Clerk, based on regular communication and a shared commitment to ensuring the Corporation's ongoing effectiveness.
- 2.11 Take an appropriate role in instigating any disciplinary action against the Principal, other senior post holders and, where necessary, the Clerk to the Corporation. The appropriateness of the Chair's role will be informed by the Senior Post Holder's Disciplinary Procedure.
- 2.12 Ensure that the process of appointing a new Principal and other senior post-holders is led effectively

### **3. The Performance of the Corporation**

#### **The Chair will...**

- 3.1 Ensure that the Corporation attempts to maximise its effectiveness through critical selfassessment of its own performance and processes, and through ensuring that appropriate performance review processes exist and are acted upon.
- 3.2 Ensure that the Corporation approves and operates a procedure for the regular appraisal/review of the performance of its individual members and should participate as appraiser/reviewer in that process. This will be carried out through one to one review meetings between the Chair or Vice Chair and individual members.
- 3.3 Support the Clerk in encourage members to participate in appropriate training and development.

- 3.4 Be responsible for the appraisal/review of the performance of the Principal and will report the outcome to the Remuneration Committee.
- 3.6 Be responsible for the appraisal/review of the performance of the Clerk to the Corporation, and will report the outcome to the Remuneration Committee.
- 3.7 Be responsible for their own professional development and as expected by the DfE undergo suitable training commensurate with the role. The Chair will provide the Clerk with details of all external training and development activities undertaken.

#### **4. The External Role**

- 4.1 The Chair may represent the Corporation and the College at external meetings, presentations, conferences and other external bodies to which he is elected where those meetings provide value for money for the College.
- 4.2 The Chair will play an agreed ambassadorial role and engage with a range of stakeholders accordingly.

#### **5. Personal**

- 5.1 The Chair will have a strong personal commitment to further education and the values, aims and objectives of the College.
- 5.2 The Chair will at all times act fairly and impartially in the interests of the College as a whole, using independent judgement and maintaining confidentiality as appropriate.
- 5.3 The Chair is expected to attend all meetings of which he is Chair or a member, or give timely apologies if absence is unavoidable.
- 5.4 The Chair's performance is naturally assessed by his election to office every two years. In addition, the Chair will engage with an annual 360 performance appraisal undertaken as part of the Governance Self-Assessment procedure.
- 5.5 The Chair will be committed to spending the time necessary to ensure the effectiveness of the Corporation. The likely overall time commitment required of the Chair for the effective conduct of the duties of the position is approximately 20 hours per month on average, but can be considerably in excess of that, where circumstances require.
- 5.6 The office of Chair is not remunerated, but the Chair is encouraged to reclaim all travel and other expenses incurred, via the Clerk

## Role Description: Vice Chair of the Corporation

This role description has been designed to:

- enable the Corporation to define the role of the Vice Chair
- enable governors and college senior staff to understand the role of the Vice Chair
- show how the role of the Vice Chair relates to that of the Chair, Principal and the Clerk
- Inform prospective Vice Chairs of the requirements of the role

The role description has been written in the context that the Corporation, Principal and Clerk have legal responsibilities set out in the Instrument and Articles of Government. The Vice Chair, when acting in the capacity of Chair is responsible solely to the Corporation

The following role description should be read in conjunction with the Standing Orders which detail eligibility and the procedures for nomination/appointment/removal of governors and the Chair's role descriptor agreed by the Corporation

### 1. Appointment

- 1.1 The Vice Chair(s) to the Corporation are elected by the full membership of the Corporation, in accordance with the Standing Orders and agreed nomination procedures
- 1.2 The Vice Chair(s) are appointed for a term not exceeding 2 years after which they are eligible for reappointment
- 1.3 In the context that a Vice Chair may be required to deputise for a chair for an extended period it is not ordinarily expected that a Vice Chair will not hold the position of Chair of the Remuneration Committee
- 1.4 The Principal, staff and student governors are not eligible to be Chair or Vice Chair
- 1.5 When two Vice Chairs have been appointed, the Chair will nominate a Vice Chair to act in the capacity of Chair during known periods of short absence. Where it is not possible for the Chair to nominate in advance, the longest serving Vice Chair will deputise for the Chair for a maximum of 14 days. Where it is known in advance or where it becomes known, that the Chair will be absent for longer than 14 days the Clerk will call a meeting of the Corporation for the purposes of appointing an acting Chair.<sup>8</sup>
- 1.6 In the event that the Chair has retired or resigned without notice, the Vice Chair will deputise until the next meeting of the Corporation, which may be an emergency meeting called specifically for the purposes of appointing a Chair

### 2. Leadership

- 2.1 The Vice Chair(s) will act in the Chair's absence and support the Chair in the effective leadership and functioning of the Board
- 2.2 As advised by the Clerk, a Vice Chair should act in accordance with; the Instrument and Articles of Governance, Code of Governance, the Corporation's Standing Orders and any other applicable external statutory guidance and regulatory requirements

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<sup>8</sup> This may be an emergency meeting called specifically for the purpose

- 2.3 Alongside the Chair, a Vice Chair is responsible for seeking to ensure that the Corporation as a whole, and individual members conduct itself/themselves in accordance with accepted standards of behaviour in public life, embracing the Nolan Principals of selflessness, integrity, objectivity, accountability, openness, honesty and leadership

### **3. Key Duties**

- 3.1 In the absence of the Chair of Governors, to fulfil the functions of the Chair's role according to the College's Instrument and Articles of Government, the Standing Orders of the Corporation and as set out in the Chair of the Corporation's role description
- 3.2 To develop an effective working relationship with the Chair of Governors, the other Vice Chair (if appointed), the Principal and the Clerk, based on a full understanding of the role of the Corporation in the governance of the College
- 3.3 To support the Chair, as required, to fulfil the duties and responsibilities of their role, ensuring effective leadership
- 3.4 To support the Chair in undertaking the annual one to one performance and development conversations with individual governors
- 3.5 To take the lead on aspects of board activities, as agreed in discussion with the Chair, and to act on matters delegated by the Corporation
- 3.6 To act as a deputy to the Chair when the Chair is unable to attend a meeting, function or matter of business requiring their involvement, including meetings with stakeholders
- 3.7 To continue to fulfil all duties of a member of the Corporation and as a member/chair of committees

# Independence of the Clerk to the Corporation

## Introduction

'Corporation Clerks, also known as governance professionals, are critical to board performance. The Clerk supports the board in meeting high standards of governance and fulfilling legal or regulatory requirements. For example, the Clerk can provide advice and guidance on:

- legal & regulatory matters relating to governance
- the implications of policy or regulatory developments
- effective governance
- governor obligations and the corporation's powers
- training and development opportunities for governors, underpinned by the Clerk's regular skills audits of the board
- assessment of board performance'

*FE and Sixth Form College Governance Guide: Legal and regulatory requirements that apply to further education (FE) and sixth-form college Corporations*

'The Clerk, as an independent officer of the Corporation who has a key role to play in ensuring that the College's system of checks and balances operates effectively, has a pivotal role in ensuring good governance.'

When it comes to considering whether a Corporation's Clerking arrangements are appropriate, the key issue to be addressed is whether the Clerk is able and is perceived to be able, to effectively discharge their role of giving independent advice and guidance to the Corporation.

*Eversheds-Sutherland LLP.*

## Procedures adopted to Safeguard Independence

The Corporation ensures that the Clerk is independent of the management of the College, has sufficient expertise and support to undertake the role and is able to, provide the Corporation with independent advice and guidance directly to itself and its Committees, on all aspects of governance and related legal and regulatory requirements.

- The Corporation, is responsible for the appointment, dismissal and terms of employment of the Clerk.
- A transparent job description, approved by the Corporation, detailing the fundamental requirement to provide independent, unbiased and impartial advice, guidance is in place.
- The Clerk's ultimate line of accountability, as its officer, is to the Corporation. On a day to day operational basis, the Clerk is accountable to, the Corporation through the Chair.
- The Clerk does not have another role or other management duties, within the College.
- The Clerk has direct access to the Chair and Vice-Chairs of the Corporation, committee chairs and individual governors.
- The Clerk is authorised to take direct legal and other professional advice including from the internal and external auditors.
- The Clerk is highly experienced enabling frequent analysis of current and future arrangements, thereby identifying any aspects that might compromise independence and therefore the ability to provide unimpeded advice and guidance.

- The Chair and Clerk have regular line management meetings, providing a forum for any concerns to be raised.
- The Chair undertakes the Clerk's performance review. Appraisal outcomes are reported to the Corporation via the Remuneration Committee.
- The Clerk completes annually, their own declaration of interests and outcomes are published alongside those of Corporation members.



Version	Approved	Date	Outline of Substantive Changes
1	Corporation	26.09.2013	Scheduled review
2	Corporation	23.04.2014	Revisions: Governor attendance at meetings Distribution of minutes & agendas Additions: Public attendance at meetings
3	Corporation	09.12.2015	Additions: Suspension/removal of members, Committee structures
4	Corporation	07.03.2017	Additions: Lead Governor Scheme New operational structure Role Description - Chair Nomination & election procedures
5	Search & Governance	09.10.2020	Full review /interim redraft to take account of operational procedures, committee structures, compliance, governor's duties as trustees Revisions to policies: Review of confidential documentation. Public attendance at meetings Addition of temporary annex to cover e-signatures during the period of the Coronavirus pandemic
5	Corporation	07.12.2020	Scheduled review and approval
6	Search & Governance	08.10.2021	Scheduled review and approval Full review /interim redraft to take account of; operational procedures, committee structures, compliance, lead governor structure changes Revisions or new policies: Public attendance at meetings, e-signatures, Chair of the Corporation, Vice Chair of the Corporation, Independence of the Clerk
7	Corporation	13.12.2021	Review and approval
8	Search & Governance	13.06.2022	Additions re safeguarding due diligence, completion of returns, revisions in line with lead governor structure (recommendations to the board)
9	Corporation	11.07.2021	Review and approval