



## **BOARD OF GOVERNORS**

### **STANDING ORDERS FOR PROCEEDINGS OF CORPORATION BUSINESS**

Approved by the Board, May 2022

**BARNSELEY COLLEGE  
BOARD OF GOVERNORS**

**STANDING ORDERS FOR PROCEEDINGS OF CORPORATION BUSINESS**

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## **1 INTRODUCTION**

- 1.1 These Standing Orders for the conduct of meetings of the Corporation supplement the provisions of the FHEA 1992 as amended by the Education Act 2011 [the Act] and the Corporation's Instrument and Articles of Government (the I&As). In the event of any conflict between these Standing Orders and/or the Act or Instrument and Articles of Government, the provisions of the Instrument shall prevail.
- 1.2 These Standing Orders, together with the Board of Governors' Code of Conduct and other governance policies, set out the protocols and procedures to be followed by the Board and its members. It is the responsibility of the Clerk to the Governors to advise the Corporation on the operation of its powers and associated procedural matters.
- 1.3 Every Member of the Corporation and of its Committees shall be bound by these Standing Orders and the Corporation's Code of Conduct, and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee in its report "Standards in Public Life". These are:
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership

## **2 APPOINTMENT OF MEMBERS**

- 2.1 Refer to the Instrument (4)

## **3 APPOINTMENT OF CHAIR AND VICE-CHAIR**

- 3.1 At the last meeting before the end of the term of office of the Chair and/or Vice Chair(s), or at the first meeting following the resignation or removal from office of the Chair and/or Vice Chair(s), the members will appoint a replacement from amongst themselves. Neither the Principal, senior post holder (SPH), nor any staff or student member shall be eligible to be appointed as Chair or Vice Chair or to act as Chair in their absence.
- 3.2 At any meeting at which the appointment of the Chair is before the Board, the Chair shall be taken for this item by the Vice Chair, or in his/her absence, by a Governor other than the Principal, SPH, staff and student governors, chosen by the Governors present at the meeting.
- 3.3 The Chair and Vice-chair(s) will normally be appointed following a show of hands of Governors present and voting at the meeting. However, if demanded by any one governor, the Chair and/or the Vice-chair shall be elected by secret ballot.
- 3.4 If, where there are more than two nominations for the office of Chair and Vice-chair, the first voting does not produce an absolute majority of votes in favour of any nominee, the nominee having the least number of votes shall be struck off the list and a fresh ballot shall take place, and so on, until an absolute majority of the governors present and voting shall be obtained in favour of one nominee. In cases where there is an equal division of votes between nominees, the governor chairing the meeting for this item shall be entitled to exercise a second or casting vote.
- 3.5 If the Chair and Vice-chair(s) are absent from any meeting of the Board, the governors present shall choose one of their number to act as Chair for that meeting, provided that the member chosen shall not be the Principal, an SPH, a staff or student member.

- 3.6 The Chair or Vice-chair may resign his office at any time by giving notice in writing to the Clerk.
- 3.7 At the expiry of their term of office the Chair and Vice-chair shall be eligible for reappointment.

## **4 TERMS OF OFFICE**

### **4.1 Governors**

- 4.1.1 The term of office of governors will be four years, with the following exceptions:
- a) the Principal, who if he/she chooses to be a governor shall serve for the period of his/her appointment
  - b) the student governors, whose term of office shall be a maximum of three years, or terminate when they cease to be a student of the college, if sooner.
- 4.1.2 A Governor shall serve for no more than two consecutive periods of four years. The Board retains the discretion to vary this rule if there are exceptional reasons for a governor being appointed for a further term of office, in which case the term of office will be that determined by the Board.

### **4.2 Chair and Vice Chair**

- 4.2.1 The Chair and Vice-chair shall hold office for a period of 3 years or up to the date of expiry of their term of office as a Governor (if sooner). (See paragraph 11).
- 4.2.2 A third period of office as Chair or Vice Chair, which shall be approved by exception, shall be for a maximum of two years subject to prevailing requirements of the Board and the need for specific skills or experience.

## **5 MEETINGS OF THE BOARD, CONDUCT AND PROCEEDINGS**

### **5.1 Attendance**

- 5.1.1 There is an expectation that Governors appointed to serve on the Board will participate fully in its work and make a valued contribution. . It is recognised that all members will have other demands on their time and there may be occasions where it is not possible to attend a meeting. Members shall attend, as far as is reasonably practicable, all meetings of the Board and those Committees of which they are members.
- 5.1.2 The minimum level of attendance shall be 80%. The target shall be set annually by the Board, benchmarked on the previous year's data.
- 5.1.3 Governors should give the Clerk as much notice as possible if they are unable to attend a meeting. This enables apologies for absence to be registered and the Clerk to judge if a meeting is going to be quorate. If the Clerk judges that a meeting will not be quorate, he/she will inform the Chair of the Board (or Committee) immediately. Governors who arrive after the commencement of the start of business or leave part way through a meeting will be recorded as having doing so in the formal Minutes. .
- 5.1.4 The Clerk will maintain a register of Governors' attendance at meetings and this will be monitored against agreed corporate targets and reported to the Board on an annual basis.

- 5.1.5 The Principal shall be authorised to invite members of staff to attend in their employed capacity for both non-confidential and confidential business as appropriate.
- 5.1.6 Any question of attendance by any other person to participate in a meeting of the Board shall be decided by the Chair after taking advice from the Principal and the Clerk.
- 5.1.7 See also Clause 11.3 with regard to specific long term absence.

## **5.2 Agendas – Ordinary meetings**

- 5.2.1 Agendas for all meetings will be drawn up by the Clerk following discussion with the Chair and Principal and in accordance with the schedule of business. Any Governor may request that an item of business is included on the Agenda for the Board by making a request via the Clerk at least ten working days prior to the date of the meeting.
- 5.2.2 A Calling notice, Agenda and associated reports for the meeting shall be circulated by the Clerk to the Governors at least seven calendar days prior to the meeting, either by first class post or by electronic means. This will include the time, date and location of the meeting. The Agenda will indicate which items of business require formal decisions to be taken and which are for monitoring purposes or for discussion/information. Outstanding business that has not been resolved by the Board shall be an Agenda item at every meeting of the Board and its Committees.
- 5.2.3 Late and tabled papers will only be accepted with the agreement of the Chair.
- 5.2.4 Agenda items will normally lead with Apologies, Declaration of Interests and the Minutes of the previous meeting, the exception being where there are new governor appointments or the appointment of Chair / Vice Chair, in which case these items will be taken first.
- 5.2.5 If the Chair wishes to include an urgent item of business that has arisen since the circulation of the Agenda, he/she may do so and should inform Governors at the start of the meeting. Any Governor who wishes to raise an urgent matter should inform the Clerk and Chair prior to the start of the meeting. Where a Chair deems an item not to be of an urgent nature, it, together with any other matters raised by governors, will be placed on the Agenda for the next scheduled meeting.
- 5.2.6 Items of business considered to be of a confidential nature will be placed on Part II of the Agenda and the distribution of associated papers and publication of them will be restricted in accordance with paragraph 5.9.2 of these Standing Orders.

## **5.3 Quorum**

- 5.3.1 A meeting of the Board shall be quorate when at least 40% of members are present. Each Committee has its own specific quorum as specified in its Terms of Reference.
- 5.3.2 If during the course of debate a meeting becomes inquorate, the Clerk will inform the meeting Chair who will terminate the meeting. If the meeting is likely to become inquorate due to members withdrawing in accordance with Inst 13, that item of business shall be deferred to a future meeting and shall not be discussed, thus the members remain and the meeting will remain quorate.
- 5.3.3 Where a meeting is terminated or closed before the agenda is finished because of insufficient members, the Chair may call a special meeting as soon as it is convenient to consider the items not discussed.

- 5.3.4 Any decision taken without the Board or Committee being quorate shall render that decision void.

#### **5.4 Proceedings**

- 5.4.1 Every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the governors present and eligible to vote. This will normally be by show of hands, except where tele-conferencing communication is employed, or in accordance with clause 5.4.4.
- 5.4.2 Where there is an equal division of votes the Chair shall have a second or casting vote. Should the Chair by resolution determine that it would be proper to conduct the debate on a specific issue formally, the Rules of Debate at paragraph 5.5 will apply.
- 5.4.3 A governor may not vote by proxy or by way of a postal vote.
- 5.4.4 The Board allows for decisions to be taken by written resolution, subject to:

A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:

- a) a copy of the proposed resolution has been sent to every eligible member;
- b) a simple majority of the members have signified agreement to the resolution; and
- c) it is contained in a document authenticated by the Clerk which has been received at the College's principal office within the period of 28 days beginning with the circulation date.

A resolution in writing may comprise several copies to which one or more members have signified their agreement.

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

For the purposes of this clause 5.4.4 (c), "circulation date" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different dates, to the first of those days.

A decision taken by written resolution will be subject to the provisions of the Instrument Clause 10 in respect of eligibility.

- 5.4.5 No resolution of the governors 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. All decisions taken at Board and Committee meetings shall be recorded in the meeting Minutes as resolutions.
- 5.4.6 Members should declare an interest in any Agenda item in which they or persons closely connected to them have a personal or financial interest and this declaration shall be recorded in the Minutes of that meeting. Any declaration of interest is the responsibility of each individual member. Any member making such a declaration may only speak on the matter with the Chair's permission, but shall not be entitled to vote. The member may be asked to withdraw from the meeting if asked to do so by a majority of Governors present.
- 5.4.7 Members considering making such a declaration should have due regard to the Board's Policy on Conflicts of Interest.

## **5.5 Rules of Debate**

- 5.5.1 When speaking at meetings, all Governors will address the Chair. The Chair will be responsible for ensuring adequate debate has been allowed for each item of business. Members wishing to contribute to the debate should signal to the Chair or Clerk so that they may take their turn. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests, or if another governor raises a point of order. Every governor who speaks must direct his or her speech strictly to the motion or matter under discussion.
- 5.5.2 Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.
- 5.5.3 At any point during a meeting a Governor may raise a point of order where it is believed that the I&As or other regulations are not being followed. The Governor raising the point of order shall explain the way in which the correct procedure is not being followed. The point of order will be dealt with immediately by the Chair in consultation with the Clerk. The ruling of the Chair shall be final.
- 5.5.4 The Instrument of Government states that members shall not be bound in speaking or voting by mandates given to them by other bodies or persons. Members are required to respect the rights of others to express their views, and to act always in the best interests of the Board.

## **5.6 Voting and Divisions**

- 5.6.1 Subject to paragraph 5.4.1, voting will be by show of hands unless at least five governors demand a division.
- 5.6.2 Where a division is called, the names of those voting for or against the motion or amendment will be recorded and entered in the minutes.
- 5.6.3 On a formal motion put from the Chair the question may be decided by the voice of the governors, unless any governor demands a show of hands.
- 5.6.4 If immediately after a vote is taken any governor so requires, the way in which he voted (or abstained) will be recorded in the minutes of that meeting.
- 5.6.5 In the event of there being a tied vote, the Chair of the meeting shall have a second or casting vote regardless of whether he has voted when the motion or amendment was put to the meeting.

## **5.7 Minutes**

- 5.7.1 Written minutes of every meeting of the Corporation will be prepared by the Clerk (or acting Clerk) within ten working days of the meeting taking place where practicable. The Minutes will be sent to the Chair of that meeting for agreement/amendment.
- 5.7.2 Subject to 5.2.4 the approval of the Minutes shall be taken as an agenda item at the next meeting of the Board or Committee. Where they are agreed to be accurate, the minutes shall be approved and signed as a true record by the Chair of the meeting.

- 5.7.3 Paragraph (5.7.2) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they will be taken as an agenda item at the next meeting which is not a special meeting.
- 5.7.4 Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with the Instrument and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it unless authorised by the other members.
- 5.7.5 Original signed Minutes of Board and Committee meetings will be retained by the Clerk for a period consistent with prevailing statutory requirements.

## **5.8 Attendance at Board meetings by persons who are not Board members**

- 5.8.1 Responsibility for determining who may attend meetings of the Board (other than members and the Clerk), rests with the Board.
- 5.8.2 To ensure the Board has access to information and advice it is considered appropriate that members of the senior management team be invited to meetings of the Board and its Committees (with the exception of the Remuneration and Governance & Search Committees). Such persons will be deemed as being 'in attendance' and not be entitled to vote on any business conducted.
- 5.8.3 Unless invited to do so by the Chair, observers do not have speaking rights at any time during the meeting. If there is any form of disruption of the meeting by observers the Chair has the authority to suspend the meeting and ask that the observer(s) withdraw.
- 5.8.4 Members of the public and representatives of the press shall not be admitted to meetings of the Board. The Board's policy on Attendance at Meetings and Access to College Business shall be published on the website and made available at the College during normal office hours to any person wishing to inspect it.

## **5.9 Publication of Minutes and Papers**

- 5.9.1 With the exception of excluded items (see 5.9.2 below), the following items will be available for inspection by appointment during normal office hours at the office of the Clerk to the Governors.
- a) the agendas for meetings of the Board and its Committees
  - b) the signed Minutes of every such meeting once approved by the Chair;
  - c) any reports, documents or other papers considered at a meeting of the Board.
- 5.9.2 Any material relating to the following items will be regarded as excluded and thus will not be made available for inspection:
- a) a matter relating to a named person employed at or proposed to be employed at the institution;
  - b) a matter relating to a named student at, or candidate for admission to the College
  - c) the Clerk to the Board
  - d) any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis (see 5.10).



5.9.3 Copies of approved and signed minutes of every meeting of the Board and Committee meetings, excluding Minutes deemed confidential, will be published on the College's website and be retained for a minimum period of 12 months.

5.9.4 Confidential business and the Minutes thereof will be reviewed annually by the Board and made available for publication and inspection where deemed appropriate.

## **5.10 Confidentiality**

5.10.1 In accordance with the Instrument and Articles of Government as far as possible all business of the Board shall be open to scrutiny. Items deemed to be of a confidential nature will be kept to a minimum and be consistent with the Board's policy on Access to College business, under the UK GDPR and the Data Protection Act 2018.

5.10.2 Confidential items of business will include:

- a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board;
- b) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position
- c) Items containing personal information relating to an individual
- d) Information provided in confidence by a third party who has not authorised its disclosure
- e) information relating to the negotiating position of the College in industrial relation matters
- f) Where appropriate, professional advice received from or instructions given to the College's professional advisers
- g) Discussion of any legal proceedings in which the Board is involved
- h) Information planned for publication in advance of that publication
- i) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests
- j) Reports and Minutes of the Remuneration Committee
- k) Staff matters relating to remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- l) a named person employed at or proposed to be employed at the College
- m) a named student at or candidate for admission to the College
- n) discussion or information relating to a Governor or prospective Governor.

5.10.3 All governors and co-opted members of committees must respect the confidentiality of any papers made available to them whether for the purposes of Board or Committee meetings or otherwise for so long as those papers remain confidential.

## **6 URGENT ACTION**

6.1 From time to time it may be necessary for the Chair, or in his/her absence the Vice Chair, to act on behalf of the Board between meetings if, in his/her opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature.

- 6.2 Where it is considered untimely to wait until the next scheduled meeting and it is not appropriate to call a Special meeting, the Board may delegate authority to the Chair to take action on behalf of the Board (Chair's Action) after taking advice from the Principal and Clerk, if this is appropriate, provided that:
- Such a course of action is not contrary to the I&As or other regulations
  - The Chair consults with the Clerk beforehand and the appropriate Committee Chair if relevant, and
  - The actions taken by the Chair are reported to the next scheduled ordinary meeting of the Board.
- 6.3 For items of routine action, the Chair is authorised to act on behalf of the Board without reporting the action to a subsequent meeting. Routine actions are defined as:
- Signing routine documents in accordance with the College Financial Regulations
  - Agreeing specific aspects of the implementation of matters already agreed by the Board;
  - Representing the Board at conferences and other functions
  - Responding to approaches made by external organisations.

## **7 DECLARATION OF GOVERNORS' INTERESTS**

- 7.1 The Clerk shall maintain a Register of Interests of Governors, senior officers and budget holders that have been disclosed to the Board and this shall be made available during normal office hours at the College to any person wishing to inspect it. It shall be a condition of Board membership that Governors declare their interests.
- 7.2 Members of the Board should not accept gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement, objectivity or integrity. The Clerk shall maintain a register of gifts and other benefits that are disclosed.
- 7.3 Members should refer to the Board's policy on Conflicts of Interest.

## **8 COMMITTEES OF THE BOARD**

### **8.1 Constitution and Terms of Reference**

- 8.1.1 The Board shall determine its governance structure, subject to the requirements of the I&As. The established Committees of the Board, their constitution and Terms of Reference shall be as set out in the schedule attached to these Standing Orders, or as subsequently amended by the Board from time to time.

### **8.2 Membership and Term of Office**

- 8.2.1 Where the constitution of a Committee requires the Committee to appoint a Chair and Vice Chair he/she must be selected from amongst the members who are Governors except that the Principal, SPH, or any staff or student Governors shall be ineligible to be appointed as Chair.
- 8.2.2 Co-opted members of Committees are not eligible for appointment as Committee Chair or Vice Chair.
- 8.2.3. Committee Chairs and Vice Chairs will be appointed at the first meeting of the academic year, as set out in Terms of Reference. The term of office for a Committee Chair is two years (or until the expiry of that Governors' term of office if sooner).

- 8.2.4 Committee Chairs and Vice Chairs are eligible for reappointment following completion of their initial term of office. A third term of office, which shall be approved by exception, shall be for between one and two years subject to prevailing requirements of the Board and the need for specific skills or experience.
- 8.2.5 Where the Chair of a Committee is absent for a meeting, the Vice Chair (if there is one) shall act as Chair. If both the Chair and Vice Chair are absent from a meeting of the Committee, subject to paragraph 8.2.1, the members present shall choose one of their number to act as Chair for the meeting assuming it will remain quorate.
- 8.2.6 The Board will review the membership of committees from time to time and may change the membership of committees as they see fit.
- 8.2.7 Co-opted members of Committees will be appointed by the Board and will hold office for up to four years. The Board may re-appoint such co-opted members for further terms of office if they so decide. Co-opted members **will not** count towards the quorum.
- 8.2.8 Committees will normally meet once in each academic term at the College on a date fixed by the Committee. However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.
- 8.2.9 All Committees of the Board shall comply with their Terms of Reference and will review their performance annually, reporting the outcome to the Governance & Search Committee.

### **8.3 Committee Minutes**

- 8.3.1 Formal minutes of Committee meetings will be prepared by the Clerk and submitted to the Chair of the meeting for agreement. The Minutes will be submitted to a subsequent meeting of the Board and any recommendations made by a Committee put forward for consideration.
- 8.3.2 In preparing the minutes, the Clerk will agree with the Chair those items which are confidential and these will be prepared separately in accordance with the Board's policy on confidentiality, and submitted to the Board in that part of the meeting for which the papers are not open to the press and public.
- 8.3.3 The minutes of Committee meetings (non-confidential) shall be published on the College's website and made available at the College during normal office hours to any person wishing to inspect them.

### **8.4 Access/Attendance at Committee Meetings by Persons who are not Committee Members**

- 8.4.1 Members of the public and representatives of the press shall not be admitted to meetings of Committees of the Board. The Board's policy regarding attendance at committee meetings by persons who are not Committee members shall be published on the College's website and made available at the College during normal office hours to any person wishing to inspect it.
- 8.4.2 Subject to Inst 13, the Principal shall be entitled to attend meetings of any Committee of which he is not a member except for the Audit Committee which he shall attend only if requested to do so by the Committee's Chair.

- 8.4.3 The Clerk to the Governors shall be entitled and expected to attend meetings of all Committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 8.4.4 The Principal is authorised to invite other members of staff to attend Committee meetings as the need arises.
- 8.4.5 The Chair of any Committee may invite the attendance of any other person at a Committee meeting after having taken the advice of the Principal and the Clerk.
- 8.4.6 All Committees shall have the right to exclude any person who is not a member of the Committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a Committee may not exclude the Clerk to the Governors unless the provisions of para 8.4.3 apply.

## **9 AUTHENTICATION OF DOCUMENTS**

### **9.1 Application of the Seal**

- 9.1.1 The Common Seal of the Board shall be kept in a safe place at the College and be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board.
- 9.1.2 The application of the Seal shall be authenticated by the signature of either the Chair or some other member authorised either generally or specifically by the Board to act for that purpose and, the signature of any other member.
- 9.1.3 An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a book maintained by the Clerk for that purpose.

### **9.2 Signing of Documents**

- 9.2.1 The Principal is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the College's business.

## **10 SUCCESSION PLANNING**

### **10.1 Governors**

- 10.1.1 The Governance & Search Committee is responsible for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of Governors.
- 10.1.2 When a Governor's term of office is nearing expiry the Board will refer to its Policy on the Selection and Recruitment of Governors. This will include reviewing the skills mix on an annual basis with a view to maintaining a diverse mix of skills and experience appropriate for the College and representative of the community.

### **10.2 The Chair and Vice Chair**

- 10.2.1 The Clerk will notify the Chair, Vice Chair(s) and Principal when the period of office for the Chair and/or Vice Chair is coming to an end. Subject to the rules set out in paragraph 4.2, the Chair and Vice Chair(s) of the Board are eligible for re-election at the end of their first period of office.
- 10.2.2 The Clerk will notify Board members of the process for re-election and request expressions of interest from Governors for the positions of Chair and/ or Vice Chair. The appointment of Chair and Vice Chair will be subject to the rules set out in paragraph 3 of these Standing Orders.
- 10.2.3 The position of Vice Chair may be used in the context of succession planning although it is recognised that it will not always be the case or the intention that the Vice Chair(s) will succeed the Chair.

## **11 REMOVAL OF GOVERNORS**

- 11.1 If the Board is satisfied that a member has been absent for more than six consecutive months, the Board may, by notice in writing to that member, remove the member from office and the office shall become vacant.
- 11.2 If the Board is satisfied that a member is unfit or unable to discharge the functions of a member, or that it is not in the best interests of the Board 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 Board may, by notice in writing to that member, suspend the member from office until further notice.
- 11.2 If the Board decides that this is the most appropriate course of action the decision must be taken fairly and openly and minuted fully. If the Board feels that this course of action is appropriate, an approach shall be made to the Clerk who may seek legal guidance on the matter.
- 11.3 Specific long term absence due to personal circumstances or ill health may be permitted with the agreement of the Board. The Clerk will bring the matter to the attention of the Chair and any authority for the absence shall be agreed and noted in the Minutes.
- 11.4 If a Board member subsequently enters into a contract of employment with the College, he/she will therefore become a member of staff of the College and should resign from the Board. However that member is eligible to serve as a staff member should a vacancy occur.
- 11.5 Should a staff member be suspended from the College as a member of staff or a student member be suspended from the College as a student of the College, the Principal should advise the Chair and Clerk immediately. In these circumstances the Board may suspend the Board member in accordance with 11.2.
- 11.6 Meetings of the Board at which the removal of a governor is to be considered shall be convened by the Clerk giving at least seven days' notice in writing to all parties entitled to attend the meeting. The governor whose removal is being considered ("the governor") should be provided with written notification setting out why the Board is considering taking such action.
- 11.7 The meeting shall be attended by members of the Board, the Clerk, and the governor. The governor has the right to be accompanied and/or represented by a person of his/her choice. The governor shall be entitled to attend all parts of the meeting relating to whether (s)he should be removed from office save that (s)he shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.

- 11.8 At the meeting, the reasons why consideration is being given to the removal of the governor shall be explained to the governor and the governor shall have the opportunity to state his/her case in full. Both the governor and the Board shall have the right to examine witnesses if appropriate.
- 11.9 The Board shall decide whether or not the governor should be removed from office. In either case the Clerk shall notify the governor of the Board's decision in writing as soon as practicable after the meeting and, in any event, within fourteen days.
- 11.10 A governor removed from office shall have no right of appeal against the Board's decision.

#### **Removal of a Co-opted Member (Non-Governor) from a Committee**

- 11.11 A person co-opted by the Board to serve as a member of a committee ("the member") may be removed from membership of that committee if he or she has failed to attend meetings of the committee for a period of six months or more, or for any other reason, at the sole discretion of the Board.
- 11.12 In the event that the Board is considering the removal of a member, the member shall be provided with written notification setting out why the Board is considering taking such action.
- 11.13 The member shall be notified of the time and place of the Board meeting at which the member's removal is to be considered and the member has the right to provide written representations as to why he/she should not be removed from membership of the relevant committee or to attend the meeting to state his/her case as to why he/she should not be removed. The member shall not be entitled to attend any part of the meeting relating to his/her removal and shall not be entitled to be present during any discussion or voting by the Board that takes place after the hearing of the facts relevant to the Board's decision.
- 11.14 The Board shall decide whether or not the member should be removed from membership of the committee and the member shall be notified of the Board's decision in writing as soon as practicable after the meeting, and in any event within fourteen days.
- 11.15 A co-opted member removed from membership of a committee shall have no right of appeal against the Board's decision.

### **12 MODIFICATION OR REPLACEMENT OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT**

- 12.1 The Board has the power to amend its Instrument and Articles of Government as set out in Clause 19 of the Articles.
- 12.2 The Board shall, in proposing any changes, consult with any other persons who, in the Board's view, are likely to be affected by the proposed changes.
- 12.3 Any amendments proposed to the Instrument and Articles of Government as approved by the Board shall be made by a majority of 75% of members serving on the Board.

### **13 DISSOLUTION OF THE CORPORATION**

Refer to Articles – Clause 20 and Statutory Instrument 'The Dissolution of Further Education Corporations' and Sixth Form College Corporations (Prescribed Bodies) Regulations 2012'.

### **14 COMPLAINTS PROCEDURES**

#### **14.1 Complaints against the College**

- 14.1.1 Complaints against the College should be viewed by the Board as an aspect of the operational management of the College. It is not within the scope of the Board's responsibility to intervene in the management of the College, or act as a court of appeal on decisions made by the Principal, other than under certain clearly defined procedures set out within the College's grievance, disciplinary and whistleblowing procedures.
- 14.1.2 The Board will receive a statistical summary of complaints and compliments on an annual basis.
- 14.1.3 Should the Chair of the Board receive a complaint addressed to him/her personally, it will be referred to the Principal via the Clerk to be investigated in accordance the College Complaints procedure.
- 14.1.4 Should it be identified that as a result of a complaint a strategic policy has not been properly implemented or is lacking, it is appropriate for any governor to raise their concerns with the Chair.

## **14.2 Complaints against the Corporation**

- 14.2.1 A complaint against the Corporation, a Board member or the Clerk to the Board may be made by an individual, business or an organisation. The Board has adopted a Whistleblowing procedure for complaints of serious malpractice. Other complaints against the Corporation or a Board member should be made in writing and addressed to the Clerk (or to the Chair if the complaint is against the Clerk).
- 14.2.2 The complainant will be expected to state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation. The Clerk to the Board will acknowledge receipt of the complaint, inform the Chair (or Vice Chair if the complaint is about the Chair), investigate the complaint, provide a response to the complainant within 10 working days or where this is not possible, provide an interim response.
- 14.2.3 The written response of the Clerk shall include details of any arrangements for pursuing the complaint with an independent body, such as the Skills Funding Agency, if believed to be appropriate.
- 14.2.4 The Clerk will keep the Chair (or Vice Chair) informed of the situation and will provide the Board with a written statement as to the nature of the complaint and the response made to the complainant, to apprise members of the situation.
- 14.2.5 In carrying out an investigation on a complaint made against the Corporation or an individual Board member, the Clerk shall have the authority to refer issues to the Chair of Audit and the Board's internal or external auditors or other advisors as appropriate.

## **15 CORRESPONDENCE, PRESS AND MEDIA PROTOCOLS**

- 15.1 In order to ensure a collective and consistent message is sent out to the media and members of the public, the Chair of the Board and the Principal will liaise on the College's response to media enquiries.
- 15.2 Statements on behalf of the Corporation may only be made by the Chair, Principal or Clerk (or nominee). The Clerk is authorised to deal with general enquiries relating to Corporation business. Requests from local or national press, local authority councillors, MPs, national bodies etc, will be referred to the Principal or Chair.

- 13.3 The Clerk will conduct all correspondence on behalf of the Board. Third parties (including College employees) who wish to correspond with Board members must do so through the Clerk.
- 13.4 Members' contact details will not be supplied to any individual but may be supplied to other Board members by the Clerk.

## **16 GOVERNANCE PERFORMANCE**

- 16.1 The Board will regularly review its effectiveness ensuring continuous improvement to enhance its performance and to lead by example. The review shall include an assessment of performance against the values and principal responsibilities set out within the Code of Good Governance for English Colleges<sup>1</sup>.

## **17 REVIEW AND UPDATING**

- 17.1 The Clerk to the Board will review these Standing Orders and all other policies and procedures relating to College governance at least annually and will recommend to the Board any necessary revisions.

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<sup>1</sup> Published by AoC, March 2015 and adopted in principle by the Board July 2015