

GOVERNANCE STANDING ORDERS

1 Introduction

The standing orders of the Corporation should be read in conjunction with the instrument and articles of government and in the event of any conflict the instrument and articles will be the authoritative document.

Amendments to the standing orders require authorisation by the Corporation.

2 The Seven Principles of Public Life and Code of Conduct

The principles established by the Committee on Standards in Public Life (Nolan Committee) for those holding public office are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership and these principles underpin the Code of Conduct which members agree to be bound by on their appointment.

3 Quorums

- i The quorum of the Corporation is 40% of the determined membership, rounded up to the nearest whole number. The Corporation sets the membership and quorums for committee meetings annually.
- ii The rules on the quorum apply not only at the start of a 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 ceases to be quorate the Clerk shall immediately inform the Chair.
- iii An inquorate meeting shall normally be terminated by the Chair, although it is possible to continue discussions on an informal basis. It is then open to the Chair to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

4 Meetings and Agendas

- i The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary. The Corporation shall agree in the spring term,

usually at the first meeting of each calendar year, a calendar of meetings for the academic year commencing the following August.

- ii All meetings shall normally be summoned by the Clerk to the Corporation who shall, at least seven calendar days before the date of the meeting, send to the members written notice of the meeting and a copy of the proposed agenda.
- iii If it is proposed to consider at any meeting the conduct, suspension or dismissal of the Clerk to the Corporation, the Chair shall, at least seven calendar days before the date of the meeting, send to members a copy of the agenda item concerned together with the relevant papers.
- iv A special meeting of the Corporation may be called at any time by the Chair, or at the request in writing to the Clerk of any five members. Where the Chair, or in his/her absence the Vice-Chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.
- v Any individual governor may request that an item be included on the agenda of the Corporation or a committee; items should normally be submitted to the Clerk at least ten working days before the date of the meeting. The Clerk shall notify the Chair or Committee Chair and Chief Executive and Group Principal of any items proposed through this route before the agenda is finalised. The Chair of the Corporation or the Chair of the Committee shall make the final decision as to the inclusion of any item on the agenda, with the exception of a special meeting requested by five members. The agenda and supporting papers for Corporation meetings will be issued to all governors, members of the Senior Management Team and the College's auditors.
- vi At every ordinary meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item and (if agreed to be accurate by those present at the last meeting) these minutes will be the conclusive record of proceedings and resolutions of the Corporation.¹
- vii Any matters which governors may wish to raise under the 'Any Other Business' item on the agenda must be raised at the beginning of the meeting and receive

¹ N.B. Prior to October 2020, the Instrument of Government and Standing Orders contained provision for meeting Chairs to sign minutes to confirm approval. This provision was removed in light of an ongoing requirement for remote meetings linked to COVID-19. The removal of this provision will be reviewed no later than June 2021 in the first instance.

the approval of the Chair for consideration. Such items would normally be restricted to urgent matters.

5 Conduct of Meetings

- i Members may at any time request consideration and determination of a procedural issue. The Clerk to the Corporation shall advise members on the issue raised. The meeting shall take account of the Clerk's advice in determining the issue raised.
- ii Items on the agenda will be taken in order unless the meeting determines otherwise. Oral reports will be accepted only where these:
 - a) Provide information on matters arising from the minutes of a previous meeting
 - b) Provide additional information on items on the agenda, received subsequent to the issue of the agenda.
- iii With the permission of the Chair of the meeting, additional documents on an agenda item may be tabled in order to correct errors or to provide updated information.
- iv A motion or amendment may not be discussed until it has been seconded.

6 Withdrawal from meetings

Staff governors and, where applicable, the Clerk and the Chief Executive and Group Principal must withdraw from any part of a meeting which is discussing their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement. At the discretion of governors present, staff governors may be asked to withdraw when discussing the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

7 Voting

- i Every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Proxy votes, or votes by way of a postal vote, for absent governors are not permitted.

- ii Not all decisions need to be taken by formal vote. The Chair normally asks the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote would be required only if there were a clear expression of dissent or it were a matter of particular significance.
- iii Should an individual member of the meeting request a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the number voting for, against, or abstaining shall be recorded in the minutes. It is for the meeting to decide the circumstances in which a secret ballot shall be held or in which the names of those voting for or against a proposal shall be recorded. 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 his/her disagreement recorded in the minutes, at his/her request.
- iv A student member under the age of 18 may not vote on any question concerning any proposal for the expenditure of money by the Corporation or under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability.

8 Reconsideration of Resolutions

No Resolution (i.e. any formal decision by the Corporation) of the governors 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 must be indicated.

9 Declarations of Interest

- i The Clerk will maintain the register of members' interests, which will be available for public inspection in the Clerk's office during normal office hours. All members, on taking up appointment, will be invited to inform the Clerk of all relevant interests and will be expected to inform the Clerk of new or changed interests as they arise. Members will be invited to review their entries in the register annually and certify them as accurate or submit amendments and also to indicate their continuing eligibility to act as a member.
- ii A member who has a financial interest in the supply of work or goods, to or for the purposes of the College, any contract or proposed contract concerning the

College or any other matter relating to the College shall disclose to the Corporation the nature and extent of the interest and shall declare it at the start of the meeting.

- iii Governors should also declare:
 - a) any financial interest, including the nature and extent of such an interest, in the College of his/her spouse/partner and their own or their spouse/partner's close family;
 - b) any non-financial personal interest of governors, such as membership of other public bodies or institutions; trusteeship of a trust where the governor, or other person closely connected with him/her, may be a beneficiary, or membership of a closed organisation.
- iv Having declared a financial interest, the governor 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. A member who has declared any other interest shall be able to take part in the discussion and consideration of the matter, including any vote, unless requested by other members present to leave the meeting. Individual governors may prefer to withdraw from the meeting but are not obliged to do so except in certain circumstances (see section 5 above). The declaration of an interest by a governor during the course of a meeting shall be recorded in the minutes.
- v Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.

10 Public Access to Agenda and Minutes

- i Copies of the agenda, minutes and papers of each meeting of the Corporation and its committees are available during normal office hours in the Clerk's office. Draft minutes of Corporation and committee meetings will be placed on the College website. Agendas and papers of meetings are available on request. Exceptions to this are minutes and papers deemed by the Corporation to be confidential (available to governors and senior post holders only) or restricted in circulation (open only to specified governors/senior post holders).
- ii Any interested party may receive on request, and on payment of a photocopying fee, a copy of any paper considered by the Corporation if it has not been deemed confidential.

11 Confidentiality

The Corporation recognises the importance of openness in its dealings and will seek to maximise availability of information while taking due account of the need for confidentiality when dealing with information which is personal, commercially sensitive, concerns negotiations with trade unions, or is likely, if taken out of context, to result in damaging publicity. The Corporation and committees shall determine when an item is confidential in which case it will be recorded separately and will not form part of the published minutes. However, the published minutes will record the existence of the confidential minute. The Corporation shall keep under review any item deemed confidential and will release information, on request, at the discretion of the Chair or Chief Executive and Group Principal if there is no longer sufficient reason to keep it confidential.

The following general principles will apply:

Budget monitoring reports will remain confidential for six months from the date of issue;

Commercially sensitive minutes and documents will remain so for a period of five years following the completion of a contract or purchase;

Items and documents of a sensitive nature which relate to individuals will not be made available.

12 Public Access to Meetings

- i The Clerk is entitled to attend all meetings of the Corporation and its committees. Members of the Senior Management Team are permitted to attend meetings. By prior arrangement with and permission of the Chair or Vice-Chair of the Corporation the Chief Executive and Group Principal may invite other College staff to attend for the purposes of presenting or assisting in the consideration of a report on the agenda, or for the purposes of staff development.
- ii Attendance at meetings by persons who are not members of the Corporation will be on the basis of invitation by the Chair of the Corporation/committee and is subject to the agreement of the members. Such persons may only speak if invited to do so by the Chair of the Corporation or committee. The presence of such persons and the point at which they left the meeting shall be recorded in the minutes.

13 Appointment of Governors

- i The Corporation has established a Search and Governance Committee which operates agreed procedures for the process of searching, selecting and making recommendations to the Corporation for the appointment of governors. The Corporation shall not appoint any member of the Corporation (other than the Chief Executive and Group Principal, a student governor or staff governor) unless it has considered the advice of the Search and Governance Committee. The constitution, membership and terms of reference of the Search Committee as well as the procedure for the appointment, re-appointment and induction of members are available from the Clerk.
- ii The maximum term of office for any governor will be eight years except in exceptional circumstances. Exceptional circumstances may include progression to Chair of a committee, or Chair or Vice-Chair of the Corporation, or to retain key skills where recruitment processes have been unsuccessful in identifying suitable candidates.

14 Appointment of External Co-opted Members

The Search and Governance Committee may recommend the appointment of external (co-opted) members to serve on any Corporation committee, except Remuneration and the Special Committee. The approval of the Corporation is required to confirm such appointments. External members will be issued with the Code of Conduct and requested to agree to accept its principles and to complete a declaration for the public register of interests. The Corporation will specify a term of appointment for external members.

15 Appointment of Chair and Vice-Chair

- i The Corporation shall appoint one of its members to be Chair and one as Vice-Chair of the Corporation. The Chief Executive and Group Principal, staff and student members may not be appointed in either capacity, but may nevertheless take part in the appointment process. The Clerk shall invite nominations for the post of Chair. Nominations for the post of Chair and Vice-Chair may be made by any two members of the Corporation other than the nominee (i.e. a proposer and seconder).
- ii The appointment of the Chair and Vice-Chair shall be by election at the last meeting of the Corporation prior to 31 July. The period of office shall commence on 1 August following the appointment and shall be for a term of four years, subject to an annual review of the decision.

- iii If the Corporation Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair shall act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year an election for a replacement shall be held at the next meeting. At the expiry of their term of office the Chair or Vice-Chair shall be eligible for reappointment.
- iv The period of office served by the Corporation Chair and Vice-Chair will be no longer than eight years, unless there are unusual circumstances in which continuity is essential. In this situation, the approval of the full Corporation will be sought.
- v Any proposal to remove the chairmanship or vice-chairmanship of the Corporation from the current office holder must be the subject of a specific agenda item to that effect and must satisfy the requirements of the procedure on the composition and issue of agendas.

16 Chair's Action

- i It will be necessary from time to time for the Chair, or the Vice-Chair in his/her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice-Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.
- ii Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College.
- iii The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within the terms of these standing orders. 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) must ensure that she or he is given a full account of the action.

17 Expenses

Governors are entitled to claim reimbursement of expenditure incurred in carrying out their duties. A mileage allowance in line with that paid to staff can be claimed for attendance at governing body meetings and local development events, or the cost of public transport. Governors may be required to attend other events related to their role and travel and subsistence expenses will be paid at the rates currently approved for staff, based on second class rail travel.

18 Attendance

- i Members of the Corporation shall make every effort to attend all meetings and an annual target for attendance will be established. The Corporation has agreed that an attendance constitutes presence throughout the entire duration of a meeting (i.e. from the published start time to the published finish time). The Clerk will report annually on attendance and will notify the Chair of instances of sporadic attendance. The Clerk shall keep a record of attendance, which shall be reported annually to the Corporation.
- ii If any member of the Corporation has failed to attend for three consecutive meetings of the Corporation, this shall be brought to the attention of the Corporation.
- iii The Corporation may, by notice in writing, remove any member from office if at any time the Corporation is satisfied that any member:
 - a) has been absent from meetings of the Corporation for a period longer than six months without the permission of the Corporation
 - b) is unable or unfit to discharge the functions of a member.
- iv Any member who expects to be absent from meetings of the Corporation for a period of time may seek the Corporation's permission to be absent, which will be granted if the member is likely to resume his or her duties within a period of six months.

19 Senior Staff Appointments

- i The Corporation shall be responsible for determining which post holders should be designated senior post holders. The job descriptions of the holders of senior posts may be amended by agreement between the post holder and the Chief Executive and Group Principal without reference to the Corporation provided that the change does not diminish the post holder's accountability for the key

responsibility. Any change that does affect this accountability will be subject to Corporation approval. The Chief Executive and Group Principal has general responsibility for appointment of all members of staff other than for senior post holders.

- ii When a vacancy for a Chief Executive and Group Principal arises the vacancy shall be advertised nationally and a selection panel will be established of at least five members of the Corporation, including the Chair and/or Vice-Chair. When a vacancy arises for any other senior post, the vacancy shall be advertised in line with current employment legislation, the College equality policy and best practice, and will normally be advertised nationally. For senior posts other than the Chief Executive and Group Principal, the selection panel must comprise a minimum of four members and shall consist of the Chief Executive and Group Principal and at least two other persons who are members of the Corporation.
- iii The selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Corporation. If the Corporation approves the selection panel's recommendation then that person shall be appointed.
- iv If the selection panel is unable to agree on a person to recommend for appointment, or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the selection process with or without first re-advertising the vacancy.

20 Delegated Powers

The Corporation may delegate any of its powers with the exception of the following:

- a the determination of the educational character and mission of the College;
- b the approval of the annual estimates of income and expenditure;
- c ensuring the solvency of the College and the safeguarding of its assets;
- d the appointment or dismissal of the Chief Executive and Group Principal or holder of a senior post;
- e the appointment and dismissal of the Clerk to the Corporation;
- f the modifying or revoking of the articles of government.
- g the power to the Chief Executive and Group Principal to determine an appeal in respect of the dismissal of a member of staff under article 13(3) unless the Chief Executive and Group Principal has previously delegated his/ her power under article 13(1) to dismiss a member of staff to a holder of a senior post.

21 Committees of the Corporation

- i The Corporation currently has five established Committees (listed below) and may establish, by resolution, any additional ad hoc committees or task and finish groups.
- Audit
 - Search and Governance
 - Finance & Employment
 - Remuneration (for Senior Staff)
 - Standards Improvement Committee

The committee structure, committee membership and terms of reference will be determined by the Corporation and reviewed annually (details are available from the clerk). The Corporation will take into account recommendations from committees, which will review their membership at least annually, paying attention to the balance of experienced and newer members. Governors will be invited annually to ascertain if they wish to continue serving on committees of which they are members and to express their interest in joining other committees.

Each committee will appoint a Chair and a Vice-Chair. Committee Chairs and Vice-Chairs will serve a term of office of four years, subject to annual review of the decision. Committee Chairs and Vice-Chairs will be eligible for re-election, subject to a maximum term of office of eight years. The election will usually take place at the first meeting of the academic year, following a similar process to that outlined in 15 (i). Committees must be chaired by a member of the Corporation. Should a committee chair or vice-chair resign, a new Chair/Vice-Chair will be elected at the next meeting. Should both the Chair and Vice-Chair be absent, the meeting will elect a member to act as Chair for that meeting. Minutes of all committees shall be reported to the following ordinary meeting of the Corporation.

It will be the responsibility of the committee Chair, with advice from the Clerk, to ensure that items considered by the committee fall appropriately within the committee's terms of reference. Committee Chairs should ensure, in particular, that items brought as Any Other Business are appropriate for the committee's consideration.

- ii Senior Postholders may only be dismissed by the Corporation, following consideration by a Special Committee of the Corporation. The Special Committee shall consist of at least three members of the Corporation. The Chief Executive and Group Principal and the Staff and Student members shall not be eligible for membership of the Special Committee. If possible, the Corporation Vice-Chair should serve on the Special Committee and the Corporation Chair should be held in reserve in the event he/she is required to serve on an Appeals Committee. The Corporation has agreed rules specifying procedures for the conduct of the Special Committee, as set out in the Disciplinary Procedures for Holders of Senior Posts. This procedure and the Grievance Procedure for Senior Post holders are available on the College 'Gateway' or from the Clerk to the Corporation.

22 Self Assessment of Governance

The Corporation will carry out annual self-assessment activities:

- i Each committee will review its performance against its terms of reference. The committee structure, membership and terms of reference will usually be reviewed at the first Corporation meeting of each academic year.
- ii Attendance of governors at meetings of the Corporation and its committees will be reported on a collective and individual basis, together with a record of development events attended by governors and the clerk during the reporting period.
- iii All governors will be invited to complete a self-assessment questionnaire and outcomes will be reported back to the Corporation, who will be asked to agree suggested actions to address will any areas of weakness. Where appropriate, outcomes of the Corporation's self assessment will be reflected in the College Self Assessment Report (SAR).

23 Consideration of Appeals

Whenever a College procedure requires an appeal to be made to governors, a panel of the required number of governors will be selected from those eligible and available. The Chief Executive and Group Principal, staff and student governors are not eligible for this duty.

24 Application of the Seal

The application of the Seal of the Corporation shall be authenticated by:

- a the signature either of the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- b the signature of any other member.

25 Propriety of Actions

The Corporation has determined a procedure to be followed should the Clerk consider that the Corporation or its committees are acting inappropriately or beyond their powers. The procedure is appended at Appendix A.

26 Complaints

A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Clerk to the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation. The complaints procedure forms part of the College's Comments, Suggestions and Complaints Policy and is repeated at Appendix B for ease of reference.

PROPRIETY OF ACTIONS

1 Purpose

To determine the procedures to be followed by the Clerk and the Board should the Clerk consider that the Board or its committees are acting inappropriately or beyond their powers.

2 Action to be taken

2.1 The Clerk will indicate the reasons why he/she believes that the Corporation is acting inappropriately or beyond its powers.

2.2 Should the position be impossible to resolve through discussion, the Board or committee will defer any further consideration of that item to a later date.

2.3 The Clerk will seek guidance from the appropriate source/body, which may be one of the following: the College's external auditors, the College's legal advisers, the Association of Colleges, the relevant Government department or the Education and Skills Funding Agency (ESFA). The response will be reported to the next meeting at which the matter can be considered. An urgent meeting can be called if this is deemed necessary by the Chair or Vice-Chair.

2.4 If, upon reconsideration of the issue and following the advice given, the Clerk is still of the opinion that the Board or committee is acting inappropriately or beyond its powers, then the Clerk is authorised to inform the ESFA in writing with a copy to the Chair and Chief Executive and Group Principal.

3 Status of Clerk

Any steps taken in good faith by the Clerk in these circumstances will not be grounds for action under the College's disciplinary procedures.

Appendix B

EXTRACT FROM ETC. COMPLAINTS POLICY (November 2019)

4.3 Complaints against Corporation or a member of Corporation (the College Governing Body)

- 4.3.1 A complaint against the Corporation, a member of the Corporation or the Clerk to the Corporation may be made by an individual, business or an organisation. The decision whether or not to pursue an anonymous complaint will be taken by the Clerk to the Corporation after consultation with the Chair or Vice Chair of the Corporation as appropriate. A decision may be taken not to investigate an anonymous complaints where there is insufficient information contained in the complaint for the investigation to be meaningful or for some other substantial reason. Please note all complaints against staff members of the Corporation, except the Chief Executive and Group Principal, will be dealt with under the process outlined in section 4.2 of this policy
- 4.3.2 Complaints against the Corporation or a member of the Corporation should be made in writing and sent to The Clerk to the Corporation by email to sarah.thompson@the-etc.ac.uk or by post to:
- The Clerk to the Corporation
Stockton Riverside College
Harvard Avenue
Thornaby
Stockton-on-Tees
TS17 6FB
- 4.3.3 The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
- 4.3.4 The Clerk to the Corporation will:
- acknowledge receipt of the complaint within 5 working days
 - provide a response to the complaint within ten working days or if this is not possible provide the complainant with an interim statement
- 4.3.5 The written response of the Clerk to the Corporation will include details of any arrangements for pursuing the matter with an independent body (e.g. the Education and Skills Funding Agency) as appropriate.
- 4.3.6 The Clerk to the Corporation will keep the Chair of the Corporation informed of the situation (unless the Chair is the subject of the complaint, in which case the Clerk will

liaise with the Vice Chair of the Corporation) and for complaints relating to the Corporation in general, will provide the Corporation with a written statement of the nature of the complaint and the response, at the next Corporation meeting. Such a report shall be circulated to members within ten working days of the response of the Clerk to the complaint, so that members are apprised of the situation.

4.3.7 The Clerk to the Corporation and the Chair of the Corporation (or Vice Chair where appropriate) will jointly decide what information (taking advice from other relevant agencies and/or the Board Level Lead for Safeguarding where appropriate) will be shared with the Corporation when the complaint relates to an individual member of the Corporation. This will be especially applicable for any allegations that are related to safeguarding issues.

4.3.8 When carrying out an investigation in response to a complaint against the Corporation or an individual member of the Corporation, the Clerk to the Corporation will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisers, as appropriate.

4.3.9 A complaint against the Clerk to the Corporation shall to be forwarded to the Chair of the Corporation for investigation and response. Letters for the attention of the Chair of the Corporation to be addressed to

The Chair of the Corporation.

Stockton Riverside College

Harvard Avenue

Thornaby

Stockton-on-Tees

TS17 6FB

4.3.10 The approach to be adopted by the Chair of the Corporation in investigating and responding to a complaint will be similar to that outlined above, with regard to complaints against the Corporation and individual members of the Corporation.