



# Governance Standing Orders

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## **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 Group Director of Governance shall ensure that a note of attendance is kept, including any changes which take place during the meeting. If a meeting ceases to be quorate the Group Director of Governance or their designate 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 Group Director of Governance 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 Group Director of Governance, 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 Group Director of Governance 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 Group Director of Governance at least ten working days before the date of the meeting. The Group Director of Governance 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 group's auditors (where appropriate and when requested).
- 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.<sup>1</sup>
- 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 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 Group Director of Governance shall advise members on the issue raised. The meeting shall take account of the Group Director of Governance's advice in determining the issue raised.

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<sup>1</sup> 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 annually.

- 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 Group Director of Governance 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.

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## **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 Group Director of Governance will maintain the register of members' interests, which will be available for public inspection from the Group Director of Governance. All members, on taking up appointment, will be invited to inform the Group Director of Governance of all relevant interests and will be expected to inform the Group Director of Governance 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 group, any contract or proposed contract concerning the group or any other matter relating to the group 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 group 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 from the Group Director of Governance. Agreed minutes of Corporation and committee meetings will be placed on the group 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 specified governors and senior post holders only).
- ii Under Freedom of Information obligations, any person may receive, upon request, and subsequent to the payment of any costs that may be incurred, a copy of any paper (or part thereof) considered by the Corporation if it has not been deemed confidential or is not part of another disclosure exemption under the Act. For a request to be valid, it must be in a written, legible format, detailing the name and address of the requester and describing the information requested. The group aims to respond without undue delay and no later than 20 working days and, if relevant, will issue a 'fees notice' to inform the requester whether any actual costs will be incurred in relation to the request. The fee should be paid within three months of the fees notice being issued, otherwise the request will expire. Where actual costs exceed £450, the Etc. is not obliged under the Act to deal with the request but may negotiate options with the requester. For more information about an individual's rights under the Freedom of Information Act, visit [How to access information from a public authority | ICO](#).

## **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 Group Director of Governance 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 group 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 People Committee which fulfils the requirements of a Search Committee. This includes operating agreed procedures for the process of searching, selecting and making recommendations to the Corporation for the appointment of governors (see Appendix C of this document). 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 People Committee. The constitution, membership and terms of reference of the People Committee is available from the Group Director of Governance.
- 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 People 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. The Corporation will specify a term of appointment for external members. Further details of the appointment process are included at Appendix C.

## **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 Group Director of Governance 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 explicitly 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 group.

- 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 Group Director of Governance must make a full record of all such Chair's action and report them to the next meeting of the Corporation. If the Group Director of Governance has not been directly involved in an action then the Chair (or Vice-Chair) must ensure that they are 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 Group Director of Governance will report annually on attendance and will notify the Chair of instances of sporadic attendance. The Group Director of Governance shall keep a record of attendance, which shall be reported periodically (at least 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 group 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 group;
- b the approval of the annual estimates of income and expenditure;
- c ensuring the solvency of the College group 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 Group Director of Governance;
- 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 and Risk
- People
- Finance, Capital and Resources
- Remuneration (considering senior staff pay and performance)
- 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 Group Director of Governance). 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 two years. 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 last meeting of the committee prior to 31 July and the period of office shall commence on 1 August. A process similar to that outlined in 15 (i) shall be followed. 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. Feedback from all committee meetings shall be reported to the following ordinary meeting of the Corporation.

It will be the responsibility of the committee Chair, with advice from the Group Director of Governance, 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 group 'Gateway' or from the Group Director of Governance.

## **22 Assessment of Governance**

- i) The Corporation is required to undertake an external review of governance at least every three years. The review should be framed by the key principles of the governance code adopted by the Corporation and may include one-to-one meetings with relevant governors and staff, and observation of board and/or committee meetings. The completion of the external review must be reported via the Corporation's annual report and a summary of the review outcomes will be published on the Etc. website.
- ii) In any year when an external governance review is not taking place, the Corporation will carry out self-assessment activities. These will include:
  - a. 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.
  - b. 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 Group Director of Governance during the reporting period.
  - c. 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 any areas of development. Where appropriate, outcomes of the Corporation's self assessment will be reflected in the group Self Assessment Report (SAR).
  - d. The Corporation Chair will undertake individual reviews with governors, focussed particularly on their suggestions for improvement and future ambitions.
  - e. A review of the performance of the Chair will be undertaken with feedback informing the annual review of the Chair appointment.

## **23 Consideration of Appeals**

Whenever a group 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 Procedures for governors on site**

Following completion of DBS checking, governors will be issued with a permanent photo ID badge. This will show their name and photograph, and that they are a governor at the college group. The badge will allow access through the barriers at any site and access to buildings where governors' meetings are held. ID badges should be worn at all times, when a governor is on one of the college sites. Where governors do not have their official Etc. ID with them, they will need to be issued with a temporary ID/visitors badge by the reception staff. Provided the DBS check remains valid, governors possessing their official ID badges may be unaccompanied on site.

## **27 Complaints**

A complaint against the Corporation or an individual member of the Corporation shall be addressed to the Group Director of Governance 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 Group Director of Governance shall be forwarded to the Chair of the Corporation. The complaints procedure forms part of the group's Comments, Suggestions and Complaints Policy and is repeated at Appendix B for ease of reference.

## **Appendix A - PROPRIETY OF ACTIONS**

### **1 Purpose**

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

### **2 Action to be taken**

- 2.1 The Group Director of Governance 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 Group Director of Governance will seek guidance from the appropriate source/body, which may be one of the following: the group's external auditors, the group's legal advisers, the Association of Colleges, the Department for Education (DfE) or other relevant Government department. 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 Group Director of Governance is still of the opinion that the Board or committee is acting inappropriately or beyond its powers, then the Group Director of Governance is authorised to inform the DfE 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 Group Director of Governance in these circumstances will not be grounds for action under the group's disciplinary procedures.

EXTRACT FROM ETC. COMPLAINTS POLICY (March 2024)

**3. Complaints against Corporation or a member of Corporation (the Group Governing Body)**

- 3.1 A complaint against the Corporation, a member of the Corporation or the Group Director of Governance 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 Group Director of Governance 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 3.2 of this policy. (Complaints against the Chief Executive and Group Principal, as with all employees at the group, will be dealt with under the process outlined in the Scope and Procedure sections of this policy.)
- 3.2 Complaints against the Corporation or a member of the Corporation should be made in writing and sent to the Group Director of Governance by email to [sarah.thompson@the-etc.ac.uk](mailto:sarah.thompson@the-etc.ac.uk) or by post to:
- Group Director of Governance  
Education Training College  
Harvard Avenue  
Thornaby  
Stockton-on-Tees  
TS17 6FB
- 3.3 The complainant will be expected to state clearly the nature of the complaint and if appropriate provide copies of any related documentation.
- 3.4 The Group Director of Governance 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
- 3.5 The written response of the Group Director of Governance will include details of any arrangements for pursuing the matter with an independent body (e.g. the Education and Skills Funding Agency) as appropriate.
- 3.6 The Group Director of Governance 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 Group Director of Governance to the complaint, so that members are apprised of the situation.
- 3.7 The Group Director of Governance 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.

- 3.8 When carrying out an investigation in response to a complaint against the Corporation or an individual member of the Corporation, the Group Director of Governance will have the authority to refer issues to the Corporation's auditors (external and/or internal) or other appropriate advisers, as appropriate.
- 3.9 A complaint against the Group Director of Governance shall 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.

Education Training College  
Harvard Avenue  
Thornaby  
Stockton-on-Tees  
TS17 6FB

- 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.

## **Appendix C - PROCEDURE FOR APPOINTMENT AND RE-APPOINTMENT OF BOARD MEMBERS AND INDUCTION ARRANGEMENTS**

### **1. Introduction**

- 1.1 The Corporation has formed a People Committee. This committee undertakes the functions of a Search Committee as identified within the Instrument and Articles of Government, i.e. identifying, recruiting, selecting and making recommendations to the Board on the appointment of new Board members and the re-appointment of existing members. This document details the process that the People Committee shall follow in appointing and inducting members to the Board
- 1.2 The process of appointment shall be rigorous and open to public scrutiny and take account of the recommendations made by The Committee on Standards in Public Life.
- 1.3 The appointment process will be informed by an awareness of equality issues and take account of all subsequent legislation on equality.
- 1.4 The People Committee and the Corporation will comply with best practice and the requirements laid down in the Instrument and Articles of Government and any subsequent amendments thereto in respect of all appointments to the Board.

### **2. The appointment process for new independent Board members**

#### **2.1 Identifying vacancies**

- 2.1.1 The Group Director of Governance shall advise both the People Committee and the Corporation of vacancies on the Board and the category of membership in which a vacancy falls.
- 2.1.2 The People Committee shall identify candidates making appropriate use of:
  - Advertisement – this might be a general advertisement seeking expressions of interest in joining the Board or a specific advertisement for a particular position on the Board; and/or
  - Consultation with interested bodies, including local community/employer representatives and local authorities
  - Direct approach to known persons or individuals who have been identified by People Committee as potential members
  - By direct nomination from a local authority or other body
  - Using an appropriate recruitment agency, in line with Etc. procurement processes
- 2.1.3 The appropriate method will be selected by the Committee to suit the circumstances of the vacancy being filled

## 2.2 Information to be released to candidates

2.2.1 The following information will usually be released to all candidates:

- An application form requesting personal information and referee details, and skills / background information. A separate confidential appendix for collation of equality and diversity information will also be provided.

N.B. Where a recruitment agency is used, a CV and covering letter may be accepted but references will always be sought

- Notes for guidance which give details of the Corporation and its committees; role description and person specification for governor, indicating the qualities looked for
- Clarification that successful candidates will be required to undertake a DBS check
- The Etc. Strategic Plan, Tone of Voice, Mission and Vision
- Applicants will also be directed to the Governance section of the Etc. website and advised that additional information can be accessed, including the Annual Report and Accounts for the last complete year and the most recent OFSTED Inspection Report

## 2.3 Short list and interview arrangements

- 2.3.1 The People Committee is responsible for reviewing and short listing applicants. When selecting candidate(s) for interview and / or consideration by the Corporation, the People Committee will review applications against the criteria set out in the governor role description and any specific recruitment priorities, recognising the need to achieve a balance of relevant skills and backgrounds on the Board.
- 2.3.2 Prospective candidates will usually be invited to meet with the Chief Executive, Group Director of Governance and Corporation Chair and / or People Committee Chair for an informal interview in the first instance. The Committee may put forward the name of a candidate to the Board without any interview having been undertaken.
- 2.3.3 The informal interview will include a discussion with the candidate about the work of the Board and the college Group; the knowledge that the candidate holds of current issues in further education and the experience and expertise that the candidate might bring to the Board. Candidates will be advised of the expectations of the Board that new governors will undertake induction training as a condition of appointment. Standard question sets may be used to support the informal interview(s).
- 2.3.4 The People Committee will recommend candidates for appointment to the next meeting of the Corporation. The People Committee has no power to decide an appointment. All decisions on appointments and terms of office shall be made by the Corporation following a recommendation from the People Committee.
- 2.3.5 The decision of the Corporation on any appointment shall be final.

## **2.4 Confirmation of appointment**

2.4.1 Following the decision of the Corporation on a governor appointment, the Group Director of Governance shall arrange for the following documents to be provided to the new governor:

- A summary of the circumstances in which people are not eligible to be Board members and a declaration of eligibility for completion and return
- A form for completion for entry in the Register of Members' Interests
- A 'Governor Information Form' for completion and return, including equality and diversity monitoring data, contact details etc.
- A copy of the Code of Conduct for Corporation Members
- Dates of forthcoming meetings
- Links to relevant governance documentation including, as a minimum, the information about other Board members, Instrument and Articles of Government and Standing Orders of the Corporation and information about additional sources of information and advice, e.g. Etc. website, government publications, Ofsted reports

2.4.2 Formal confirmation of date of appointment and length of term of office will be provided following completion of all pre-appointment checks, specifically the DBS check. A college ID card, providing access to the group's sites, will also be issued at this stage, and a group e-mail / IT account provided.

## **3. Staff members**

3.1 Any vacancies arising for staff governors will be filled via election. The Group Director of Governance shall circulate information to relevant members of the college group's staff and invite nominations.

3.2 All nominations shall be made in writing, be proposed and seconded and shall contain an indication from the person being nominated that they are willing to accept the nomination.

3.3 In the event of there being only one candidate, that person shall be deemed to have been elected unopposed. Otherwise the Group Director of Governance shall arrange for an election to be held and shall act as Returning Officer in the conduct of such an election.

3.4 Candidates shall be informed of the arrangements for the election and may, if they so choose, have inserted on any ballot paper a statement, not exceeding 100 words, in support of their candidature. The method of voting shall be included with the ballot paper.

3.5 Staff governor appointments shall be confirmed by the Corporation.

3.6 As all staff governors have DBS checks in place, as part of their role as staff members, no further DBS check will be undertaken.

#### **4. Student members**

- 4.1 When a student governor vacancy or vacancies arise, the Group Director of Governance, with support from the Student Services team, will invite eligible students to submit written nominations.
- 4.2 In the event of there being only one candidate, that person shall be deemed to have been elected unopposed. Otherwise the Group Director of Governance shall arrange for either an election to be held or for an appropriate student organisation (Students' Union / Students' Association) to review applications and make recommendations to the Corporation.
- 4.3 Where an election is required, the Group Director of Governance shall act as Returning Officer. All candidates shall be informed of the arrangements for the election and may, if they so choose, have inserted on any ballot paper a statement, not exceeding 100 words, in support of their candidature. The method of voting shall be included with the ballot paper.
- 4.4 Where selection is undertaken by a student organisation, the Group Director of Governance will provide supporting information.
- 4.5 Any student governor appointments will be confirmed by the Corporation.

#### **5. Induction arrangements for new board members**

- 5.1 Induction arrangements for new board members will be personalised to reflect the new member's previous experience of the group and FE sector. Inductions will include, as a minimum:
  - meeting with the Group Director of Governance to discuss the role of governor and provide a general induction to the college group; in addition, the meeting will consider arrangements for accessing relevant documents, policies and procedures which regulate the group's activities and identify any areas about which the governor requires more detailed information.
  - meeting with the Corporation Chair to discuss board expectations, governor behaviours, tone of voice etc.
  - meeting with Chief Executive to discuss strategic priorities, strategic plan etc.

Inductions will also usually include:

- site tours, including meetings with site leads
- meetings with senior managers responsible for finance and quality
- meeting with the Chair of any committee the governor intends to join and the senior managers reporting to any committee which the governor intends to join.

Where appropriate, a 'governor buddy' may be appointed as an additional point of contact for new governors.

- 5.2 The Group Director of Governance will make reasonable efforts to ensure that each new member of the Corporation is afforded the opportunity to attend an external induction training event within six months of being appointed. The purpose of the

induction training will be for the new member to get to know and understand the responsibilities of the Corporation under the Instrument and Articles of Government

- 5.3 The Group Director of Governance is responsible for organising the induction training

## **6. Process for re-appointing board members**

- 6.1 The Group Director of Governance shall submit a report to each meeting of the People Committee giving details of those currently serving Board members whose term of office expires within the following twelve months.
- 6.2 The Group Director of Governance shall write to each retiring Board member six months before the date of expiry of their term of office reminding them of the fact and asking whether they wish to seek re-appointment
- 6.3 All expressions of interest will be referred by the Group Director of Governance to the People Committee
- 6.4 Re-appointments will not be automatic and the People Committee will evaluate the contribution of the respective Board member before proposing their re-appointment, taking into account the views of the individual and recording the basis for the recommendation in the minutes of the committee. The following points will be taken into consideration by the committee in deciding on a possible reappointment:
- Attendance at meetings of the Corporation (Corporation target is 80%)
  - Membership of at least one committee
  - Attendance at committee meetings (target is at least 80%)
  - Attendance at governor development events
  - Attendance at group / College events
  - Other responsibilities, e.g. Chair / Vice Chair of Corporation or committee, involvement as a link governor
  - Skills and background
  - Gender

The committee should also bear in mind that the Corporation's Standing Orders stipulate that no governors should have a length of service of more than eight years other than in exceptional circumstances, in line with the recommendation of the Nolan Committee on Standards in Public Life, which states that 'Terms of office which should be renewable, should not normally exceed four years and re-appointment for third or subsequent terms should be the exception rather than the rule'

The People Committee has no power to decide on a reappointment. The People Committee will make its recommendations to the Corporation which will make any decision on reappointment. The decision of the Corporation on any re-appointment shall be final.

## **7. Co-opted members**

- 7.1 In line with the Corporation's Standing Orders, the People Committee may recommend the appointment of co-opted members to serve on the main Corporation Board or any Corporation committee. The approval of the Corporation is required to confirm such appointments and the Corporation will specify a term of appointment for co-opted members.
- 7.2 Prospective co-opted members will be asked to complete an application form and provide two references. They will then usually be invited to meet with the Chief Executive and Chair of the appropriate committee / task and finish group to discuss the work of the college Group and the committee, and the expertise and experience that the co-opted member may bring to the committee.
- 7.3 Co-opted 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. Co-opted members will also be asked to complete a self-analysis of skills and backgrounds.
- 7.4 Co-opted members may be asked to complete a DBS check dependent on the activity in which they are involved, for example, if they undertake learning walks as part of their role or have access to college systems. No co-opted member will be issued with a college ID card unless they have a DBS check in place.
- 7.5 Reappointment of co-opted members will not be automatic but will follow similar principles to the reappointment of Board members, with particular attention paid to attendance and contribution.

## Appendix D - **PROTOCOL FOR REMOTE AND HYBRID GOVERNOR MEETINGS**

### **Remote meetings**

#### **Before the meeting**

- Please try to submit any questions in advance of the meeting (via e-mail or telephone to the Group Director of Governance, [sarah.thompson@the-etc.ac.uk](mailto:sarah.thompson@the-etc.ac.uk), 07969334693, or Governance and Risk Officer, [samantha.young@the-etc.ac.uk](mailto:samantha.young@the-etc.ac.uk)).
- It's advisable to test equipment prior to the meeting (speakers, microphone, headphones, video/webcam, as appropriate) and ensure your Teams app is up to date.
- Be aware of what is in view of your camera and, in particular, make sure there is no confidential information on view on your desk or in the background.
- You may wish to consider using the virtual background feature, particularly if you are likely to have other people in the view of your camera (contact the Governance Team for information on how to set this up).
- Ensure you are able to access meeting papers during the meeting.

#### **Recording of meetings**

- The Group Director of Governance or Governance and Risk Officer may record meetings solely to ensure accurate minutes can be prepared in the event of any loss of connectivity. You will be notified of any recording via the meeting invitation and at the meeting, and will also be able to view a 'recording' symbol on the screen. Recordings will be securely destroyed as soon as notes have been taken of any sections for which the minute taker was offline or immediately after the meeting if there were no connectivity issues. For any concerns or queries, please contact the Group Director of Governance.
- All other participants must not record any meeting or parts of a meeting.

#### **Starting the meeting**

- Wherever possible, please join the meeting from a quiet and private area. You should aim to connect at least ten minutes before the scheduled meeting time.
- Your phone/mic should be on mute other than when you are speaking in order to reduce background noise.
- The meeting will only start when the Chair is present.
- In order to ensure all expected participants have joined and to record attendance, the Chair will welcome everyone by name. Please reply to confirm your presence.
- The Chair will establish the purpose of the meeting and notify participants of any changes to the circulated agenda.

#### **Conducting the meeting**

- The Chair will clarify the agenda item number to be discussed and, where appropriate, the page number of any associated report.
- The Chair will then ask presenters to briefly summarise the purpose of their item / report and any required decision.
- The Chair will invite specific governors to raise the questions they have submitted in advance.
- If governors identify any further questions during the meeting, they are asked to use the 'Raise Hand' function in the first instance.



- Alternatively, governors are also able to use the 'Chat' function. Please note that all persons invited to the meeting can view the 'Chat', even if not in the meeting, so please ensure no confidential information is shared via this function.
- Questions, comments and responses raised via any 'Chat' function will be used to support the production of minutes as appropriate.
- The Chair will invite responses to questions raised via Chat and will invite governors that have used the 'Raise Hand' function to ask their questions.
- The Chair may then ask specific governors for any additional comments or questions.
- The Chair will invite any further questions on a particular agenda item and undertake a final check for any queries, clarifications and required decisions before introducing the next agenda item.
- The Chair should consider using appropriate breaks within remote meetings to allow participants an opportunity to leave the screen. As a general rule, there should be a short break after one hour of the meeting. The Chair should clearly explain when participants are expected to return.

### **Asking questions in the meeting**

- Please introduce yourself when asking a question and, if possible, address your question to the person from whom you require a response.
- Make sure you speak clearly, slowly and audibly and ask for clarification if you cannot hear the reply.
- Try to keep questions to the agenda item under discussion. If your question relates to a broader issue, please be very clear about the agenda item or page number your question relates to.
- Try not to interrupt or talk over other people.

### **For support before or during the meeting**

- If you are experiencing technical difficulties or want advice during the meeting, please contact the Group Director of Governance, via (in order of preference) the 'Chat' function, e-mail ([sarah.thompson@the-etc.ac.uk](mailto:sarah.thompson@the-etc.ac.uk)), text (07969334693), or phone (07969334693).
- Please also advise the Group Director of Governance if you lose connectivity or need to leave the meeting for any reason.

### **Other notes**

- If you need to join the meeting late, please let the Group Director of Governance or Governance and Risk Officer know in advance and try to join the meeting unobtrusively.

### **Ending the meeting**

- After concluding the final agenda item, the Chair will provide a final opportunity for any further questions.
- The Chair will also encourage participants to provide any feedback on management of the meeting and ability to participate to the Group Director of Governance.
- All participants should ensure they have left the meeting by clicking on the red text 'Leave Meeting'.

### **And finally**

- Please be patient and recognise that governors have varying degrees of familiarity with and opportunities to use video conferencing.
- If you have any suggestions on improving this protocol or our use of remote technology, please feed back to Sarah or Sam.

### **Hybrid meetings**

Hybrid meetings are those where some participants are physically present in the room and some join the meeting remotely. The protocol for remote meetings is largely applicable, however, the following points are particularly highlighted for hybrid meetings:

- Please ensure you advise the Group Director of Governance or Governance and Risk Officer if you plan to attend remotely. This will allow them to ensure all appropriate arrangements are in place, e.g. meeting link, technology etc.
- Chairs are strongly encouraged to invite all attendees to introduce themselves. Participants joining remotely may have a limited view of attendees in the room and a round of introductions will help remote attendees identify who is raising a question or query.
- Attendees joining remotely should refrain from using the 'Chat' function in a hybrid meeting wherever possible, as some participants attending physically may not have access to this. Please raise questions and comments orally whenever possible.
- Attendees physically present should be aware of the difficulties for remote attendees in following a meeting where multiple people are speaking at the same time, or where there are 'side' conversations. Meeting discipline is particularly important during hybrid meetings.
- Make sure that any resources used in the meeting are available to remote attendees. Teams has the option to share presentations with in person and online attendees. Any other documents to be used in the meeting should be shared with remote attendees in advance.
- As it can be more difficult for remote attendees to join in discussion, Chairs are encouraged to explicitly include remote governor attendees wherever possible, for example, asking a remote attendee explicitly whether they have any questions or comments before moving on to the next agenda item.

## Appendix E - THE ROLE OF THE CHAIR IN MEETINGS

The chair is a fully fledged member of the board or a committee and has their own point of view and right to vote, but they also need to present the arguments from all sides in an impartial manner. This involves bringing all voices into the discussion, listening to what each member says and ensuring everything that needs to be done is completed in good time and is recorded.

At Etc., the Governance Team, in collaboration with the Corporation or committee chairs, take responsibility for preparing meeting agendas, minutes and actions arising. However, chairs, and in their absence vice chairs, are responsible for the effective management of meetings themselves, including opening the meeting, facilitating discussion and keeping the conversation focused and balanced throughout the meeting. Chairs are also able to access professional guidance from the Governance Team at any time during meetings if they are unsure of correct procedures or protocols. At the end of each meeting, all participants are invited to give feedback on the effectiveness of the meeting.

*A committee is a group that keeps minutes and loses hours – Milton Berle, comedian*

### **Preparing for the meeting**

- **Agenda:** formulated in collaboration with the Governance Team and senior management taking account of the cycle of business, actions from previous meetings and requests from governors and senior managers. The chair has full input in and final approval of the agenda.
- **Practical arrangements:** room bookings, refreshments, car parking, etc. are all handled by the Governance Team. Senior management and other Etc. staff attendance at the meeting is determined by the Chair in consultation with the Governance Team.
- **Meeting papers:** these are issued by the Governance Team seven calendar days in advance of each meeting; late papers are accepted at the discretion of the chair or the Group Director of Governance. All governors are expected to have read papers in advance though are not required to have study reference documents in depth.
- **Presentations:** the Governance Team are responsible for outlining expectations for presenters; presentations are normally made available to governors after meetings but covering reports in advance can be requested.

### **Facilitating meetings – Drive the meeting, don't just host it!**

- **Communicate:** Begin by welcoming everyone to the meeting, making any necessary introductions and, if needed, specifying the meeting objectives
- **Maintain control:** Keep conversations related to one topic of discussion at a time. Determine the best time to move on to the next point. Summarise where appropriate.
- **Decision-making support:** The goal of most meetings is to agree on the topics presented in the meeting agenda. The chair should ensure that all members clearly understand how to reach a decision and what decision has been made.
- **Review and conclude:** Before dismissing each item, review the decision that has been made, actions identified or summarise feelings or thoughts on the agenda item, for

example, is the committee pleased? Concerned? Do they need more information? Is this a risk or an opportunity? Does it need more mitigation or more ambition? What's the impact on students?

- **Any other business:** review whether the matter is urgent and has been advised in advance or at the start of the meeting; if not, can it wait until the next meeting or be discussed in another forum?
- **At the end of the meeting:** ensure key themes, meeting effectiveness and review of risks are covered. The Governance Team will advise on documents for publication.

### **Tips for chairing a meeting**

- Stick to what's on the agenda and avoid side conversations
- Keep to time using the timings on your agenda (and review where you think the timings might not have worked)
- Keep contributions brief and focused on the agenda item
- Wait to speak until others have finished talking

### **Ensure participation from each member**

Your role as a chair is to facilitate continuous and meaningful discussion among the members.

- Be aware of those who seem more comfortable listening than taking part in a discussion
- Ensure there are no biases in who gets to speak, whether gender or cultural (e.g. perceived expertise or length of service as a governor)
- In smaller meetings, try going in a circular format so that each person talks about each topic
- Allow every person with their hand up a chance to talk
- For larger meetings, think about allowing some to debate one topic and some another agenda item
- Think about prepping governors for certain agenda items in which you know they have specific expertise or interest, for example, staff or student governors
- Stop people from talking for too long – be firm and insistent, but not aggressive – e.g. “thank you, you’ve raised some interesting points but I’m going to stop you there for now so others can comment.”
- Give partiality to people who have yet to speak
- Make sure everyone has an opportunity to put forward their point of view and think about asking questions to draw people out, e.g. “does anyone else have any thoughts on this issue?”
- Stop interruptions and don't ignore people with their hands up in favour of those interrupting
- Listen attentively and make sure the meeting considers suggestions
- Make sure people adequately hear others and reduce intimidation factors for those who are expressing unpopular viewpoints

### **Follow up from the meeting**

- **Actions:** the Governance Team will collate actions and agree these with the identified action lead; updates on actions will be sought in advance of the next meeting.

- **Minutes:** these are written up by a member of the Governance Team; chairs are then asked to approve draft minutes, in collaboration with the Chief Executive and Group Principal and / or other senior managers to ensure accuracy. Draft minutes are then approved at the committee's next meeting and made available on the Etc. website, with commercially sensitive information redacted, or on request from the Governance Team.
- **Chair's review:** think about what was successful during the meeting and what could be improved at the next meeting.
- **Key themes and feedback to Corporation:** chairs will be asked to agree key themes and present feedback to the next Corporation meeting to assure the Corporation that the duties delegated to the committee are being fulfilled.