



HEART OF
**WORCESTERSHIRE
COLLEGE**

Standing Orders for the Corporation and its committees

Approved by the Corporation: 11 July 2023
Review Frequency: Annual

1 Introduction

1.1 These Standing Orders deal with membership of the Corporation, how meetings are conducted, and the operation of Corporation business. They are derived in part from the Instrument and Articles of Government and in part from decisions of the Corporation.

1.2 It is part of the Clerk to the Corporation's role to advise the Chair on the interpretation and application of these Standing Orders, as well as on the Instrument and Articles of Government.

2 Composition and Determination of the Corporation

2.1 Under the Corporation's current determination with effect from 15 December 2022, there are eighteen Members of the Corporation:

- 2 Staff Members, having a contract of employment with the College nominated and elected by all staff, **one academic and one non-academic member of staff**
- 2 Student Members, College students, nominated and elected by fellow students
- the Principal of the College
- 13 Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government.

2.2 The Corporation may at any time vary its determination as long as it conforms to the requirements of the Instrument of Government.

2.3 The Corporation is the appointing authority for the current Corporation determination and will decide whether a person is eligible for nomination, election, and appointment as a Member of the Corporation. The Corporation appoints members of Corporation committees.

3 Appointment of Corporation Members and Co-opted Committee Members

3.1 The Corporation has established a Governance & Search Committee, which operates agreed procedures for the process of searching, selecting, and making recommendations to the Corporation for the appointment of Corporation Members and externally Co-opted Committee Members. The Corporation shall not appoint any person as a Member (other than as a Staff or Student Member) without first consulting and considering the advice of the Governance & Search Committee. The Terms of Reference of the Governance & Search Committee, (which include appointment and nomination procedures for Corporation Members and externally Co-opted Committee Members,) are available on the Governors' Portal.

3.2 The Corporation may decline to appoint a person as a staff or student Member if:

- it is satisfied that the person has been removed from office as a Member of a further education corporation in the previous ten years; or
- the appointment of the person would contravene Standing Orders relating to the number of consecutive terms for which a Member may hold office, or
- the person is ineligible to be a Member of the Corporation under the Instrument of Government or under the Charities Acts.

Prospective Corporation Members will be asked to confirm that there is no reason for the Corporation to consider declining their appointment, prior to appointment. Prospective Corporation Members will be asked to confirm their eligibility prior to appointment.

3.3 The Clerk to the Corporation will arrange for a letter of appointment to be sent to the new Corporation Member or externally Co-opted Committee Member, along with relevant documentation. New Corporation Members will attend a formal induction session and will be given access to the Governors' Portal where relevant documents are available.

3.4 Where the office of any Member becomes vacant the Corporation shall as soon as practicable take all necessary steps to appoint a new Member to fill the vacancy.

4 Appointment of Chair and Vice Chair

- 4.1 The Members of the Corporation shall appoint a Chair from among themselves, provided that the Member chosen shall not be the Principal or a Staff or Student Member. The Clerk to the Corporation will normally invite nominations for the Chair's successor six months in advance and will confirm that nominated candidates agree to stand. If there is more than one candidate, the matter will be discussed by the Corporation, with the nominees excluded, and a decision reached. If necessary, Corporation Members will vote in a secret ballot, from which nominees are excluded.
- 4.2 The Corporation Member so selected by single nomination or election will take the title "Chair designate". This will not be a formal office and will not carry any specific authority but will allow for a structured handover or learning period. Under normal circumstances, the Chair designate will be appointed formally at the last meeting before the end of the term of office of the Chair. However, if the Corporation feels that the Chair designate is unfit or unable to carry out the functions of the Chair's office, it may give written notice, removing the Chair designate from office as Chair designate and the procedure for the appointment of the Chair will recommence.
- 4.3 In the event of the resignation or removal from office of the Chair, the Clerk to the Corporation will invite nominations for the Chair's successor as soon as possible and will confirm that nominated candidates agree to stand. If there is more than one candidate, the matter will be discussed by the Corporation, with the nominees excluded, and a decision reached. If necessary, Corporation Members will vote in a secret ballot, from which nominees are excluded. The Corporation Member so selected by single nomination or election will normally be appointed formally at the meeting following the resignation or removal from office of the Chair.
- 4.4 The Members of the Corporation shall appoint a Vice Chair, from among themselves, provided that the Member chosen shall not be the Principal or a Staff or Student Member. The Clerk to the Corporation will normally invite nominations for the Vice Chair's successor in advance and confirm that nominated candidates agree to stand. If there is more than one candidate, the matter will be discussed by the Corporation, with the nominees excluded, and a decision reached. If necessary, Corporation Members will vote in a secret ballot, from which nominees are excluded. The elected Corporation Member will be appointed formally at the last meeting before the end of the term of office of the Vice Chair or following the resignation or removal from office of the Vice Chair.
- 4.5 In the absence of the Corporation Chair, the Vice Chair shall act as Chair for that Corporation meeting. If both the Chair and Vice Chair are absent from any Corporation Meeting, the Members present shall choose one of their number to act as Chair for that meeting, provided that the Member chosen shall not be the Principal or a Staff or Student Member.
- 4.6 The Role Descriptions of the Chair and Vice Chair are available on the Governors' Portal.
- 4.7 The term of office of the Chair and Vice Chair will normally be for two years and shall be as recorded in the relevant Corporation Minute. If the Chair or Vice Chair is eligible, they may stand for a further term as Chair or Vice Chair and may hold the office for consecutive terms.
- 4.8 The Chair or Vice Chair may resign from office at any time by giving notice in writing to the Clerk to the Corporation.
- 4.9 If the Corporation is satisfied that the Chair or Vice Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.

5 Clerk to the Corporation

- 5.1 The Clerk to the Corporation will appoint a person, who is not otherwise an employee of the College, as Clerk to the Corporation. The Clerk to the Corporation will also clerk the Corporation Committee meetings and is entitled to attend all meetings of the Corporation and any of its committees, except where required to withdraw under the Instrument of Government.
- 5.2 The Clerk to the Corporation's job description can be found on the Governors' Portal. The Clerk to the Corporation is designated a Senior Post Holder and is answerable to and appraised by the Chair.

- 5.3 If the Clerk to the Corporation is unable to be present at a Corporation or a Corporation Committee meeting, the Principal's PA (or in the absence of the Principal's PA a member of the Principal's Office staff) will take the Minutes.
- 5.4 On occasions where the Clerk to the Corporation is required to withdraw from a meeting the Members present shall appoint a Clerk from the Members present, provided that the Member chosen shall not be the Principal, to take the Minutes of that part of the meeting.

6 Term of Office

- 6.1 With the exception of the Principal, who has the right to be a Corporation Member throughout employment as Principal, and the Student Governors, who will normally be appointed for one year, a Corporation Member's term of office will normally be four years and will be no more than four years.
- 6.2 Corporation Members are eligible to be considered for a second term of office if they so wish. The Clerk to the Corporation will ascertain in advance whether a Corporation Member wishes to seek appointment for a second term. In the case of Members other than Staff and Student Members such reappointment will be considered by the Governance & Search Committee, which will review the Corporation Member's contribution during the first term of office and make recommendations to the Corporation. The reappointment of elected Members will be dependent on the outcome of the election process which will take place before the end of each term of office. Any reappointment proposed will normally be approved at the following Corporation meeting before the expiry of the Corporation Member's first term of office and will follow the first term of office. A nonexecutive Member may serve no more than two terms of office or a maximum of 8 years, unless a second term is extended in accordance with Order 6.3.
- 6.3 In the exceptional event that the retirement of a Corporation Member under Order 6.2 may lead to an immediate, significant and unavoidable gap in a skill that the Corporation deems essential, the Corporation may decide to extend the term of office of that retiring Member until such time as a new Member with the relevant skill has been appointed, or for a period of up to two years, whichever period of extension is the shorter.
- 6.4 An externally Co-opted Committee Member's term of office will be no more than four years. Externally Co-opted Committee Members are eligible to be considered for a second term of office if they so wish. The Clerk to the Corporation will ascertain in advance whether an externally Co-opted Committee Member wishes to seek appointment for a second term. Such reappointment will be considered by the Governance & Search Committee, which will review the externally Co-opted Committee Member's contribution during the first term of office and make recommendations to the Corporation. Any reappointment proposed will normally be approved at the following Corporation meeting before the expiry of the Corporation Member's first term of office and will follow the first term of office.
- 6.5 Appointment as an externally Co-opted Committee Member shall be counted as additional service to any Corporation appointment. Externally Co-opted Committee Members who are subsequently appointed to the Corporation shall be entitled to seek appointment and serve as Corporation Members in accordance with the above Procedures.

7 Termination and Suspension of Membership

- 7.1 Corporation Members and externally Co-opted Committee Members may resign from their appointment at any time by giving notice in writing to the Clerk to the Corporation. Such resignations will be recorded at the next Corporation meeting.
- 7.2 If at any time the Corporation is satisfied that any Member is unfit or unable to discharge the functions of a Member; is in breach of the Code of Conduct; or has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation, the Corporation may by notice in writing to that Member remove the Member from office and the office will then be vacant.

- 7.3 A Staff Member or Principal will cease to hold office upon ceasing to be a member of the staff and the office will then be vacant.
- 7.4 A Student Member will cease to hold office at the end of the student's final academic year. This does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union. A Student Member will cease to hold office if expelled or dismissed (if in a sabbatical role) from the College and the office will then be vacant.
- 7.5 A Corporation Member who accepts appointment as a member of staff of the College will cease to hold office upon appointment but will be eligible for nomination and election as a Staff Member.
- 7.6 Members are asked to reconfirm their eligibility in writing annually. It is the Member's responsibility to report to the Clerk to the Corporation any circumstances resulting in disqualification and the office will then be vacant.
- 7.7 The Corporation may suspend a Member of the Corporation from membership, without prejudice, in the event that they are:
- a Staff Member suspended by the College, during that suspension
 - a Student Member suspended by the College, during that suspension
 - a Member with a pending criminal prosecution, conviction for which would lead to a person being disqualified from holding, or from continuing to hold, office as a Member, if that person would be disqualified from being a charity trustee or trustee of a charity under sections 178 – 184 of the Charities Act 2011
 - a Member being investigated by the Corporation under procedures to determine whether the Member is unfit or unable to discharge the functions of a Member
 - a Member being investigated by the Corporation for a suspected breach of the Code of Conduct

8 Members not to Hold Interests in Matters Relating to the Institution

- 8.1 Except with the written approval of the Secretary of State, no Member shall acquire or hold any interest in any property that is held or used for the purposes of the College.
- 8.2 A Corporation Member or externally Co-opted Committee Member who has:
- a financial interest in the supply of work to the College, or the supply of goods for the purposes of the College.
 - a financial interest in any contract or proposed contract concerning the College.
 - a financial interest in any other matter relating to the College.
 - a spouse, partner, or close family member with any financial interest in any of the above; or
 - any non-financial personal interest, such as membership of other public bodies and institutions; trusteeship of a trust where the Corporation Member or other person closely connected with the Corporation Member may be a beneficiary; or membership of a closed organisation

Shall:

- disclose to the Corporation the nature and extent of the interest; and
 - after disclosure of any such interest, in the case of a meeting the Member and/or Senior Staff member concerned will be asked to withdraw from that Corporation or committee meeting where required to do so by a majority of the Members of the Corporation or committee present at the meeting. The Member will not be counted in the quorum for that part of the meeting and will not be permitted to vote on the question. In the case of all other activities, the Member or staff member concerned will not be permitted to participate in the consideration or discussion of the matter other than to disclose his or her conflict of interest.
- 8.3 Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a Staff Member:
- need not disclose a financial interest; and

- may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the Staff Member acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but
 - shall withdraw from the meeting if the matter is under negotiation with staff and the Staff Member is representing any of the staff concerned in those negotiations.
- 8.4 Members of the Corporation and externally Co-opted Committee Members will complete the Corporation Register of Interests declaration prior to appointment and must inform the Clerk to the Corporation if they need to make any changes to their record. The Clerk to the Corporation will review the format of the declaration periodically and the Corporation will monitor the returns. Members will complete a new Register of Interests declaration at least annually.
- 8.5 Declaration of Interests and Consideration of Withdrawal will be a standing item on the Agenda for all Corporation and Corporation Committee meetings. Where Members have a particular interest related to an item to be discussed, (financial or otherwise), they should inform the Clerk to the Corporation prior to the meeting if possible. The declaration of an interest by a Member during the meeting will be recorded in the Minutes.
- 8.6 The declaration of interest is the responsibility of the individual Governor. However if the Clerk to the Corporation, on the basis of information in the Corporation Register of Interests, has reason to believe that a Member has a financial or personal interest that may need to be declared, the Clerk to the Corporation should draw this to the attention of the Chair and the Member concerned (preferably before the meeting).
- 8.7 The Clerk to the Corporation will maintain the Register of Interests of the Members which have been disclosed and the register will be made available during normal office hours at the College to any person wishing to inspect it.

9 Meetings

- 9.1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 9.2 Corporation Committees shall meet in accordance with the rules specified in their Terms of Reference, copies of which can be found on the Governors' Portal.
- 9.3 All meetings, with the exception of Special Meetings, will be called by the Clerk to the Corporation, who will, at least seven calendar days before the date of the meeting, send to the Members of the Corporation notice of the meeting and a copy of the proposed agenda in writing or by electronic means. Papers will normally be sent out with the agenda at the same time. In exceptional circumstances, with the approval of the Chair, papers may have to be sent out after the agenda.
- 9.4 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall, at least seven calendar days before the date of the meeting, send to the Members a copy of the agenda item concerned together with any relevant papers in writing or by electronic means.
- 9.5 A meeting of the Corporation, called a "Special Meeting", may be called at any time by the Chair or at the request in writing of any five Members. A request made by five Corporation Members should be put in writing to the Clerk to the Corporation and signed by the Corporation Members concerned.
- 9.6 Where the Chair, or in the Chair's absence the Vice Chair, decides that there are matters requiring urgent consideration, the notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days in writing or by electronic means.
- 9.7 The Chair or Clerk to the Corporation will issue the agenda, which will normally consist only of apologies and the business in question. There will normally be no approval of Minutes of the previous meeting or 'Any Other Business'.
- 9.8 A resolution in writing agreed by such number of Members as required if it had been proposed at a meeting shall be as effectual as if it had been passed at a meeting duly convened and held

provided that a copy of the proposed resolution has been sent to every Member eligible to vote on the matter. The resolution may consist of several instruments in the like form each agreed by one or more Governors. A resolution which is in writing and signed shall be as valid as a resolution passed at a meeting and, for this purpose, the resolution may be contained in more than one document and shall be treated as passed on the date of the last signature.

9.9 Every Member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

9.10 Dates of meetings for the following academic year are agreed in advance each year. Corporation Members and externally Co-opted Committee Members will be notified of functions to which they will be invited in advance, where possible.

10 Agendas and papers for Meetings

10.1 For each meeting there will be an agenda setting out the items to be discussed and their nature. There will normally be a paper supporting the item, submitted in a standard format including a date and a sponsor.

10.2 Agendas will be compiled by the Clerk to the Corporation, with reference to the Principal and Chair, approximately three weeks before a meeting. Agendas will be based on the Cycle of Business for the Corporation and its Committees, which can be found on the Governors' Portal. A Member may add an item to the agenda by contacting the Clerk to the Corporation who will make the addition after consultation with the Chair, subject to the Chair's approval.

10.3 Agendas will include "Determination of Any Other Urgent Business" but it is not permissible to use this heading to introduce additional matters that require discussion or decision, except in highly exceptional circumstances. Items of "Any Other Urgent Business" should be notified to the Clerk to the Corporation in advance and may only be accepted with the permission of the Chair.

10.4 Where Members are automatically required to leave the room under Standing Orders for confidential discussions, the Clerk to the Corporation is justified in not sending the relevant paper to the Member concerned.

10.5 It is not normal practice to table papers. In exceptional circumstances it will be permissible to table papers that provide an update to an existing agenda item. It is not normally permissible to introduce new items of business through this mechanism. Any tabled papers must be notified to the Clerk to the Corporation in advance and will only be accepted with the permission of the Chair.

10.6 The agendas for Corporation Committees will be sent to all Corporation Members and externally Co-opted Committee Members for information, by Email where possible. Papers for these Committees will be sent to the Committee Members. Any other Corporation Members wishing to comment on items on these agendas should contact the Clerk to the Corporation or the Committee Chair. Copies of non-confidential Committee papers will be made available to Corporation Members on request by the Clerk to the Corporation.

11 Quorum

11.1 Meetings of the Corporation shall be quorate if the number of Members present is at least 40% of the total determined membership. The quorum for Corporation Committees is any three Committee Members. It is the responsibility of the Chair of each Corporation and Corporation Committee meeting, in conjunction with the Clerk to the Corporation, to ensure that no business is conducted unless the meeting is quorate and remains so throughout.

11.2 The Minutes of both Corporation and Committee meetings will identify who was and was not present, and at what stages of the meeting Members arrived and departed once the meeting started.

11.3 An inquorate meeting will be cancelled by the Chair and Clerk to the Corporation. A meeting that becomes inquorate during its course will be terminated by the Chair and Clerk to the Corporation. In the case of Corporation meetings, the Chair may call a Special Meeting to undertake the remaining business or defer consideration to the next ordinary meeting. In the

case of Committee meetings, the Clerk to the Corporation may call an additional meeting to undertake the remaining business or defer consideration to the next scheduled meeting.

12 Proceedings of meetings

12.1 It is the responsibility of the Chair to conduct the business of the meeting.

12.2 Every question to be decided at a meeting shall be determined by a majority of the votes cast by Members present and eligible to vote on the question. The Chair will have an additional casting vote if this is needed. A Member cannot vote by proxy or by way of a postal vote. Dissenting Members will have the right to have their disagreement recorded in the Minutes, at their request. Not all decisions need to be taken by formal vote. The Chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. A formal vote will be taken only if there were a clear expression of dissent.

12.3 A Student Member who is under the age of 18 will not vote at a meeting of the Corporation, or any of its committees, 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, whether immediate, contingent, or otherwise.

12.4 No resolution of the Members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the Agenda for that meeting.

12.5 Except as provided in the Articles of Government relating to suspension and dismissal of staff, a Member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:

- from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- from that part of any meeting of the Corporation, or any of its committees, at which that Member's reappointment or the appointment of that Member's successor is to be considered.
- from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- if so required by a resolution of the other Corporation Members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that Members are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class, except that
- a Member of the Corporation who is a member of staff at the institution, shall withdraw from that part of any meeting of the Corporation or any of its committees, at which Remuneration Committee Minutes and recommendations or the performance of any member of staff holding a post senior to that Member are to be considered.

12.6 Except as provided by rules made under the Articles of Government relating to appeals and representations by students in disciplinary cases, a Student Member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.

12.7 In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a Student Member shall:

- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
- where required to do so by a majority of the Members, other than Student Members, of the Corporation or committee present at the meeting, withdraw from the meeting, except that

- a Student Member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which Remuneration Committee Minutes and recommendations or the performance of any member of staff are to be considered.

12.8 The Clerk to the Corporation:

- shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk to the Corporation's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk to the Corporation are to be considered; and
- where the Clerk to the Corporation is a member of staff at the institution, shall withdraw:
- from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
- from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered.
- from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- if so required by a resolution of the other Corporation Members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that members are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

The Corporation confirmed on 10 October 2006 that the Clerk to the Corporation would not be required to retire from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to the Clerk to the Corporations are to be considered.

12.9 If the Clerk to the Corporation withdraws from a meeting, or part of a meeting, of the Corporation or of a committee of the Corporation, the Corporation shall appoint a person from among themselves, excluding the Principal, to act as Clerk to the Corporation during this absence.

12.10 The Chair and Clerk to the Corporation will be responsible for ensuring that relevant Members and members of staff in attendance withdraw from a meeting if and when the occasion arises.

13 Minutes of Meetings

13.1 Written Minutes of every Corporation and Corporation Committee meeting will be produced by the Clerk to the Corporation (or appointed Minute taker in the absence of the Clerk to the Corporation). Minutes will be sent to the Chair (or acting Chair for that meeting) of the Corporation or Committee for approval. Approved draft Minutes will be circulated to those entitled to receive the, normally within two weeks of the meeting, by Email where possible.

13.2 Validation of the Minutes of the last meeting will be an item on the agenda of every ordinary meeting. The Minutes of the last meeting need not be taken as an agenda item at a Special Meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a Special Meeting. Approved Corporation and Committee Minutes will be signed by the Chair of the meeting at which they were approved, as a true record. Any necessary amendments to the copy will be made prior to signature by the Chair.

13.3 Separate Minutes shall be taken of those parts of meetings from which Staff Members, the Principal, Student Members or the Clerk have withdrawn in accordance Standing Orders for the Proceedings of Meetings and such persons shall not be entitled to see the Minutes of that part of the meeting or any papers relating to it.

- 13.4 Minutes will contain sufficient detail to enable the reader to understand the item without recourse to the underlying papers and will be a clear and accurate record of the outcome of discussions. Members may ask for their opposition to a decision to be recorded in the Minutes.

14 Access to Meetings of the Corporation

- 14.1 The Corporation Members and the Clerk to the Corporation will be the only persons entitled to attend meetings of the Corporation and its Committees.
- 14.2 The Corporation, a Committee, or the Chair on its behalf, may at its discretion invite persons who are not Members of the Corporation (or the Clerk to the Corporation) to attend Corporation or Committee meetings, or parts of meetings. Any such invitations shall be issued through the Clerk to the Corporation who will stipulate the portion of the meeting that the person may attend, having regard to items which may be excluded from public inspection. Such persons may only speak if invited to do so by the Chair of the Corporation or the Committee. The presence of such persons, and the point in the meeting at which they left, will be recorded in the Minutes.
- 14.3 Any person who wishes to be present at a Corporation or Committee Meeting should make a request in writing to the Clerk to the Corporation and this will be considered by the Chair of the Corporation or Committee before the meeting.
- 14.4 The Access to Corporation Information policy will be placed on the College Governance website.

15 Publication of Minutes and Papers

- 15.1 With the exception of any business which the Corporation or Committees deem to be confidential, the following documents may be inspected through the Clerk to the Corporation during normal office hours:
- Corporation papers (which include agendas, papers, and Committee Minutes)
 - Draft Corporation Minutes which have been approved by the Chair
- 15.2 Signed non-Confidential Corporation Minutes may be viewed during normal office hours by arrangement with the Clerk to the Corporation.
- 15.3 Copies of the approved draft or signed non-Confidential Minutes of every meeting of the Corporation will be placed on the College Governance website, where they will remain for at least twelve months.
- 15.4 The Chair, Principal and Clerk to the Corporation, will determine when an agenda item is confidential. The Corporation may determine an item confidential during the course of discussion.
- Criteria for defining an item as confidential include any material related to a named person employed at or proposed to be employed at the institution.
 - a named student at, or candidate for admission to, the institution.
 - the Clerk; or
 - any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis, including:
 - sensitive commercial or business information which would be disadvantageous to the College to release.
 - negotiations with trade unions.
 - legal advice on sensitive or confidential matters.
- 15.5 Minutes and papers of the Remuneration Committee will be held as Permanent Confidential Items by the Clerk to the Corporation or Chair, where appropriate, and will neither be subject to review nor put into the public domain.
- 15.6 The Chair, Principal and Clerk to the Corporation will review Confidential Minutes that are more than three years old, once a year. Where they are satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where they consider that the public interest in disclosure outweighs that reason, those Minutes no longer deemed to be confidential

will be released to the Clerk to the Corporation's Public Minute files and the associated papers will be made available upon request. Any items deemed to be Permanent Confidential Items at this review will neither be subject to review nor put into the public domain. The conduct of this delegated review will be reported to the Corporation.

- 15.7 In the event of a request for access to Corporation information being made under the Freedom of Information Act Publication Scheme the Clerk to the Corporation will be advised by the College Information Officer.

16 Payment of Expenses to Members

- 16.1 The Corporation has agreed that Members may be reimbursed for travel, subsistence and other expenses unavoidably incurred in the performance of their duties. Details of the Governor Expenses Policy can be found on the Governors' Portal.

17 Application of the Corporation Seal

- 17.1 The Corporation Seal will be required to execute all deeds etc on the advice of the College's solicitors. The Corporation agreed on 5 October 2004 that the application of the Corporation Seal may be authenticated by the signature of any one of the Chair, the Vice Chair, or the Audit Committee Chair and one other Corporation Member.

18 Establishment of Committees and Delegation of Functions

- 18.1 The Corporation may establish committees for any purpose or function, other than those assigned in the Articles of Government to the Principal and may delegate powers to:

- such committees.
- the Chair, or in the Chair's absence, the Vice-Chair; or
- the Principal.

- 18.2 The current Corporation Committees are:

- Audit Committee
- Corporation Appeal Committee
- Remuneration Committee
- Governance & Search Committee
- Finance & Resources Committee
- Teaching & Learning Committee

- 18.3 Terms of Reference for each Committee can be found on the Governors' Portal. Committee Membership numbers are set out in Terms of Reference and may include an externally Co-opted Member if appropriate. The Chair and Members of a Committee are appointed by the Corporation.

- 18.4 If the Chair of a Committee is absent from any meeting of that Committee, the Members present shall choose one of their number to act as Chair for that meeting provided that the Member chosen shall not be the Principal or a Staff or Student Member.

- 18.5 Corporation Members are expected to sit on at least one Committee. Appointment to a Committee, or as a Committee Chair, may be recommended by the Governance & Search Committee on appointment, or as a result of its periodic review of the Skills of the Members. From time to time, the Clerk to the Corporation may, after discussion with the Chair of the Corporation, the relevant Committee Chair and the individual concerned, recommend Committee moves or additional Committee posts. Members wishing to serve on a particular Committee should make this known to the Clerk to the Corporation.

- 18.6 Corporation Members have a right of attendance at all Committees under their Terms of Reference. All Corporation Committees have the power to invite such other persons to attend meetings as may be desirable and necessary.

- 18.7 A Committee will operate with due attention to the Instrument and Articles of Government, Standing Orders, and its Terms of Reference. Terms of Reference are approved by the Corporation and will normally be reviewed annually.
- 18.8 The Corporation's rules specifying the way in which the Governance & Search Committee is to be conducted are contained within the Governance & Search Committee Terms of Reference. The Governance & Search Committee's advice to the Corporation is recorded in the Governance & Search Committee Minutes. The Governance & Search Committee Terms of Reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, will be published on the College Governance website and will be made available for inspection at the institution by any person during normal office hours by arrangement with the Clerk to the Corporation.
- 18.9 The Corporation may also establish other committees. These will have clear terms of reference, setting out their responsibilities to the Governing Body. If they are given delegated powers, these will be explicitly stated.

19 Appointment of Senior Post Holders

- 19.1 The Corporation is responsible for the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation, including, where the Clerk to the Corporation is, or is to be appointed as, a member of staff, the Clerk to the Corporation's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff. Senior Post Holders are currently defined as the Principal, Deputy Principal, the Vice Principal and Deputy Chief Executive Officer and the Clerk to the Corporation. The Principal has general responsibility for the appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff other than current Senior Post Holders.
- 19.2 The Clerk to the Corporation will advise the Corporation on the conduct, composition, and procedures of any Selection Panel for Senior Post Holders and generally on the appointment of Senior Post Holders.

20 Attendance

- 20.1 In principle Corporation Members are expected to attend all Corporation meetings and all meetings of the Committees of which they are Members. On the occasions when they cannot attend, apologies for absence should be submitted to the Clerk to the Corporation as soon as possible, together with any comments they may have on the items for discussion. If Members prefer to pass their comments to the Chair of the meeting that they cannot attend, they are free to do so.
- 20.2 A Corporation Member or externally Co-opted Committee Member who is aware that they are going to be absent from Corporation meetings for more than six consecutive months must seek permission for this from the Corporation.

21 Chair's Action

- 21.1 There are occasions when issues arise which should be placed before the Corporation, but the next meeting is scheduled for a date too distant in the future, and there is no time to call a Special Meeting. Such issues will normally be crucial to the wellbeing of the College. In such circumstances the Corporation has agreed that the Chair may take action on its behalf, on condition that such a course of action is not contrary to the Instrument and Articles of Government or other regulations. The Chair will consult the Principal and at least two other Corporation Members, including the Vice Chair if available, before the decision is made.
- 21.2 A written note of the Chair's action will be placed on file and reported at the next Corporation meeting for information.

22 Rules for the Clerk to the Corporation when the Corporation is acting inappropriately or beyond its powers

- 22.1 There may be occasions when the Clerk to the Corporation feels that the Clerk to the Corporation's advice is being disregarded or overruled and that because of this the proper conduct of the Corporation is being put at risk. The Clerk to the Corporation should make every effort to resolve the matter through the avenues available within the College. The Clerk to the Corporation may take some or all of the following steps:
- Ensure that the reasons for concern have been put in writing and sent by the Clerk to the Corporation to the Chair and Principal
 - Ensure that the Audit Committee Chair has been informed of those issues relevant to the Audit Committee's terms of reference
 - Report the matter to the next meeting of the relevant committee or the Corporation and ensure the matter is placed in the publicly available Minutes
 - Consult the College's external auditors.
- 22.2 The Clerk to the Corporation is authorised to obtain initial legal advice on such issues without the agreement of the College Management or the Corporation. In such a case the Corporation may decide to obtain further legal advice.
- 22.3 If no action results from the preceding sequence of actions and if the grounds for concern still present a threat to the proper governance of the College in the Clerk to the Corporation's judgement, the Clerk to the Corporation is authorised to refer the matter to the relevant Funding Agency and inform the Chair and Principal that this has been done.
- 22.4 The Corporation has adopted the advice in the Skills Funding Agency Financial Memorandum that action within the above specified procedures should not provide grounds for disciplinary action against or dismissal of the Clerk to the Corporation.

23 Statements Made on Behalf of the Corporation

23.1 Official statements will be made on behalf of the Corporation by the Chair or Principal. Members are not empowered to speak on behalf of the Corporation.

24 Code of Conduct

24.1 Corporation Members and externally Co-opted Committee Members must abide by the College Code of Conduct for Corporation Members whilst serving on the Corporation. The Code of Conduct can be found on the Governors' Portal.

25 Training Policy for Members of the Corporation

25.1 It is recognised that it might take up to two years for a new Member to feel they can make a full contribution to the Corporation's business. Members are expected to follow the Corporation Training Policy on the Governors' Portal.

26 Whistleblowing

26.1 The College Corporation and Senior Leadership Team are committed to ensuring that there is a climate of openness in the College in which staff can raise legitimate concerns without fear of reprisal and supports the recommendations of Lord Nolan's second report of the Committee of Standards in Public Life. The Corporation has a Whistleblowing Procedure to enable workers to raise issues of serious malpractice which are in the public interest, without fear of dismissal. A copy of the Whistleblowing Procedure can be found on the Governors' Portal and the College Website.

27 Assessment of Corporation Performance

27.1 The Corporation will conduct an annual Self-Assessment of its performance, which may contribute to the annual Self-Assessment Report of the College. This will normally be conducted

through the completion of self-assessment forms by each Corporation or Externally Co-opted Committee Member. The results will be collated by the Clerk to the Corporation. Action plans will be devised as necessary to address weaknesses and will be monitored by the Governance and Search Committee.

28 Complaints

28.1 A complaint against the Corporation or an individual Member of the Corporation should be referred to the Clerk to the Corporation who will 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.

29 Legal advice to Members of the Corporation and the Clerk to the Corporation

29.1 Where it is necessary to obtain legal advice, Corporation Members or the Clerk to the Corporation must consult the Chair before engaging legal assistance. The Audit Committee Chair is authorised to obtain outside legal or professional advice and to secure the attendance of others with relevant experience and expertise if it considers this necessary, up to a limit of £25,000.

30 Liability and Indemnity Cover for Members

30.1 Members are covered by the College insurance as a Corporation and as individuals.

31 General Data Protection Regulations (GDPR)

31.1 Corporation Members should ensure that they are familiar with the College GDPR Policy and Privacy Notices particularly in respect of the use of Members' data, which, including personal contact information, are stored electronically in the College system and used in the course of Corporation business.

32 Governor Communication

32.1 The College may use a range of media to contact Governors, including electronic communication, or email.

- Governor email addresses provided on Corporation contact forms are to be used as open copies within the email system, to Governors only, by the Clerk to the Corporation, Principal's Office staff and other Governors
- Staff (other than the Executive) are to be emailed separately about issues concerning the Corporation etc
- Governors may volunteer their email addresses for use by members of the Senior Leadership Team, for example, in connection with Governor Champion roles
- Confidential Restricted papers are to be placed on the restricted area of the portal (not accessible by Staff, or by Principal, Staff or Student Governors) as a pdf and alerted to Governors separately
- Confidential Restricted papers which can be circulated to Principal, Staff and Student Governors to be provided to them by direct email as a pdf
- X Confidential Restricted items such as Minutes for Remuneration Committee or Corporation which are circulated outside the meeting to be password protected

32.2 The Clerk to the Corporation will open all correspondence addressed to the Chair (unless marked 'Confidential: Only to be opened by the Chair of the Corporation') or Corporation and take appropriate action. Should a letter require a response, the Clerk to the Corporation will discuss this with the Chair before replying on behalf of Members.

33 Review and Update of Standing Orders

- 33.1 Standing Orders for the Corporation and its Committees will normally be reviewed by the Corporation on an annual basis. The Clerk to the Corporation will periodically review Standing Orders to accommodate changing circumstances. Members may also suggest changes for improvement.
- 33.2 All amendments will require the approval of the Corporation unless they are covered directly or indirectly by statute.