

# **Wilberforce Sixth Form College**

## **STANDING ORDERS**

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**Wilberforce Sixth Form College**

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# **Wilberforce Sixth Form College**

## **STANDING ORDERS**

### **1. COMPOSITION OF THE CORPORATION**

The Corporation consists of up to 19 Members as follows:

- a) 13 Corporation Members as defined in Clause 2(1)(a) of the Instrument of Government.
- b) 1 Principal of the College as defined in Clause 2(1)(b) of the Instrument of Government.
- c) 1 Staff Member elected by the Teaching Staff as defined in Clause 2(1)(c) of the Instrument of Government.
- d) 1 Staff Member elected by the Support Staff as defined in Clause 2(1)(c) of the Instrument of Government.
- e) 2 Student Members as defined in Clause 2(1)(d) of the Instrument of Government.
- f) 1 Parent Members as defined in Clause 2(1)(e) of the Instrument of Government.

All Members of the Corporation, including Members of Committees who are not Members of the Corporation are required to be eligible for Membership, as defined in the relevant clauses of the Instrument of Government. The Search and Governance Committee will prepare appropriate procedures for the selection and nomination of new and replacement Members of the Corporation.

### **2. TERMS OF OFFICE OF MEMBERS**

- a) Members of the Corporation will be appointed for a maximum term of office of 4 years.
- b) The Governance Professional will write to new/re-appointed members giving details of the term of office.
- c) A member may resign his/her office at any time by giving notice in writing to the Governance Professional.
- d) Members, at the end of their term of office, will be eligible for re-appointment subject to an evaluation by the Corporation of the contribution, attendance, performance, skills and experience of the individual member.

### **3. GOVERNORS EXPENSES**

The role of Governor is not accompanied by any financial remuneration; however, Members of the Corporation are actively encouraged to claim travelling, subsistence or other allowances in accordance with the policy approved in respect of the College staff. All claims will be authorised by the Governance Professional.

### **4. APPOINTMENT OF CHAIR AND VICE CHAIR OF THE CORPORATION**

The Corporation is required by Clause 6 of the Instrument of Government to appoint a Chair and Vice Chair.

- a) Members of the Corporation will appoint a Chair and a Vice Chair from among their number.
- b) The Chair and the Vice Chair will be elected for a term of 2 years. The Principal and any Staff or Student members are not eligible for appointment as Chair or Vice Chair.
- c) The Chair or Vice Chair may resign their office at any time by giving notice in writing to the Governance Professional.

- d) At the last or at the first meeting before the expiry of the term of office of the Chair or the Vice Chair, or following the resignation or removal of the Chair or Vice Chair, the members will appoint a new Chair or Vice Chair, as the case may be, from among their number.
- e) At the expiry of their term of office the Chair or Vice Chair will be eligible for re-appointment.
- f) If both the Chair and the Vice Chair are absent from any meeting of the Corporation, the members present will choose one of their number to act as Chair for that meeting, provided that the member chosen is not the Principal or a Staff or Student member.
- g) 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 and remove the Chair or Vice-Chair from office and the office shall then be vacant.

## **5. APPOINTMENT OF CHAIRS OF COMMITTEES**

The Chairs of the committees of the Corporation will be elected annually. No member will be Chair of more than two Committees. In the absence of the Chair at a Committee, meeting members will choose one of their number to act as Chair for that meeting. In the event that the Committee Chair is granted a leave of absence as defined in Clause 32, the Committee may elect an Interim Chair for the remainder of the academic year or until the Chair returns from their leave of absence. It is expected that the Committee Chair will attend all meetings of their committee in-person (unless the full meeting is agreed to be held virtually). If the Committee Chair cannot attend a meeting in-person, members will choose one of their number present, to act as Chair for that meeting.

## **6. TERMINATION OF MEMBERSHIP**

- a) If at any time the Corporation is satisfied that any member:
  - i) has been absent from all meetings of the Corporation and of any committees of which s/he is a member for a period of longer than 6 consecutive months, without the permission of the Corporation, or
  - ii) is unable or unfit to discharge the functions of a member

the Corporation may, by notice in writing to that member, remove him/her from office and thereupon the office will become vacant.
- b) If at any time the Corporation is satisfied that, after appointment, any member becomes a member of staff, e.g. enters into a contract of employment with the College, the Corporation will, by notice in writing to that member, remove him/her from office and thereupon the office will become vacant.
- c) The Corporation may suspend a corporation member in the following circumstances only:
  - i) If a staff member is suspended as a member of staff
  - ii) If a student member is suspended from the College as a student
  - iii) Is unable or unfit to discharge the functions of a member

## **7. ATTENDANCE AT MEETINGS OF THE CORPORATION AND COMMITTEES**

- a) Members of the Corporation are expected to attend all meetings of the Corporation and appropriate committee meetings. A very high level of attendance at all meetings is expected for the efficient and effective running of the Corporation. Governors are expected to attend meetings in person, however remote attendance can be facilitated by exception, and with permission of the Chair / Committee Chair.

- b) If unable to attend a meeting, Members shall notify the Governance Professional and will give as much notice as possible of their absence. If the Governance Professional judges that a meeting will not be quorate, s/he will immediately inform the Chair.
- c) The Governance Professional will maintain a register of attendances at all Corporation and Committee meetings, and monitored by the Search and Governance Committee. The Governance Professional will, in conjunction with the Chair, take appropriate action in respect of poor attendance or targets set.
- d) Governor attendance is considered by the Search and Governance Committee when making recommendation to the Corporation on re-appointment of Governors.

## **8. GOVERNOR ELIGIBILITY**

All governors must sign a governor eligibility form on appointment and annually thereafter. If a governor becomes ineligible to hold office, or disqualified in accordance with Clause 8 of the Instruments of Government, they must notify the Governance Professional immediately. Termination of membership is outlined under Clause 10 of the Instruments of Government.

## **9. DUTIES AND RESPONSIBILITIES OF THE CORPORATION**

Under the Articles of Government, the Corporation is responsible for the following:

- a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- b) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- c) approving the quality strategy of the institution;
- d) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- e) approving annual estimates of income and expenditure;
- f) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Professional, including, where the Governance Professional is, or is to be appointed as, a member of staff, the Governance Professional's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
- g) setting a framework for the pay and conditions of service of all other staff.

The Corporation may establish a Committee for any purpose or function and may delegate powers to such a Committee or to the Chair of the Corporation, or in his/her absence, the Vice Chair, or to the Principal in accordance with Clause 4 of the Articles of Government.

The Corporation has set out within the Scheme of Delegation the specific functions and powers delegated to the Chair of the Corporation (or in their absence, the Vice Chair), the Principal, and Governance Professional in accordance with the Instruments and Articles of Government.

The Corporation may delegate to, or recover from, any Committee, the Chair of the Corporation (or Vice Chair), the Principal, or Governance Professional, such matters as the Corporation may determine, notwithstanding any function reserved under the relevant Instrument and Articles of Government.

The Scheme of Delegation may be amended or withdrawn, subject to the Corporation's ongoing review and discretion. The Scheme of Delegation will be implemented on a trial basis in the first instance.

The Corporation may not delegate the following duties:

- a) the determination of the educational character and mission of the institution;
- b) the approval of the annual estimates of income and expenditure;

- c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- d) the appointment of the Principal or holder of a senior post;
- e) the appointment of the Governance Professional, (including, where the Governance Professional is, or is to be, appointed as a member of staff the Governance Professional's appointment in the capacity of a member of staff);
- f) the modification or revocation of the Articles of Government
- g) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Governance Professional or the holder of a senior post, other than to a committee of members of the Corporation.

## **10. DUTIES AND RESPONSIBILITIES OF THE PRINCIPAL**

Under the Articles of Government the Principal shall be the Chief Executive of the Institution and shall be responsible for the following:

- a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- b) the determination of the institution's academic and other activities;
- c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- d) the organisation, direction and management of the institution and leadership of the staff;
- e) 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 the holders of senior posts or the Governance Professional, where the Governance Professional is also a member of the staff; and
- f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

## **11. DUTIES AND RESPONSIBILITIES OF THE CLERK (known as the Governance Professional)**

Under the relevant Articles of Government, the Governance Professional is responsible for the following:

- a) advising the Corporation with regard to the operation of its powers;
- b) advising the Corporation with regard to procedural matters;
- c) advising the Corporation with regard to the conduct of its business; and
- d) advising the Corporation with regard to matters of governance practice.

## **12. MEETINGS OF THE CORPORATION**

- a) The Corporation will hold at least one Ordinary meeting in every term and shall hold other meetings as and when required.
- b) At Ordinary meetings, the Corporation will receive the minutes of all committee meetings which have taken place since the last Ordinary meeting together with such other reports as are necessary.
- c) All Special Meetings of the Corporation are to be called in accordance with Clause 12(4) of the Instrument of Government.
- d) Meetings include meetings at which the members attending are present in more than one room, provided that the use of video-conferencing facilities make it possible for every person present at the meeting to communicate with each other.

### **13. COMMITTEES OF THE CORPORATION**

The following Committees will be appointed annually:

- |    |                            |                                                                                                                                                                                                          |
|----|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) | Finance & General Purposes | 7 members, including the Principal.                                                                                                                                                                      |
| b) | Audit                      | A minimum of 5 members, and up to 6 members, excluding the Chair of the Corporation, the Principal, Staff Governors, including those with executive responsibilities, and members of the F&GP Committee. |
| c) | Quality & Standards        | 7 members, including the Principal.                                                                                                                                                                      |
| d) | Search & Governance        | Up to 7 members including the Principal, Chair, Vice Chair and Committee Chairs.                                                                                                                         |
| e) | Remuneration               | Up to 7 members, comprising the Chair and Vice Chair of the Corporation, and the Chairs of the Committees.                                                                                               |

Additionally, as and when required the Corporation shall establish an Appeals Committee and a Special Committee and may establish any other committee for any purpose or function as required and may delegate powers to such a committee in accordance with Article 4 of the Instruments and Articles of Government.

Any committee established by the Corporation, other than the committee referred to in article 10 of the Instruments and Articles of Government, may include persons who are not members of the Corporation.

Any non-member appointed to a Committee must be eligible for membership and is subject to the same eligibility requirements as members.

### **14. POWERS OF COMMITTEES**

#### **A. FINANCE & GENERAL PURPOSES COMMITTEE**

##### **1. Membership**

- 1.1. The Committee will comprise 7 members.
- 1.2. The Chair of the Committee will be selected by the Committee annually.
- 1.3. The quorum for the meetings will be 3.
- 1.4. The Governance Professional will act as Clerk to the Committee.
- 1.5. The Committee will meet at least once a term.
- 1.6. Members of the Audit committee are not eligible to sit on this Committee.

##### **2. Terms of Reference**

###### **Advisory**

- 2.1. To consider and recommend the Annual Budget.
- 2.2. To consider and recommend Financial Regulations.
- 2.3. To consider and recommend Financial Procedures.
- 2.4. To consider and recommend expenditure on items costing more than £100,000.
- 2.5. To consider and recommend virement between budget headings of amounts exceeding £20,000.
- 2.6. To consider and recommend major variations of expenditure.

- 2.7. To consider and recommend on capital expenditure requirements including loans.
- 2.8. To consider and approve any investment and borrowing arrangements before written consent is sought from the Department of Education, as required.
- 2.9. To consider and recommend on the College Accommodation strategy.
- 2.10. To consider and recommend college policies as per the current Eversheds guidance.
- 2.11. To consider and recommend single bad-debt write-offs for amounts exceeding 1% of annual income or £45,000 (whichever is smaller), or 5% of annual income cumulatively (subject to a £250,000 cumulative ceiling) before the Corporation seeks written consent from the Department for Education.
- 2.12. To consider and recommend on HM Treasury guidance following the ONS Reclassification.

## **Delegated**

- 2.13. To consider and approve virement between budget headings of amounts of over £1,000 and up to and including £20,000 (Source: Minute 299 24.11.04).
- 2.14. To consider and approve the appointment of Bankers, Solicitors and other contractual arrangements.
- 2.15. To approve expenditure on items costing more than £50,000 and up to £100,000
- 2.16. To approve capital expenditure within the approved programme and monitor any capital projects.
- 2.17. To approve single bad-debt write-offs for amounts above £500, but under £45,000 or 1% of annual income (whichever is smaller).
- 2.18. To review the arrangements for securing value for money, solvency and safeguarding of assets.
- 2.19. To monitor College finances on the basis of monthly statements.
- 2.20. To consider and set the policy by which the tuition and other fees payable to the Corporation are determined.
- 2.21. To consider and monitor the Planned Maintenance Programme and to make appropriate recommendations.
- 2.22. To consider and monitor urgent maintenance matters.
- 2.23. To consider and approve college policies as per the current Eversheds guidance.
- 2.25 To consider and monitor the contract register and review the assessment process for indemnities.

## **B AUDIT COMMITTEE**

### **1. Membership**

- 1.1 The Committee shall comprise a minimum of 5 members, and up to 6 members, the majority of whom must be governors with an appropriate mix of skills and relevant, recent experience in risk management, finance and audit.
- 1.2 The financial statements auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings (but not to vote).
- 1.3 The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 1.4 The Principal, Staff Governors and other senior post holders may not be members of the Committee.
- 1.5 The Audit Committee will ensure it maintains its independence when considering the appointment of members.
- 1.6 In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to sit on the Committee:
  - 1.6.1 Staff Governors, including those with executive responsibilities at senior level;



- 1.6.2 members of the college financial management group or equivalent;
- 1.6.3 the Chair of the Corporation;
- 1.6.4 governors who have significant interests in the college;
- 1.6.5 members of the Finance & General Purposes Committee.
- 1.7 The Chair of the Committee will be selected by the Committee annually.
- 1.8 The quorum for meetings of the Committee shall be three.
- 1.9 The Governance Professional shall act as Clerk to the Committee.
- 1.10 The Committee will meet at least once each term. The financial statements auditor may request a meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests. In any event, the Committee must consider a minimum number of items of business each year for it to be able to function effectively, to be approved by the Corporation annually.
- 1.11 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee.
- 1.12 The Committee has the authority to investigate any activity within its terms of reference and has the right of access to obtain all the information and explanations it considers necessary from whatever source.
- 1.13 Co-opted members should not normally be appointed chairman of the Audit Committee.
- 1.14 The Committee will not adopt an executive role.

## **2 Terms of reference**

- 2.1 To assess and provide the corporation with an opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control, and process for effective and efficient use of resources (value for money), the solvency of the college and safeguarding of assets.
- 2.2 To advise the corporation on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and regularity auditors and other assurance providers and establish that all assurance providers adhere to relevant professional standards
- 2.3 Advise the corporation on the scope and objectives of the work of the financial statements auditor
- 2.4 To consider and advise the corporation on the audit strategy and annual audit plans
- 2.5 To monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the college.
- 2.6 To establish and review in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the financial statements auditor and decide, based on this review, whether the price and quality of the audit service provides value for money.
- 2.7 To produce an annual report for the corporation which summarises the committees activities and which includes the committees view of its own effectiveness and the committees opinion on the adequacy and effectiveness of the college's audit arrangements, framework of governance, risk management and control and process for securing value for money, efficiency and effectiveness.
- 2.8 To oversee the College's Risk Management functions and compliance with UK guidance on Corporate Governance.
- 2.9 To oversee the college's policies on fraud and irregularity and whistleblowing which ensure:
  - a) the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity and that the investigation outcomes are reported to the audit committee and the external auditors and that appropriate follow up action has been planned/actioned.
  - b) that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- 2.10 To inform the corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

- 2.11 The Audit Committee receives the annual financial statements.
- 2.12 To oversee the College's compliance with the HM Treasury guidance following the ONS Reclassification.

## **C. QUALITY & STANDARDS COMMITTEE**

### **1. Membership**

- 1.1. The Committee will comprise 7 members.
- 1.2. The Chair of the Committee will be selected by the Committee annually.
- 1.3. The quorum for the meetings of the Committee will be 3.
- 1.4. The Governance Professional will act as Clerk to the Committee.
- 1.5. The Committee will meet at least once a term.

### **2. Terms of Reference**

#### **Advisory**

- 2.6. To advise the Corporation on matters of academic quality and performance of the College.
- 2.7. To advise the Corporation on targets relating to recruitment, success rates and destinations.
- 2.8. To advise the Corporation on the College's Quality Strategy.
- 2.9. To consider and recommend college policies as per the current Eversheds guidance.

#### **Delegated**

- 2.10. To monitor the implementation of the College Development Plan.
- 2.11. To monitor quality assurance processes and receive the Self-Assessment and related action plans.
- 2.12. The Committee will receive reports on complaints and student disciplinary actions.
- 2.13. The Committee will receive and consider reports on students' achievements in addition to course outcomes, and monitor the work of the student council.
- 2.14. The Committee will review the Curriculum offer annually.
- 2.15. The Committee will review the College's skills performance annually.
- 2.16. To consider and approve college policies as per the current Eversheds guidance.

## **D. SEARCH & GOVERNANCE COMMITTEE**

### **1. Membership**

- 1.1. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons will not have a vote but will be entitled to speak at the meeting).
- 1.2. The Chair of the Corporation will be Chair of the Committee.
- 1.3. The Committee will meet at least once a year in the Autumn term.
- 1.4. The quorum for meetings of the Committee will be 3 members.
- 1.5. The Committee will comprise up to 7 members: including the Chair and Vice Chair of the Corporation, the Principal and all Committee Chairs.
- 1.6. The Governance Professional will act as Clerk to the Committee.

### **2. Terms of reference**

#### **Advisory**

- 2.1. To consider and review all matters relating to governance and make recommendations to the Corporation as appropriate.
- 2.2. To review the quality and effectiveness of the Corporation's Governor training and development policy and review Governor training records and requirements annually.
- 2.3. To consider matters not already delegated by the Corporation to any other committee such as proposed amendments to the Instrument & Articles, review of Corporation policies.
- 2.4. To advise the Corporation on the appointment of all members of the Corporation other than the Principal.
- 2.5. To advise on the co-option of the co-opted members of the Corporation.
- 2.6. To advise on such other matters relating to membership and appointments as the Corporation may remit to the Committee; advising on appointments with regard to the current skill set of members and the requirements of the Corporation.
- 2.7. To advise the Corporation on the gender, ethnic origin, disability and age of the members.
- 2.8. To consider and advise the Corporation on the composition, balance and effectiveness of the Corporation and its Committees.

### **Delegated**

- 2.9. To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
- 2.10. To initiate searches for potential candidates.
- 2.11. To undertake a regular skills audit in order to test the range of skills and experience on the board of the Corporation.
- 2.12. To obtain external professional advice.
- 2.13. The Committee has specific authority as delegated by the Corporation from time to time / as and when appropriate.

## **E. APPEALS COMMITTEE**

### **1. Membership**

- 1.1. The Committee will be appointed by the Corporation, or in case of urgency by the Chair, and will comprise at least 3 members of the Corporation.
- 1.2. The Principal, co-opted external members, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impractical to avoid. No person may sit on the Committee unless they are a member of the Corporation.
- 1.3. The Chair of the Committee will be selected by the Committee.
- 1.4. The quorum for meetings of the Committee will be 3.
- 1.5. The Committee will convene a meeting as soon as practicable, after a reference to it and will meet as and when required..
- 1.6. The Governance Professional will act as Clerk to the Committee unless they have an interest in its findings or have been involved in any way in the investigation or action leading up to the appeal.
- 1.7. The committee may obtain guidance, if it considers it appropriate, from the College's Human Resources department, and or, may obtain any other independent advice as necessary.

### **2. Terms of Reference**

#### **Delegated**

- 2.1. To hear any appeal brought before them resulting from an approved College policy or procedure, including but not limited to;
  - 2.1.1. Capability policy;

- 2.1.2. Complaints policy
- 2.1.3. Disciplinary procedures;
- 2.1.4. Disciplinary procedures for Senior Postholders and Clerk to the Corporation;
- 2.1.5. Grievance procedures;
- 2.1.6. Redundancy policy and procedures;
- 2.2. To decide the outcome of the appeal, and to take / recommend appropriate action in line with the relevant College policy and procedure.
- 2.3.

## **F. SPECIAL COMMITTEE**

### **1. Membership**

- 1.1. The Committee will be appointed by the Corporation, or in case of urgency by the Chair.
- 1.2. The Committee will comprise of at least 3 members of the Corporation.
- 1.3. The Chair of the Corporation, the Vice Chair of the Corporation, the Principal, co-opted external members, staff members and student members may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impractical to avoid. No person may sit on the Committee unless they are a member of the Corporation.
- 1.4. The Chair of the Committee will be selected by members of the Committee.
- 1.5. The quorum for meetings of the Committee will be 3.
- 1.6. The Committee will convene a meeting as soon as practicable after a reference to it and as and when required.
  - 1.1. The Governance Professional will act as Clerk to the Committee.
  - 1.2. The committee may obtain guidance, if it considers it appropriate, from the College's Human Resources department, and or, may obtain any other independent advice as necessary.
- 1.3.

### **2. Terms of Reference**

#### **Delegated**

- 2.1. To examine the case for the dismissal of a senior post holder referred to the Committee by the Chair of the Corporation, the Vice Chair of the Corporation, or a majority of the members of the Corporation.
- 2.2. To give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose the person whose dismissal is to be considered may be accompanied. and represented in accordance with the relevant College policy and practice.
- 2.3. After hearing or reading any such representations, to prepare a written report for consideration by the Corporation, a copy of which will be sent to the person to whom it relates. Such written report will be prepared within two months of the mandate on which the Special Committee was convened. Where it is impracticable for the committee to prepare its report during that period it will, during that period, prepare an interim report a copy of which will be sent to the person to whom it relates and which will contain a timetable for the preparation of the full report.

## **G. REMUNERATION COMMITTEE**

### **1. Membership**

- 1.1. The Committee shall comprise of up to 7 members: the Chair of the Corporation, Chairs of other Committees (unless the Chair of a committee is a Staff Governor in which case another committee member will be chosen) and Vice Chair of the Corporation.

- 1.2. The Chair of the Committee will be selected by members of the Committee, but should not be the Chair of the Corporation.
- 1.3. The Governance Professional will act as the Clerk to the Committee and shall withdraw for any items of business where they have a declared interest, and the committee shall appoint a member to act as Clerk to the Committee for this business
- 1.4. The quorum for meetings of the Committee will be 3.
- 1.5. The Committee will meet at least annually.

## **2. Terms of Reference**

### **Delegated**

- 2.1. The Committee will receive the appraisal outcomes from the appraisal of Senior Post Holders and the Governance Professional.
- 2.2. The Committee will consider and approve the conditions of service and remuneration of Senior Post Holders and the Governance Professional and seek the necessary approvals from the Chief Secretary to the Treasury as required.

## **15. MEMBERSHIP OF COMMITTEES**

- a) Every vacancy on a committee of the Corporation will be notified to the Corporation by the Governance Professional at the next meeting to be held after the vacancy occurs with a view to the Corporation making such appointment as they think fit at that or any subsequent meeting.
- b) Any member of a committee may resign membership of that committee by notice, in writing, to the Governance Professional which will become immediately effective.

## **16. QUORUMS**

- a) The quorum for meetings of the Corporation will be 8 in accordance with clause 13 (1) of the Instrument of Government.
- b) The quorums for meetings of Committees of the Corporation will be 3 members.

## **17. PROCEEDINGS OF MEETINGS**

The Proceedings of Meetings is outlined under Clause 14 of the Instrument of Government.

- a) The Chair of the Corporation/Committee will be responsible for the conduct of debate during meetings and will ensure that a reasoned decision is reached at the conclusion of each matter under consideration.
- b) Every question to be decided at a meeting of the Corporation will be determined by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes, the Chair will have a second or casting vote. The method of voting at Corporation and Committee meetings will be by show of hands.
- c) A member may not vote by proxy.
- d) No resolution 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.
- e) The Corporation allows for decisions to be taken by written resolution (including via email), which must be circulated at least 5 working days in advance for consideration and response by Governors. A response of 50% shall prevail for a written resolution and shall be binding

as any decision taken at the Corporation/Committee meeting. Written resolutions will only be used in exceptional circumstances (where detriment to the College could occur if a resolution was not achieved) and with the approval of the Chair of the Corporation/Committee. The Governance Professional shall report the results of any vote via written resolution to the next meeting of the Corporation/Committee.

## **18. WITHDRAWAL FROM MEETINGS**

Members of the Corporation, the Governance Professional and members of the staff of the College will withdraw from Meetings of the Corporation and its Committees if required to do so in accordance with Clause 14 (6) of the Instrument of Government.

## **19. ASSESSMENT OF CORPORATION PERFORMANCE**

In order to promote effective governance, members of the Corporation will carry out a regular reviews of the performance by the Corporation of its duties and responsibilities, as part of a continuing and critical process of self-evaluation. Self-assessments and external reviews of governance will be reported within the annual Members' Report in compliance with the requirements for transparent reporting. The Search and Governance Committee will make recommendations to the Corporation on the adoption of a Code of Governance, as well as compliance against the Code. The training and development of the Governance Professional will be reported within the annual Members' Report along with training and development undertaken by the Corporation.

## **20. NOTICE OF MEETINGS**

- a) A Schedule of proposed meetings of the Corporation and its committees will be prepared by the Governance Professional and approved by the Corporation at the ordinary meeting held in the summer term each year, but this will not prevent any meeting of the Corporation or its Committees being summoned by separate notice by the Governance Professional or Chair under Clause 12 of the Instrument of Government. Variations to the agreed meetings dates may be agreed by the Chair or Committee Chair with as much notice as possible being given to members.
- b) The Governance Professional will prepare and send a copy or link to an agenda and reports for every meeting to each member of the Corporation or committee, 7 days before the meeting where practicable.
- c) Reports may also be sent out following circulation of the agenda or circulated at the meeting provided that the item appears on the agenda. No report will be circulated at the meeting if it is not shown on the agenda unless the Chair of the Corporation or Committee decides that it should be considered as a matter of urgency.

## **21. INTERESTS OF MEMBERS**

- a) On accepting office, and annually thereafter all Members of the Corporation will be required to disclose both direct and indirect interests held. Members of the Executive are also required to disclose interests held in accordance with the associated policy.
- b) A Register of Direct and Indirect Interests of Members and the Executive will be maintained by the Governance Professional in the form decided by the Corporation. The Register of Interests will be open to inspection upon request to the Governance Professional.
- c) At every meeting of the Corporation and its Committees, all members and attendees will be required to disclose any interests held. Any Member having an interest in any matter under discussion will, under the advice of the Governance Professional, not take part in any discussion nor form part of the quorum and will not vote on any such matter.

## **22. MINUTES OF COMMITTEE AND CORPORATION MEETINGS**

### *a) Corporation meetings:*

The Governance Professional will prepare draft minutes of each meeting and will submit them to the Chair of the Corporation for approval. Once approved, the minutes will be made available to members of the Corporation for perusal and become the minutes for confirmation as a correct record at the next ordinary meeting. No discussion will take place on the minutes (whether circulated or read) except upon a question of their accuracy. Any amendments to the minutes will usually be recorded and then confirmed as a true and accurate record of the meeting. The minutes, once approved by the Chair, will be placed on the College website in accordance with Instrument 17(3).

### *b) Committee meetings:*

- i. The Governance Professional will prepare draft minutes of each meeting and will submit them to the Chair of the Committee for approval. Once approved, the minutes will be made available to members of the Corporation for perusal and become the minutes for confirmation as a correct record at the next meeting of that Committee. No discussion will take place on the minutes (whether circulated or read) except upon a question of their accuracy.
  - ii. Any amendments to the minutes will be recorded and then confirmed as a true and accurate record of the meeting.
  - iii. The minutes of committee meetings will be submitted to the next meeting of the Corporation. The minutes will be received except those where there are recommendations for approval and adoption. The minutes, once approved by the Chair, will be placed on the College website in accordance with Instrument 17(3).
- c) Agendas, reports and minutes of meetings of the Corporation and its committees (excluding certain confidential items) are available for inspection by members of the public during normal office hours of the College in accordance with Instrument 17 (1).
- d) Minutes which the Corporation decide will be treated as confidential will be so recorded and may not be available to members of the public and will not be discussed outside meetings of the Corporation in accordance with Clause 17 (2) of the Instrument of Government. In the interests of openness the Corporation will review the confidentiality of items regularly, and if a request for access is made, in accordance with Nolan 89.
- e) In accordance with Clause 17 (3) of the Instrument of Government and Clause 8 (b) of the Articles of Government the Corporation shall ensure that a copy of the draft or signed minutes of meetings of every meeting of the Corporation and its' committees shall be placed on the college website for a minimum of 12 months.

## **23. WRITTEN REPORTS**

- a) Written reports received by committees at their meetings will be made available for perusal by all members of the Corporation on request to the Governance Professional, but will not otherwise be circulated to members of the Corporation unless the Chair of the committee or the Principal considers that circulation of an individual report would either:
- i. assist Members in reaching a decision on an item being reported as a recommendation, or
  - ii. is otherwise desirable in the interests of keeping Members of the Corporation informed on any item.

## **24. CODE OF CONDUCT**

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On accepting office, and annually thereafter all Members of the Corporation will be required to abide by the Code of Conduct approved by the Corporation.

The approved Code of Conduct applies to every Corporation Committee, working party or collaborative Committee (as outlined within Clause 4 of the Articles of Government).

## **25. ADMISSION OF PUBLIC AND PRESS**

The Corporation has an agreed policy for attendance by non-Members at meetings, published on the College website and in accordance with Clause 16 of the Instruments of Government. Meetings of the Corporation and its committees will be open to attendance by members of the public / press in accordance with the agreed policy and subject to a request in writing to the Governance Professional and the subsequent approval of the Chair of the Corporation.

## **26. CONFIDENTIAL REPORTING (WHISTLEBLOWING)**

Any person who considers that a matter needs to be investigated in a confidential manner will proceed under the College's approved Confidential Reporting Procedure.

## **27. RULES AND BYE-LAWS**

The Corporation will have the power to make rules and byelaws concerning such matters with regard to the government and conduct of the College as they will think fit. Such rules and bye-laws will be subject to the provisions of the Instrument and Articles of Government.

## **28. GOVERNANCE PROFESSIONAL'S RESPONSIBILITIES WHERE GOVERNORS ACT BEYOND THEIR POWERS**

In accordance with the Funding Agreement, where the Governance Professional considers that the Corporation or any of its members intend to act beyond their powers, the Governance Professional is authorised to obtain legal advice on such issues without the agreement of the College management or the Corporation. The Corporation adopts the guidance within the Financial Memorandum that such action should not provide grounds for dismissal or disciplinary action against the Governance Professional.

## **29. INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS OF THE CORPORATION**

The Corporation shall have the right to take advice from the College's advisors or if necessary, at the Corporation's expense, independent advisors on any matters concerning the exercise of their powers, procedures, conduct of business and governance practice. The Corporation shall authorise the Governance Professional to commission professional advice and give prior written notice to the Governance Professional of the intention to seek independent advice which provides a summary of issues on which advice is sought and the reason why.

## **30. VARIATION OR REVOCATION OF STANDING ORDERS**

These Standing Orders will not be amended, added to or rescinded unless:

- a) notice will first have been given to the Members in the Corporation agenda;
- b) such notice will state the terms of any proposed variation or revocation of these Standing Orders; and
- c) the changes are approved by a majority of Members attending the meeting at which they are considered.

## **31. APPLICATION OF THE SEAL**



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The application of the Seal of the Corporation shall be recorded in the Ledger with details of the deed to which the Seal of the Corporation was applied the date of the resolution and signed by the signatories of the deed. A copy of the deed will be retained with the Ledger.

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 specifically by the Corporation to act for that purpose; and
- b) the signature of any other member.

### **32. GOVERNOR LEAVE OF ABSENCE**

In certain circumstances\* Governors may request a leave of absence from their role as a College Governor. A governor wishing to take leave of absence should put such a request in writing (either by a letter or email) to the Governance Professional outlining the reason for the request and the anticipated length of absence, which must be no longer than 12 months. The Governance Professional will then inform the Chair of the Corporation and submit the request to the Corporation for approval either via the Search & Governance Committee or the Corporation directly depending on timing. If the Corporation does not approve the request, absence will be recorded and monitored in the usual manner and subject to the conditions set out in Clause 11 of the Instruments of Government. If a Governor's leave of absence is approved by the Corporation, this will be recorded by the Governance Professional and any absence within this period will not stand against attendance percentage, and will not affect a Governor's term of office end date or re-appointment in the future. Where possible, in advance of any planned absence of a Governor, the Search and Governance Committee will consider any remedial action to be taken and make recommendations to the Corporation as required.

\* reasons relating to health, travel, work or family commitments.