



HIGH
SPEED
RAIL

**NATIONAL COLLEGE FOR HIGH SPEED RAIL
("NCHSR")**

STANDING ORDERS

Approved by the Board on 16th May 2018

The National College

STANDING ORDERS

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1 INTRODUCTION

- 1.1 These Standing Orders supplement the provisions of the Further and Higher Education Act 1992, as amended by the Education Act 2011, (“the Act”) and the Corporation’s Instrument and Articles of Government (“the I&As”). In the event of any conflict between these Standing Orders and/or the Act and/or the Instrument and Articles of Government, the provisions of the Instrument will prevail.
- 1.2 These Standing Orders, together with the Board Members’ Code of Conduct and other governance policies in place from time to time, set out the protocols and procedures to be followed by the Board and its members. It is the responsibility of the Clerk to the Corporation to advise the Corporation on the operation of its powers and associated procedural matters.
- 1.3 Other documents taken into account when conducting Board business include:
- The Financial Memorandum, and
 - The Post-16 Audit Code of Practice
- as varied from time to time.
- 1.4 Every Member of the Corporation and of its Committees shall be bound by these Standing Orders and the Corporation’s Code of Conduct, and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee in its report “Standards in Public Life”. These are:
- Selflessness
 - Integrity
 - Objectivity
 - Accountability
 - Openness
 - Honesty
 - Leadership
- 1.5 References to “the Board” in these Standing Orders are to the Corporation of the National College for High Speed Rail.

2. DETERMINATION OF MEMBERSHIP

- 2.1 The Corporation Board determined its membership at its first meeting on 31st July 2015 as recorded in the following minute:

“1.1 The Secretary of State appointed members resolved that the number of members of the Corporation be set at 15 and that the number of members of each variable category be as follows: 12 Independent Governors, 1 Staff Representative, 1 Student Representative and the CEO.”

The overall determination remains at 15, reallocated as set out in the table below:

Category	Number permitted in the Instrument	NCHSR number
External members who appear to the Corporation Board to have the necessary skills to ensure that it can carry out its functions	No upper limit	No fixed number in this category subject to the overall membership in all categories not exceeding 15. Individuals will be identified by the Search & Governance Committee as having appropriate skills for the current vacancy.
External member nominated by HS2 Limited	Up to 1	1
External member, whose membership is co-terminus with their appointment as Chair of the Industry Advisory Panel.	Up to 1	1
Chief Executive	Up to 1	1
Staff members	One seat on the Board but filled by two persons on a job share basis, one from Doncaster and one from Birmingham, with one vote to be cast between them. Each staff member will normally be expected to attend meeting held at the site where they are based.	1
Student members	One seat on the Board but filled by two persons on a job share basis, one from Doncaster and one from Birmingham, with one vote to be cast between them. Each student will normally be expected to attend meeting held at the site where they are enrolled to study.	1
TOTAL MEMBERSHIP	Minimum 10	Maximum 15

3. RESPONSIBILITIES OF THE CORPORATION

Article 3(1) of the Articles of Government sets out the Corporation's responsibilities:

(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 Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk'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.

In addition, the Financial Memorandum between the funding bodies and the College places responsibilities on the Corporation including the specific responsibility to ensure the College's funds are used appropriately.

The Corporation may delegate to its Committees and the Chief Executive various functions relating to these responsibilities but in accordance with Articles 9 and 10 it cannot delegate the following:

- (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 Chief Executive or holder of a senior post;
- (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
- (f) the modification or revocation of the Instrument of Government or these Articles.
- (g) the consideration of the case for dismissal; and the power to determine an appeal in connection with the dismissal of the Chief Executive, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

4. RESPONSIBILITIES OF THE CHIEF EXECUTIVE

Article 3(2) of the Articles of Government sets out the Chief Executive's responsibilities:

- (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 for staff, other than the holders of senior posts or the Clerk, where the Clerk 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.

5. SENIOR POST HOLDERS

5.1 The Corporation has determined the following positions as Senior Posts:

- The Chief Executive
- The Commercial Finance Director
- The Director of Technical Training

5.2 In addition, the Clerk to the Corporation (“the Clerk”) will be treated as a Senior Post Holder.

6. THE CLERK TO THE CORPORATION

6.1 The responsibilities of the Clerk are set out in Article 3(3) of the Articles of Government and detailed in the post holder’s job description. The Clerk is a College employee but directly responsible to the Chair and the Corporation. In summary the Clerk is responsible for ensuring the Corporation operates within its powers, follows agreed and proper procedures and that the business of the Corporation is conducted efficiently.

7. COMMITTEE STRUCTURE

7.1 The Corporation has established the following Committees:

- Audit
- Finance & Resources
- Quality & Standards
- Remuneration
- Search & Governance

7.2 The membership of its Committees will be reviewed by the Corporation annually and at other times as necessary. The Chair (and, where appointed) the Vice-Chairs of these Committees will be appointed annually and must be selected from amongst the members except that the Chief Executive, Senior Post Holders, or any staff or student Members shall be ineligible to be appointed as Chair.

7.3 The Chair of any Committee may invite the attendance of any other person at a Committee meeting after having taken the advice of the Chief Executive and the Clerk.

7.3 Committee Chairs and Vice-Chairs are eligible for reappointment following completion of their initial term of office. A third term of office, which shall be

approved by exception, shall be for between one and two years subject to prevailing requirements of the Board and the need for specific skills or experience. Committee Chairs will usually relinquish the chair in their final academic year in order to mentor an incoming Chair.

- 7.4 The Corporation Chair, the Chief Executive and members of the Finance & Resources Committee are not permitted to be members of the Audit Committee.
- 7.5 Subject to paragraph 13 of the Instrument of Government, the Chief Executive shall be entitled to attend meetings of any Committee of which he/she is not a member and is authorised to invite other members of staff to attend Committee meetings as the need arises.
- 7.6 Members may serve on more than one Committee subject to skills audit and equalities considerations.
- 7.7 Co-opted members of Committees will be appointed by the Board and will hold office for up to four years. The Board may re-appoint such co-opted members for further terms of office if they so decide. Co-opted members are eligible for appointment as Committee Chair or Vice-Chair and **will** count towards the quorum.
- 7.8 Committees will normally meet once in each academic term at the College on a date agreed by the Committee. However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the Committee's next scheduled.
- 7.9 Where the Chair of a Committee is absent for a meeting, the Vice-Chair (if there is one) shall act as Chair. If both the Chair and Vice-Chair are absent from a meeting of the Committee, the members present shall choose one of their number to act as Chair for the meeting assuming it will remain quorate.
- 7.10 The Corporation and each functional Committee is empowered to establish ad hoc Task and Finish Groups, with agreed terms of reference, as required.
- 7.11 The Clerk is entitled and expected to attend meetings of all Committees except that he/she shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 7.12 All Committees shall have the right to exclude any person who is not a member of the Committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a Committee may not exclude the Clerk to the Members unless the provisions of Standing Order 7.10, above, apply.
- 7.13 All Committees of the Board shall comply with their Terms of Reference as approved by the Board from time to time and will review their performance annually, reporting the outcome to the Search & Governance Committee.

8. DELEGATION

- 8.1 The Corporation delegates authority to its Committees to act on behalf of the Corporation within the framework of their Terms of Reference and subject to Articles 9 and 10 of the Articles of Government in which its non-delegable functions are set out.

9. APPOINTMENT OF CORPORATION BOARD MEMBERS

- 9.1 Potential members are identified by a variety of methods including personal recommendation by existing members, approaching key industry, professional and sector contacts for recommendations and direct approaches from interested parties. The College website also invites potential members to contact the Clerk who will maintain a list of interested candidates. Subject to the provisions of paragraph 4 of the Instrument of Government, all categories of members will be appointed following an application and interview process conducted under the auspices of the Search & Governance Committee in which the skills and experience of candidates will be matched against the skills and diversity needs of the Board. Where appropriate the Search & Governance Committee will consider the merits of advertising a specific vacancy. Following the application and interview process, the Search & Governance Committee will recommend candidates to the Board for appointment as it sees fit.
- 9.2 A member role description and person specification will be prepared and reviewed as necessary under the auspices of the Search & Governance Committee.
- 9.3 As it is essential that the Board has the necessary mix of skills to undertake its responsibilities the Search & Governance Committee will review potential members' skill sets to ensure the Board maintains the necessary skills to be able to carry out its functions effectively.

10. APPOINTMENT OF CHAIR AND VICE-CHAIR OF THE CORPORATION BOARD

- 10.1 At the last meeting before the end of the term of office of the Chair and/or Vice-Chair(s) of the Corporation, or at the first meeting following the resignation or removal from office of the Chair and/or Vice-Chair(s) of the Corporation, the members may appoint a replacement from amongst themselves or seek an external appointment following the process outlined in Standing Order 9, above. Neither the Chief Executive, Senior Post Holder, nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- 10.2 At any meeting at which the appointment of the Chair is before the Board, the Chair shall be taken for this item by the Vice-Chair, or in his/her absence, by a member other than the Chief Executive, Senior Post Holder, staff and student members, chosen by the members present at the meeting.
- 10.3 The Chair and Vice-Chair(s) will normally be appointed following a show of hands of members present and voting at the meeting. However, if demanded by any one member, the Chair and/or the Vice-Chair shall be elected by secret ballot.

- 10.4 If, where there are more than two nominations for the office of Chair and Vice-Chair, the first voting does not produce an absolute majority of votes in favour of any nominee, the nominee having the least number of votes shall be struck off the list and a fresh ballot shall take place, and so on, until an absolute majority of the members present and voting shall be obtained in favour of one nominee. In cases where there is an equal division of votes between nominees, the member chairing the meeting for this item shall be entitled to exercise a second or casting vote.
- 10.5 If the Chair and Vice-Chair(s) are absent from any meeting of the Board, 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 Chief Executive, Senior Post Holder, a staff or student member.
- 10.6 The Chair or Vice-Chair may resign his office at any time by giving notice in writing to the Clerk.
- 10.7 At the expiry of their term of office the Chair and Vice-Chair shall be eligible for reappointment.

11. TERMS OF OFFICE

11.1 Members

11.1.1 The term of office of members will be four years, with the following exceptions:

(a) the Chief Executive, who if he/she chooses to be a member shall serve for the period of his/her appointment

(b) the student member(s), whose term of office shall for one year with the opportunity to be re-appointed up to a maximum term of three years, or terminate when they cease to be a student of the college, if sooner.

11.1.2 At the end of their first term of office members may be re-appointed for a further term of up to four years subject to recommendation by the Search & Governance Committee. To protect the best interests of the Corporation and College the following will be taken into account when considering a second term of office:

- A track record of effective contribution to Corporation business
- Where on appointment a significant material factor was a member's employment and that employment changes

11.1.3 Having regard to good governance a member shall serve for no more than two consecutive periods of four years. The Board retains the discretion to vary this rule if there are exceptional reasons for a member being appointed for a further term of office, in which case the term of office will be that determined by the Board.

11.2 Chair and Vice-Chair

11.2.1 The Chair and Vice-Chair shall hold office for a maximum period of 4 years or up to the date of expiry of their term of office as a Member or removal as a member, where sooner.

11.2.2 A further period of office as Chair or Vice-Chair, which shall be approved by exception, shall be for a maximum of two years subject to prevailing requirements of the Board and the need for specific skills or experience.

12. ELIGIBILITY

12.1 The eligibility criteria for members are detailed in paragraph 7 of the Instrument of Government. On appointment, and annually thereafter, members are required to confirm their continuing eligibility to serve as a member of the Board of the National College for High Speed Rail.

12.2 In the event a member becomes ineligible to serve they must inform the Clerk immediately.

13. DISCLOSURE & BARRING SERVICE (“DBS”) CHECKS

13.1 Members are required to undergo an Enhanced DBS check, or whatever is the current requirement for staff recruits to undertake on appointment. The cost of checks will be paid by the College.

14. DECLARATIONS OF INTEREST

14.1 Members are required to complete a declaration of interests, both financial and personal, in relation to themselves and persons closely connected to them, on appointment and to review this with the Clerk at least annually. Any interest which could, if known publically, be perceived as influencing their judgment should be included.

14.2 Members should also declare at the start of a Board or Committee meeting an interest in any Agenda item in which they or persons closely connected to them have a personal or financial interest which might, if known publically, be perceived as influencing their judgment and this declaration shall be recorded in the minutes of that meeting. Any declaration of interest is the responsibility of each individual member. Any member making such a declaration may, as set out in paragraph 10 of the Instrument of Government, speak on the matter with the Chair’s permission, but shall not be entitled to vote. The member may be asked to withdraw from the meeting if asked to do so by a majority of Members present

14.2 The Clerk maintains a Register of Interests which is available for public inspection and which includes a Register of Gifts and Hospitality over the value of £100. Members should not accept gifts, hospitality or benefits in kind from a third party which might be seen as compromising their objectivity.

15. CODE OF CONDUCT

- 15.1 Members are required to sign up to the Board's Code of Conduct on appointment and to review this with the Clerk annually.

16. INDUCTION, INFORMAL PERFORMANCE REVIEW, TRAINING & DEVELOPMENT

- 16.1 Members will be inducted by the Clerk, Chief Executive, Commercial Finance Director, Director of Technical Training and any other Manager identified as essential to supporting the effectiveness of the member, as soon as practicable following their appointment.
- 16.2 Between six and nine months following a member's initial appointment a review meeting will be held between the member and the Chair of the Search & Governance Committee. The meeting will include consideration of the member's attendance and contribution and the identification of any individual training and development needs, the outcome of which will be referred to the Search & Governance Committee which will determine whether the member's appointment should continue beyond its first twelve months.
- 16.3 Members are responsible for keeping up to date with sector developments and engaging in development activities both inside and outside the College.

17. INDIVIDUAL CONTRIBUTIONS BY BOARD MEMBERS

- 17.1 Paragraph 11(7) of the Instrument of Government provides that:

“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”

- 17.2 Once a matter has been considered by the Board every member is expected to be bound by the collective decision of the Board irrespective of their personal views.
- 17.3 Members must take particular regard of the confidential nature of some proceedings.
- 17.4 Notwithstanding what is stated in this section any member who disagrees with an issue is entitled to speak against it and explain his/her views. If having done so the majority view is to proceed in such a way that causes one or members concern, the dissenting views can be recorded in the minutes of the meeting together with details regarding those members who voted against the proposition. A member can ask through the Clerk for advice to be obtained on a particular matter if this is thought to be reasonable given the subject matter of the issue.

18. CORRESPONDENCE, PRESS AND MEDIA PROTOCOLS AND STATEMENTS MADE ON BEHALF OF THE BOARD

- 18.1 In order to ensure a collective and consistent message is sent out to the media and members of the public, the Chair of the Board and the Chief Executive will liaise on the College's response to media enquiries.

- 18.2 Unless otherwise agreed by the Board in individual circumstances, statements on behalf of the Corporation may only be made by the Chair, Chief Executive or Clerk. The Clerk is authorised to deal with general enquiries relating to Corporation business. Requests from local or national press, local authority councillors, MPs, national bodies etc., will be referred to the Chief Executive or Chair.
- 18.3 It is the responsibility of the Clerk to conduct all correspondence on behalf of the Board. Third parties (including College employees) who wish to correspond with Board members must do so through the Clerk.
- 18.4 It is acknowledged that the majority of items that require a public statement concerning the strategic management and day to day operation of the College will be dealt with, on behalf of the Board, by the Chief Executive.
- 18.5 It is the responsibility of the Clerk to co-ordinate the response to requests made under the Freedom of Information Act 2000. In the event a member receives a request for information directly they must forward it to the Clerk immediately for he/she to acknowledge and respond.

MEETINGS OF THE BOARD, CONDUCT AND PROCEEDINGS

19. ATTENDANCE – INCLUDING SUSPENSION AND REMOVAL OF MEMBERS

- 19.1 There is an expectation that Members appointed to serve on the Board will participate fully in its work and make a valued contribution. It is recognised that all members will have other demands on their time and there may be occasions where it is not possible to attend a meeting.
- 19.2 The Board has agreed a minimum attendance target of 80%. This target will be reviewed annually by the Board, benchmarked on the previous year's data. Members should endeavour to attend all Board and Committee meetings of which they are members.
- 19.3 Members should give the Clerk as much notice as possible if they are unable to attend a meeting. This enables apologies for absence to be registered and the Clerk to judge if a meeting is going to be quorate. If the Clerk judges that a meeting will not be quorate, he/she will inform the Chair of the Board (or Committee) immediately. Members who arrive after the commencement of the start of business or leave part way through a meeting will be recorded as having done so in the formal Minutes.
- 19.4 The Clerk will maintain a register of Members' attendance at meetings and this will be monitored by the Search & Governance Committee against agreed targets and reported to the Board on an annual basis.
- 19.5 Attendance at Board meetings will be limited to members, the Clerk and Senior Post Holders who will present and support reports on work and offer advice to members when requested. The Chief Executive is authorised to invite other contributors, including members of staff in their employed capacity, to attend for

both non-confidential and confidential business as appropriate. At the Chair's discretion such contributors will attend for specific item(s) only.

- 19.6 If a Board member subsequently enters into a contract of employment with the College, he/she will therefore become a member of staff of the College and should resign from the Board. However, that member is eligible to serve as a staff member should a vacancy occur.
- 19.7 Any question of attendance by any other person to participate in a meeting of the Board shall be decided by the Chair after taking advice from the Chief Executive and the Clerk.
- 19.8 Members of the public and representatives of the press shall not be admitted to meetings of the Board. The Board's policy on Attendance at Meetings and Access to College Business shall be published on the website and made available at the College during normal office hours to any person wishing to inspect it.
- 19.9 Should a staff member be suspended from the College as a member of staff or a student member be suspended from the College as a student of the College, the Chief Executive should advise the Chair and Clerk immediately. In these circumstances the Board may suspend the staff/student member from their membership of the Board in accordance with Standing Order 19.11, below.
- 19.10 Specific long-term absence due to personal circumstances or ill health for a period likely to be of a duration of six months or more may be permitted with the agreement of the Board. The Clerk will bring the matter to the attention of the Chair and any authority for the absence will be agreed and noted in the Minutes.
- 19.11 Where the Board is satisfied that a member is unfit or unable to discharge the functions of a member, or that it is not in the best interests of the Board for a member to continue in active office for any reason (including but not limited to pending the outcome of an investigation, whether internal or external), the Board may, by notice in writing to that member, suspend the member from office until further notice.
- 19.12 Members may be removed from office in accordance with paragraph 9 of the Instrument of Government where in the Board's view they are unfit to discharge the functions of a member or where they have been absent without the permission of the Chair for more than six consecutive months.
- 19.13 If the Board decides that this is the most appropriate course of action the decision must be taken fairly and openly and fully minuted. If the Board feels that this course of action is appropriate, an approach shall be made to the Clerk who may seek legal guidance on the matter. A member removed from office shall have no right of appeal against the Board's decision.
- 19.14 Where a member's level of attendance, whilst of less than six consecutive months duration, is becoming a cause of concern the Chair of the Search & Governance Committee or another member of that Committee will investigate the reasons and prospects for improvement and report to the full Committee to decide whether any action is necessary.

20. BOARD AGENDAS, PAPERS AND MINUTES

- 20.1 Agendas for all meetings will be drawn up by the Clerk following discussion with the Chair and Chief Executive and in accordance with the schedule of Board business. Any Member may request that an item of business is included on the Agenda for the Board by making a request via the Clerk at least ten working days prior to the date of the meeting.
- 20.2 A notice of the meeting, agenda and associated reports for the meeting will be circulated by the Clerk to members at least seven calendar days prior to the meeting by electronic means. This will include the time, date and location of the meeting. The agenda will indicate which items of business require formal decisions to be taken and which are for monitoring purposes or for discussion/information.
- 20.3 Late and tabled papers will only be accepted with the agreement of the Chair.
- 20.4 Agenda items will normally lead with apologies for absence, declaration of interests, the minutes of the previous meeting and the actions log, the exception being where there are new member appointments or the appointment of Chair/Vice-Chair, in which case these items will be taken first.
- 20.5 If the Chair wishes to include an urgent item of business that has arisen since the circulation of the agenda, he/she may do so and should inform Members at the start of the meeting. Any member who wishes to raise an urgent matter should inform the Clerk and Chair prior to the start of the meeting. Where a Chair deems an item not to be of an urgent nature, it, together with any other matters raised by members, will be placed on the agenda for the next scheduled meeting.
- 20.6 Items of business considered to be of a confidential nature will be placed on a separate confidential agenda and the distribution of associated papers and publication of them will be restricted in accordance with paragraph 26 of these Standing Orders.
- 20.7 Similar arrangements will apply to the preparations for Committee meetings but with the discussions taking place between the Clerk, Chief Executive/SLT member and the respective Committee Chair rather than the Chair of the Corporation Board.
- 20.8 The Clerk is responsible for producing minutes of meetings and circulating these to the Chair of the meeting in draft for approval. Committee minutes in draft will be included on the agenda at the next available Board meeting.
- 20.9 Original signed Minutes of Board and Committee meetings will be kept securely by the Clerk for a period consistent with prevailing statutory requirements. Confidential minutes will be kept separately and securely by the Clerk. Confidential minutes will be reviewed annually and released only if the information is no longer deemed to be confidential.

21. QUORUM

- 21.1 A meeting of the Board shall be quorate when at least 40% of the current membership are present. Each Committee has its own specific quorum as specified in its Terms of Reference.
- 21.2 If during the course of debate a meeting becomes inquorate, the Clerk will inform the meeting Chair who will terminate the meeting. If the meeting is likely to become inquorate due to members withdrawing in accordance with paragraph 13 of the Instrument of Government, that item of business shall be deferred to a future meeting and shall not be discussed, thus the members remain and the meeting will remain quorate.
- 21.3 Where a meeting is terminated or closed before the agenda is finished because of insufficient members, the Chair may call a special meeting as soon as it is convenient to consider the items not discussed.
- 21.4 Any decision taken without the Board or Committee being quorate shall render that decision void.

22. PROCEEDINGS, VOTING & DECISIONS

- 22.1 Every question to be decided at a meeting of the Board shall be determined by a majority of the votes of the members present and eligible to vote. This will normally be by show of hands, except where tele-conferencing communication is employed, or in accordance with Standing Order 22.4.
- 22.2 Where there is an equal division of votes the Chair shall have a second or casting vote.
- 22.3 With the prior written agreement of the Chair that should be obtained via the Clerk using an official Proxy Form a member may vote by proxy but will not form part of the quorum.
- 22.4 In accordance with the requirements detailed in paragraph 14 of the Instrument of Government the Board allows for decisions to be taken by written resolution. A decision taken by written resolution will be subject to the provisions of the paragraph 10 of the Instrument of Government in respect of eligibility.
- 22.5 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. All decisions taken at Board and Committee meetings shall be recorded in the meeting minutes as resolutions.

23. RULES OF DEBATE

- 23.1 When speaking at meetings, all Members will address the Chair. The Chair will be responsible for ensuring adequate debate has been allowed for each item of business. Members wishing to contribute to the debate should signal to the Chair or Clerk so that they may take their turn. If two or more members wish to speak at the same time the Chair will decide who shall speak first. A member who is speaking will immediately be silent if the Chair so requests, or if another member raises a point of order. Every member who speaks must direct his or her speech strictly to the motion or matter under discussion.

23.2 Every motion or amendment will usually be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.

23.3 At any point during a meeting a Member may raise a point of order where it is believed that the Instrument & Articles of Government or other regulations are not being followed. The Member raising the point of order shall explain the way in which the correct procedure is not being followed. The point of order will be dealt with immediately by the Chair in consultation with the Clerk. The ruling of the Chair shall be final.

24. VOTING AND DIVISIONS

24.1 Subject to Standing Orders 22.3 (proxy voting) and 22.4 (written resolutions), voting will be by show of hands unless at least five members demand a division.

24.2 Where a division is called, the names of those voting for or against the motion or amendment will be recorded and entered in the minutes.

24.3 On a formal motion put from the Chair the question may be decided by the voice of the members, unless any member demands a show of hands.

24.4 If immediately after a vote is taken any member so requires, the way in which he voted (or abstained) will be recorded in the minutes of that meeting.

24.5 In the event of there being a tied vote, the Chair of the meeting shall have a second or casting vote regardless of whether he has voted when the motion or amendment was put to the meeting.

25. ACCESS TO AND PUBLICATION OF MINUTES AND PAPERS

25.1 With the exception of Confidential items listed in Standing Order 26.2, below, the following items will be available for inspection by appointment during normal office hours by prior arrangement with the Clerk:

- agendas for meetings of the Board and its Committees
- signed Minutes of every such meeting once approved by the Chair;
- reports, documents or other papers considered at a meeting of the Board.

25.2 Any material relating to any of the Confidential items listed Standing Order 26.2, below will be regarded as excluded and not be made available for inspection nor will any matter which, by reason of its nature, the Board is satisfied should be dealt with on a confidential basis.

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

25.4 Confidential business and the Minutes relating to it will be reviewed periodically by the Board and made available for publication and inspection where deemed appropriate.

26. CONFIDENTIALITY

26.1 In accordance with the Instrument and Articles of Government as far as possible all business of the Board shall be open to scrutiny. Items deemed to be of a confidential nature will be kept to a minimum and be consistent with the Board's policy on Access to College business, the Freedom of Information Act 2000 and the Data Protection Act 1998, including subsequent re-enactments/revisions.

26.2 Confidential items of business will include:

(a) Consideration of the financial position of the College where disclosure might harm the College or its competitive position, as determined by the Board;

(b) Consideration of financial or other information relating to procurement decisions, including that relating to the College's negotiating position

(c) Items containing personal information relating to an individual

(d) Information provided in confidence by a third party who has not authorised its disclosure

(e) information relating to the negotiating position of the College in employee relation matters

(f) Where appropriate, professional advice received from or instructions given to the College's professional advisers

(g) Discussion of any legal proceedings in which the Board is involved

(h) Information planned for publication in advance of that publication

(i) Any other matters the publication of which would, in the Board's view, be detrimental to the College's interests

(j) Reports and Minutes of the Remuneration Committee

(k) Staff matters relating to remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;

(l) a named person employed at or proposed to be employed at the College

(m) a named student at or candidate for admission to the College

(n) discussion or information relating to a Member or prospective Member.

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

26.4 Members' contact details will not be supplied to any individual but may be supplied to other Board members by the Clerk.

27. CHAIR'S URGENT ACTION

- 27.1 From time to time it may be necessary for the Chair, or in his/her absence the Vice-Chair, to act on behalf of the Board between meetings if, in his/her opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature.
- 27.2 Where it is considered untimely to wait until the next scheduled meeting and it is not appropriate to call a Special meeting, the Board may delegate authority to the Chair to take action on behalf of the Board (Chair's Action) after taking advice from the Chief Executive and Clerk, if this is appropriate, provided that:
- Such a course of action is not contrary to the Instrument & Articles of Government or other regulations
 - The Chair consults with the Clerk beforehand and the appropriate Committee Chair if relevant, and
 - The actions taken by the Chair are reported to the next scheduled ordinary meeting of the Board.
- 27.3 For items of routine action, the Chair is authorised to act on behalf of the Board without reporting the action to a subsequent meeting. Routine actions are defined as:
- Signing routine documents in accordance with the College Financial Regulations
 - Agreeing specific aspects of the implementation of matters already agreed by the Board;
 - Representing the Board at conferences and other functions
 - Responding to approaches made by external organisations.

28. AUTHENTICATION OF DOCUMENTS

28.1 Application of the Seal

28.1.1 The Common Seal of the Board shall be kept in a safe place at the College and be secured by a lock the key to which will be kept in accordance with arrangements approved by the Clerk. The Clerk will authorise the affixing of the Common Seal to any document which requires to be sealed for the transaction of the business of the Board.

28.1.2 The application of the Seal shall be authenticated by the signature of either the Chair or some other member authorised either generally or specifically by the Board to act for that purpose and, the signature of any other member.

28.1.3 An entry of the sealing of every order, deed, or other document to which the Common Seal of the Board has been affixed must be registered in a Register maintained by the Clerk for that purpose.

28.2 Signing of Documents

28.2.1 The Chief Executive is authorised to sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the

Board or its committees or any other matter in furtherance of the College's business.

29. SUCCESSION PLANNING

29.1 Members

29.1.1 The Search & Governance Committee is responsible for advising the Board on all aspects of the Board's membership, including the appointment and reappointment of Members.

29.1.2 When a Member's term of office is nearing expiry the Board will refer the matter of their reappointment or recruitment of a successor to the Search & Governance Committee for review and recommendation. This will include reviewing the skills in the current membership with a view to maintaining a diverse mix of skills and experience appropriate for the College and representative of the community.

29.2 The Chair and Vice-Chair

29.2.1 The Clerk will notify the Chair, Vice-Chair(s) and Chief Executive when the period of office for the Chair and/or Vice-Chair is coming to an end. Subject to the rules set out in Standing Order 10 the Chair and Vice-Chair(s) of the Board are eligible for re-election at the end of their first period of office.

29.2.2 The Clerk will notify Board members of the process for re-election and request expressions of interest from Members for the positions of Chair and/ or Vice-Chair and where appropriate the Search & Governance Committee will consider the merits of advertising a specific vacancy. The appointment of Chair and Vice-Chair will be subject to the rules set out in Standing Order 10.

29.2.3 The position of Vice-Chair may be used in the context of succession planning although it is recognised that it will not always be the case or the intention that the Vice-Chair(s) will succeed the Chair.

30 MODIFICATION OR REPLACEMENT OF THE INSTRUMENT AND ARTICLES OF GOVERNMENT

30.1 The Board has the power to amend its Instrument and Articles of Government as set out in Clause 19 of the Articles.

30.2 The Board shall, in proposing any changes, consult with any other persons who, in the Board's view, are likely to be affected by the proposed changes.

30.3 Any amendments proposed to the Instrument and Articles of Government as approved by the Board shall be made by a majority of 75% of members serving on the Board.

31 DISSOLUTION OF THE CORPORATION

31.1 The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities in accordance with the provisions and requirements of Article 26 and the publication 'The Dissolution of Further Education Corporations' and Sixth Form College Corporations (Prescribed Bodies) Regulations 2012' and/or and successor publication(s).

32 COMPLAINTS PROCEDURES

32.1 Complaints against the College

32.1.1 Complaints against the College should be viewed by the Board as an aspect of the operational management of the College. It is not within the scope of the Board's responsibility to intervene in the management of the College, or act in an appellate capacity in relation to decisions made by the Chief Executive, other than under certain clearly defined procedures set out within the College's grievance, disciplinary and whistleblowing procedures.

32.1.2 The Board will receive a statistical summary of complaints and compliments on an annual basis.

32.1.3 Should the Chair of the Board receive a complaint addressed to him/her personally, it will be referred to the Chief Executive via the Clerk to be investigated in accordance the College Complaints procedure.

32.2 Complaints against the Corporation

32.2.1 A complaint against the Corporation, a Board member or the Clerk may be made by an individual, business or an organisation. The Board has adopted a Whistleblowing procedure for complaints of serious malpractice. Other complaints against the Corporation or a Board member should be made in writing, or via e.mail including the sender's full name and address, and addressed to the Clerk (or to the Chair if the complaint is against the Clerk).

32.2.2 The complainant will be expected to state clearly the nature of the complaint and, if appropriate, provide copies of any related documentation. The Clerk will acknowledge receipt of the complaint, inform the Chair (or Vice-Chair if the complaint is about the Chair), investigate the complaint, provide a response to the complainant within 10 working days or where this is not possible, provide an interim response.

32.2.3 The written response of the Clerk shall include details of any arrangements for pursuing the complaint with an independent body, such as the Education & Skills Funding Agency, if believed to be appropriate.

32.2.4 The Clerk will keep the Chair (or Vice-Chair) informed of the situation and will provide the Board with a written statement as to the nature of the complaint and the response made to the complainant, to advise members of the situation.

32.2.5 In carrying out an investigation on a complaint made against the Corporation or an individual Board member, the Clerk shall have the authority to refer issues to the Chair of the Audit Committee and the Board's internal or external auditors or other advisors as appropriate.

33. GOVERNANCE PERFORMANCE

33.1 The Board will regularly review its effectiveness ensuring continuous improvement to enhance its performance and to lead by example. The review shall include an assessment of performance against the values and responsibilities set out within the Code of Good Governance for English Colleges¹.

34. REVIEW AND UPDATING OF THE STANDING ORDERS

34.1 The Clerk will review these Standing Orders and all other policies and procedures relating to College governance at least annually and following scrutiny by the Search & Governance Committee will recommend any necessary revisions to the Board for decision.

¹ Published by AoC, March 2015 and adopted formally by the Board on 24th July 2017 and in principle beforehand.