

## **STANDING ORDERS FOR THE CONDUCT OF THE BUSINESS OF THE GOVERNING BODY AND ITS COMMITTEES**

### **1 INTRODUCTION**

- 1.1 The Instrument and Articles of Government establish the legal basis of governance for the College. These Standing Orders provide additional clarification and in no way override the Instrument and Articles.
- 1.2 Every member of the Governing Body and its Committees shall be bound by these Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's report "Standards in Public Life". In summary these are:
  - selflessness
  - integrity
  - objectivity
  - accountability
  - openness
  - honesty
  - leadership.
- 1.3 In addition, and in accordance with both Governors' charity trustee status and the conditions of registration with The Office for Students, the Higher Education regulator, there is a requirement for Governors to declare that they meet the requirements of a Fit and Proper Person.

The Office for Students defines a fit and proper person as follows:

A fit and proper person:

- is of good character
- has the qualifications, competence, skills and experience that are necessary for their role
- is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed
- has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The Office for Students provides the following indicators that a person may not be a fit and proper person:

- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world<sup>1</sup>
- subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems

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<sup>1</sup> The OfS regulations state the OfS would not expect individuals to disclose matters that are 'spent' under the Rehabilitation of Offenders Act 1974, but they may do so if they wish. Particular consideration will be given by the OfS to offences of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities, whether or not in the UK.

- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.)

1.4 The currently approved (August 2021) constitution of the Governing Body is:

Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under Article 3 of the Articles of Government –

Independent Members: Minimum 10 and maximum 15

Staff Members: 2

Student Members: 2

Principal: 1

## **2 ATTENDANCE BY MEMBERS AT MEETINGS OF THE GOVERNING BODY AND COMMITTEES**

2.1 The Governing Body's 'Code of Conduct' indicates that a high level of attendance at meetings is expected so that Governing Body and Committee members can perform their functions properly. The Clerk shall keep a record of attendance, which shall be reported at each committee meeting and at least annually to the Governing Body.

2.2 Clause 10(2) of the Instrument of Government indicates that the Governing Body may remove any member from office if "absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation".

2.3 In extenuating circumstances, it may be appropriate for the Governing Body to grant "leave of absence from Governing Body duties" if extended absence is anticipated.

2.4 The Governing Body believes that regular attendance at meetings enables full participation in the work of the College but appreciates that there will be occasions when members are unable to attend.

2.5 The Director of Governance will maintain a register of attendance which will be published retrospectively for each complete academic year and reported on a termly basis to the People & Governance Committee.

2.6 Members are requested to submit apologies for their attendance as soon as possible. This will ensure that the Director of Governance is able to confirm that a meeting is quorate, or to consult with the Chair and postpone a meeting in advance if not quorate.

## **3 ACCESS TO MEETINGS**

3.1 The Governing Body has determined that there should be no public access to any of the Governors' meetings, including committee meetings. The exceptions to this general rule are the Director of Governance to the Corporation and, by invitation, members of college management.

## **4 AGENDAS**

4.1 Members of the Governing Body or of its committees may request in writing to the Director of Governance that specific items are included on the agenda of the next meeting. Such requests must be made not less than three weeks in advance of the meeting in question.

## **5 PUBLICATION OF MINUTES AND REPORTS**

5.1 Public access to approved minutes and to the agenda and reports of the meetings of the Governing Body and its Committees is available from the Director of Governance during normal office hours. Approved Governing Body and Committee Minutes, with the exception of confidential minutes, will be placed on the College's website and remain there for a minimum period of twelve months. Consistent with the Freedom of Information Act items considered as confidential are not available for public access but will be kept under review.

## **6 CONDUCT OF BUSINESS**

### **Quorum**

6.1 To be quorate, meetings of the Governing Body require 40% of the total membership to be present. The quorum for individual Committees is determined by each Committee's Terms of Reference. Co-opted Committee Members count towards the quorum of individual Committees. Members will be deemed to be "present" by the use of videoconferencing and/or virtual platforms and will count in the quorum and be eligible to vote to the same extent as would be the case if they were present in person in the same room. If a meeting becomes inquorate, the Chair should close the meeting.

### **Voting**

6.2 The Instrument of Government establishes that every question to be decided at a meeting shall be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. No votes may be cast by proxy or by letter. At Committee meetings, Co-opted Committee Members alone may not out vote Governing Body members of the Committee on any issue.

6.3 The majority of the business of the Governing Body can be conducted without formal votes being taken on every issue. Any individual member of the Governing Body may request a formal vote on a particular issue.

6.4 If a formal vote is taken the minutes of the meeting will record the number of votes for and against the proposition.

6.5 The Governing Body may determine that it is appropriate for a secret ballot to be held, or the names of Governors voting for or against a particular issue should be recorded. Whether or not a recorded vote is taken, and even if the decision has been taken by secret ballot, a dissenting Governor has the right to have his or her disagreement recorded in the minutes.

### **Reconsideration of Resolutions**

6.6 No resolution of the Governing Body may be rescinded or varied at a subsequent meeting unless consideration of the recession or variation of that decision is a specific item of business on the agenda for that meeting. Such reconsideration can only take place if proper notice has been given that the item is to be included on the agenda.

### **Declarations of Interest**

6.7 Except with the written approval of the Charity Commission, no Governor shall acquire or hold any interest in property that is held or used for the purposes of the institution.

6.8 Where a Governor has a financial interest in:

- the supply of work or goods to or for the College
- any contract or proposed contract concerning the College
- any other matter relating to the College
- any other type of interest specified by the Governing Body in any matter in relation to the College

This interest must be declared in the Governing Body or committee meeting where the matter is being considered. The governor will be excluded from taking part in the discussion relating to the matter, will not be included in the quorum and will not be entitled to vote on the matter.

6.9 The Governing Body requires a Governor to declare an interest when he or she is closely connected with someone, for example a spouse/partner or that person's close family whose personal interests would, if they were Governors themselves, have to be declared.

6.10 The Governing Body requires a Governor to declare a non-financial interest, such as membership of other public bodies and institutions, trusteeship of a trust where the Governor, or other person connected with him or her, may be a beneficiary, or membership of a closed organisation.

6.11 The Director of Governance to the Governing Body is required to hold a register of interests which is open for public inspection during normal office hours.

### **Withdrawal from Meetings**

6.12 Staff Governors and, when applicable, the Principal, are obliged to withdraw from any part of a meeting which is discussing:

- their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (as distinct from staff matters relating to all members of staff or all members of staff in a particular class)
- the appointment of their successor
- at the resolution of the other Governors present, the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves.

6.13 Student Governors shall have full voting rights on all matters, including financial and contractual decisions, except where a conflict of interest applies. They may be asked to withdraw from discussions where a conflict is identified, in accordance with charity law and governance protocols.

### **Urgent Business**

6.14 The Chair may allow an item to be discussed which is judged to be urgent to be raised under Any Other Business if it has been brought to his or her attention before the beginning of the meeting. Under normal circumstances the item must have arisen after the agenda had been circulated.

## **7 MINUTES**

7.1 Draft minutes of meetings, after approval by the Chair, are to be circulated by the Director of Governance prior to the next meeting of the Governing Body or Committee.

7.2 The minutes of Governing Body and Committee meetings are to be approved at the next meeting as an accurate record of the meeting. The Director of Governance is responsible for the custody of the approved set of minutes.

7.3 Separate confidential minutes must be taken for any part of a meeting from which Governors, staff, student members, or the Clerk have withdrawn in accordance with governance protocols. These minutes shall not be accessible to the individuals who were required to withdraw and

will be retained securely by the Director of Governance.

## **8 APPOINTMENT OF CHAIR AND VICE CHAIR**

- 8.1 The Corporation will appoint a chair and vice-chair in each case for a maximum of two terms of four years, with a formal review after two years. An individual reaching the end of their first term of office as Chair or Vice Chair shall be eligible for reappointment.
- 8.2 The Chair of the meeting for the agenda item dealing with the appointment of the Chair will be the Director of Governance (or the Vice Chair if that person is not standing for election). That person will invite nominations for Chair to be made and seconded. The retiring Chair and Vice Chair may stand for re-election.
- 8.3 The voting will be by confidential ballot. The Principal, Staff Governors and the Student Governors are ineligible for appointment but may participate in the appointment process.

## **9 RESIGNATION OF CHAIR OR VICE CHAIR**

- 9.1 The formal notification of the resignation of the Chair or the Vice Chair is to be made in writing to the Director of Governance.

## **10 REJECTION/SUSPENSION OF MEMBERSHIP**

- 10.1 In certain prescribed circumstances, the People and Governance Committee can decide to reject a nomination for a governor or suspend an existing governor for a specified period if one or more of the following grounds apply:
  - The governor is paid to work at the College and is the subject of disciplinary proceedings in relation to his or her employment.
  - The governor is a student at the College and is the subject of disciplinary proceedings in relation to their study at the College
  - The governor is the subject of any court or tribunal proceedings, the outcome of which may be that he or she is disqualified from continuing to hold office as a governor
  - The governor has acted in a way that is inconsistent with the College's ethos and values and/or the Members' Code of Conduct, or is likely to bring, the College, the governing body or his or her office of governor into disrepute.
  - The governor is in breach of his or her duty of confidentiality to the College, the staff or to the students.

In addition to the criteria above, governors shall be subject to disqualification provisions as set out in the Instrument of Government, including but not limited to bankruptcy, criminal convictions, and charity law compliance. Governors must notify the Director of Governance immediately if they become disqualified under these provisions.

Any motion to reject a nomination or suspend a governor, must be specified as an agenda item of a Search and Governance Committee meeting for which at least seven clear days' notice must be given. The governor or candidate who is proposed for suspension must be given the opportunity to make a statement in response to the grounds for the proposed rejection or suspension, before withdrawing from the meeting and a vote then takes place.

## **11 CHAIR'S ACTION AND WRITTEN RESOLUTIONS**

- 11.1 The Governing Body has determined that the Chair and two other governors, one normally the Principal are jointly given the power to act on behalf of the Governing Body and that such actions are to be reported at the next Governing Body meeting, but only if in the reasonable opinion of the Chair and the Director of Governance that:
  - it is not possible to arrange a special meeting of the Governing Body; and
  - it is not possible to arrange for the Governing Body to make a decision by way of written

resolution in accordance with Instrument 12(7).

11.2 In accordance with Clause 12(7–10) of the Instrument of Government, the Governing Body may make decisions by written resolution where it is not practical to convene a meeting. The following procedure shall apply:

- A copy of the proposed resolution must be circulated to all members eligible to vote.
- Members must signify agreement to the resolution in writing.
- The resolution must be received by the Director of Governance within 14 calendar days of the circulation date.
- The resolution may comprise multiple copies signed by different members.
- A resolution will lapse if not passed within the 14-day period.
- The Director of Governance shall authenticate and retain the resolution and report its outcome at the next scheduled meeting.

This process shall only be used where it is not possible to convene a meeting or where urgent business requires timely decision-making.

## **12 SPECIAL MEETING**

12.1 A Special Meeting of the Governing Body may be called at any time at the request of the Chair or at the request in writing of any five members. Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.

## **13 CORPORATION SEAL**

13.1 The application of the Corporation Seal will be authorised by the Chair of the Governing Body and Director of Governance or in the absence of either the Vice Chair or an independent Governor.

## **14 ALLOWANCES**

14.1 No attendance allowances are payable. Governors may claim travel expenses for attendance at Committee and Governing Body meetings. Travel expenses may also be claimed for approved attendance at events outside the College in accordance with agreed College procedures. Governor expense claims must be approved by the Principal and the Director of Governance. Any expense claims by the Governing Body Chair must be approved by two Governors, one of whom may be the Principal.

## **15 STAFF APPOINTMENTS**

### **Appointment of the Principal and Senior Post-holders**

15.1 The College Principal and designated Senior Post-holders are appointed by the Governing Body. The Governing Body delegates to a committee authority to manage the recruitment process, using an employment agency and/or a consultant if it is considered appropriate with prior approval of the Governing Body, with the intention of making a recommendation to the Governing Body.

15.2 Where the vacancy is for the post of Principal the committee will comprise of at least five Governors one of whom must be the Chair and/or Vice Chair. Where the vacancy is for any other senior post, the committee will comprise of at least three Governors one of whom must be the Principal.

15.3 The Principal's or other Senior Post-holder's job description must be approved by the committee

prior to the commencement of the recruitment process.

- 15.4 A record of the process must be made by the Human Resources Manager, Director of Governance to the Governing Body, or by the employment agency/consultant if appointed.
- 15.5 In circumstances where a temporary appointment of a suitably experienced and qualified individual is proposed pending the recruitment of a permanent Senior Post-holder, the Chair and the Principal may agree in writing such temporary appointment.

## **16 GOVERNOR AND COMMITTEE MEMBER TRAINING**

- 16.1 On appointment to the Governing Body and to committees, induction training will be made available for new Governors and committee members. An opportunity to meet with the senior managers, teaching and support staff, and students is provided at termly seminars or events. .
- 16.2 Governors are provided with a Handbook which contains information on the College and governance procedures. This is updated on an annual basis and posted on the governor portal.

## **17 PROFESSIONAL ADVICE**

- 17.1 Governors have the right to seek advice from the College solicitors and accountants/auditors in relation to their governance responsibilities. The Director of Governance should be contacted in the first instance to indicate the nature of the advice. After consultation with the Chair the Director of Governance may be authorised to sanction such advice up to a maximum of £2,000 per enquiry in any financial year. The Director of Governance has the right to seek legal advice on issues related to governance matters within the overall cost agreed above.

## **18 REGISTER OF INTEREST**

- 18.1 Governors are required to complete a register of interest. This register will be maintained by the Director of Governance and will be available for inspection by members of the public on request.

## **19 CODE OF CONDUCT**

- 19.1 Governors and committee members will abide by the agreed Code of Conduct which has been approved by the Governing Body. This Code of Conduct will not be individually signed.

## **20 LIABILITY AND INDEMNITY COVER**

- 20.1 The College will maintain liability and indemnity cover for Governors and committee members to a minimum level agreed from time to time.

## **21 APPRAISAL**

- 21.1 The Principal and the Director of Governance will be appraised by the Chair and/or Vice Chair. The appraisal format will be determined by the Remuneration Committee.

## **22 PUBLIC STATEMENTS**

- 22.1 Members of the Governing Body and its committees must not make formal public or media statements in relation to the College without the prior approval of the Principal or the Chair and be mindful of the informal impact their comments may have.

## **23 COMPLAINTS**

- 23.1 A complaint against the Corporation or an individual Member of the Corporation should be referred to the Director of Governance who will deal with the matter as appropriate. The response to such

a complaint will include details of the arrangements for pursuing the matter with an independent body. A complaint against the Director of Governance shall be forwarded to the Chair of the Corporation.

**24. WHISTLEBLOWING**

The College's Whistleblowing procedures are detailed in a separate document (available from the Director of Governance or at the College's website).

**25. FINANCIAL MANAGEMENT**

The governing body shall ensure that all financial activities comply with the principles of Managing Public Money, including regularity, propriety, and value for money. Detailed financial reports shall be reviewed at each Finance & General Purposes Committee meeting to ensure transparency and accountability.

**26. REVIEW OF GOVERNING BODY AND COMMITTEE MATTERS**

26.1 Annually, the Director of Governance will produce an updated Governors' Handbook which will incorporate:

- Standing Orders
- Governor Person Specification and Governor Job Role Description
- Governing Body and Committee membership and terms of reference
- Governor Terms of Office
- Biographical details of Governors and Committee members
- Instrument and Articles of Government
- Meeting dates for the new academic year
- Duties and responsibilities of the Director of Governance.

25.2 The Code of Conduct will be issued separately.

**Approved by the Governing Body:** 4 December 2025

**Last reviewed:** October 2025

**Review:** annually

**Next review:** November 2026