

STANDING ORDERS FOR THE CORPORATION AND COMMITTEES

1. Appointment of Chair and Vice-Chair(s) of the Corporation

- 1.1 The Chair and Vice-Chair(s) shall be appointed by the Corporation from among its members for a period of office of up to two years to coincide with their appointed period of governorship. The Principal, staff and student governors are not eligible for appointment as Chair or Vice-Chair(s).
- 1.2 Appointments shall be made by a vote of all governors present at the meeting of the Corporation, which shall normally be before the expiry of the Chair's or Vice-Chair(s)'s term of office.
- 1.3 All nominations must have a proposer and seconder.
- 1.4 The Chair and Vice-Chair(s) shall be eligible for re-election at the end of their term of office (assuming their continuation as a governor).
- 1.5 If both the Chair and Vice-Chair(s) are absent from any meeting, the members shall choose someone from among their number to Chair that meeting.

2. Powers of Chair and Vice-Chair(s) of the Corporation

- 2.1 Subject to the provisions of the Instruments and Articles, the Chair may act on behalf of the Corporation between meetings (subject to ratification at the next meeting) over an issue which in their opinion is:
 - an urgent matter where delay until the next meeting would be detrimental
 - is a minor or routine matter falling within the spirit of existing policies
 - is related to the detailed implementation or follow up action associated with matters already agreed by the Corporation.
- 2.2 The Vice-Chair(s) are authorised to act on behalf of the Chair on matters deemed appropriate by the Chair, including the signature of documents, and to chair meetings in the Chair's absence.

3. Appointment of Chair and Vice-Chair of Standing Committees

- 3.1 The Chair and Vice-Chair, where appropriate, of the Corporation's Standing Committees shall be appointed for a two year term (subject to the period of governorship remaining).
- 3.2 Appointments shall be made by the Corporation on the recommendation of the Search and Governance Committee.

- 3.3 Each respective Chair and Vice-Chair shall be eligible for re-election at the end of their term of office (assuming their continuation as a governor).

4. Meetings

- 4.1 The Corporation shall meet at least once in every term.
- 4.2 All meetings shall be called by the Head of Governance who shall give written notice of the meeting.
- 4.3 Every member shall act in the best interests of the Corporation rather than selectively or in the interests of a particular constituency and shall not be bound to speak or vote by any other body or person.

5. Agendas

- 5.1 All meetings of the Corporation and Standing Committees shall be supported by an agenda and written reports.
- 5.2 The Head of Governance shall be responsible for issuing agendas and papers for all meetings to the members of the Corporation and Committees seven days prior to the date of a meeting. In exceptional circumstances papers may be issued at shorter notice to provide members with the most up-to-date information. No item will be submitted to the Corporation or a Committee without supporting papers unless the relevant Chair agrees.
- 5.3 Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration by the Chairs' Standing Committee, the written notice convening the meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- 5.4 The Head of Governance shall agree the inclusion of items to the agenda following consultation with the Chair of the Corporation or Committee, as appropriate, and the Principal or responsible Senior Management Team member.
- 5.5 Full agenda papers for Corporation and Committee Meetings shall be available on request from the Head of Governance (in accordance with the Corporation's code on access to College information). The display of agendas, background papers and minutes shall take account of the Instrument and Articles of Government regarding confidentiality.

6. Quorum

- 6.1 Meetings of the Corporation shall be quorate if 40% or more of the membership is present.
- 6.2 If the number of members present does not constitute a quorum the meeting shall not proceed as a formally constituted, decision-making forum. However, the Chair, or in the Chair's absence the Vice-Chair, may allow the meeting to be held as an informal discussion group.

- 6.3 If, during a meeting, there ceases to be a quorum, the meeting shall be terminated as a formerly constituted, decision-making forum. However, the Chair, or in the Chair's absence the Vice-Chair, may allow the meeting to continue as an informal discussion group.

7. Confidential Sessions

- 7.1 If required, a confidential session shall be held as part of any meeting of the Corporation or Committee and staff and student members may be excluded under the terms of the Instrument and Articles of Government.
- 7.2 In determining the need for a confidential session, the Chair shall take account of the Instrument and Articles of Government, the matters to be considered and the necessity to retain strategic, statutory or commercial confidentiality, or the need for confidentiality to protect individuals or the interests of the Corporation and College.
- 7.3 The agenda, supporting papers and minutes of such meetings shall be confidential to those members permitted to attend and shall not be made available to staff or student members or the public, unless otherwise determined by the Chair of the Corporation.
- 7.4 The Corporation shall review regularly all confidential papers and minutes and make such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer exists, or that the public interest in disclosure outweighs that reason.

8. Meeting Procedures

- 8.1 Members must withdraw from any meeting, or part of a meeting, at which the matter under consideration could give rise to a conflict of interest, financial or otherwise, in accordance with the Instrument and Articles.
- 8.2 Votes carried out at a meeting of the Corporation or Committee shall normally be on a show of hands by the members present and a straightforward majority shall apply.
- 8.3 Where votes cast are equal the Chair of the meeting shall have a second or casting vote.
- 8.4 A member may not vote by proxy or postal vote.
- 8.5 A member who is under the age of 18 shall not vote on any question concerning the expenditure of money by the Corporation or any proposal under which the Corporation would enter into any contract or incur debt or liability.
- 8.6 If the Head of Governance withdraws from a meeting or part of a meeting of the Corporation or a Committee, the Corporation shall appoint a person from among the members to act as Clerk during this absence.

9. Establishment of Committees

9.1 The Corporation shall maintain the following Standing Committees:-

- i. Audit, Risk and Assurance
- ii. Search and Governance
- iii. Finance, Infrastructure and People
- iv. Quality of Education & Skills
- v. Remuneration
- vi. Chairs' Standing Committee

9.2 Other Committees and working parties shall be established by the Corporation as required. This may include the establishment of a Special Committee set up in accordance with the Instrument and Articles to consider the dismissal of the holder of a senior post.

9.3 Membership and Terms of Reference for Committees will be determined by the Corporation and will be subject to review every four years.

9.4 Members may attend any meetings of Committees of which they are not members only with the prior approval of the Chair of the Committee concerned.

9.5 Any Committee established by the Corporation, other than a Special Committee, may include persons who are not members of the Corporation.

10. Minutes

10.1 Written minutes of every meeting of the Corporation shall be prepared and at each meeting, other than a special meeting, the minutes of the last meeting shall be taken as an agenda item.

10.2 Where minutes are agreed to be accurate they shall be approved as a true record by the Board or Committee.

10.3 Minutes shall be published and circulated to all members of the Corporation and published on the College website once approved by the Board or Committee. A copy of the minutes can be made available to members of the public, staff and students on request from the Head of Governance.

10.4 Separate minutes shall be prepared for confidential items and shall be treated in accordance with standing order 7.

11. Written Resolutions

11.1 Written Resolutions should only be used in exceptional circumstances where, because of time constraints, it is not possible to deal with the matter at a scheduled Corporation or appropriate Committee meeting and when the Chair of Corporation does not believe it appropriate to take Chair's action.

- 11.2 A copy of the proposed Written Resolution will be sent to all eligible members by email or board portal.
- 11.3 The Written Resolution will advise the member how to signify agreement/ disagreement to the Resolution, and by when, and the date by which the Resolution must be passed if it is not to lapse.
- 11.4 The Written Resolution, and outcome of any decision taken, shall be an agenda item for noting at the next scheduled meeting of the Corporation.

12. Public Access to Meetings

- 12.1 The Corporation shall decide whether any person, other than a member or the Head of Governance, should be allowed to attend any of its meetings.
- 12.2 Members of the public shall not normally be admitted to meetings of the Corporation or its Committees.

13. Rules and Bye-laws

The Corporation may make such rules and bye-laws as it finds necessary.

14. Standing Orders

These Standing Orders shall be reviewed by the Search & Governance Committee every four years. Amendments to the Standing Orders shall be made by the Corporation on the recommendation of the Committee.

Policy owner	Head of Governance
Policy area	Governance
Approval process	Reviewed by Search & Governance Committee
Approving Body	Corporation
Date of last approval	25/06/2025
Review cycle	Every four years
Final version of the policy held by	Head of Governance