

**SELBY COLLEGE
FURTHER EDUCATION
CORPORATION**

STANDING ORDERS

Approved by Selby College Corporation 23rd May 2017

CONTENTS

1. Instrument and Articles of Government - Further & Higher Education Act 1992	1
2. Powers of the Person Presiding at the Meeting	1
3. Composition of the Corporation	1
4. Appointment of Corporation Members	1
5. Appointment of External Members	1
6. Eligibility of Corporation Members to Serve	1
7. Term of Office	2
8. Appointment of Chair and Vice-Chair	2
9. Termination of Membership	3
10. Committees of the Corporation	3
11. Membership of Committees	3
12. Notice of Meetings	3
13. Agendas and Corporation Papers	4
14. Attendance at Meetings	4
15. Quorum	5
16. Order of Business	5
17. Proceedings of Meetings	6
18. Minutes of Meetings	6
19. Committee/Working Party Papers	7
20. Publication of Minutes and Papers	7
21. Public Access to Meetings	8
22. Declarations of Interest	8
23. Withdrawal from Meetings	8
24. Confidentiality	9
25. Private Business	10
26. Chair's Action	10
27. Allowances to Members	10
28. Code of Conduct	10
29. Code of Good Governance for English Colleges, AoC, March 2015	11
30. Corporation Seal	11
31. Personal Liability	11
32. Amendment to Standing Orders	11

SELBY COLLEGE FURTHER EDUCATION CORPORATION

STANDING ORDERS

1) Instrument and Articles of Government - Further & Higher Education Act 1992

The Instrument and Articles of Government are those contained in the Further Education Corporations (Former Further Education Colleges) (Replacement of Instruments and Articles of Government) Order 2007, which came into force on 1st January 2008, including Modification Order 2010 and Modification Order 2012. These should be read in conjunction with and form part of these standing orders and nothing contained in these standing orders shall be contrary to the provisions of those regulations.

2) Powers of the Person Presiding at the Meeting

Any power or duty given to the Chair in relation to the conduct of meetings may be exercised by the person presiding at the meeting.

3) Composition of the Corporation

The Corporation shall consist of 17 members as follows:

- 1 Principal
- 2 Student Members
- 1 Staff Member
- 13 Independent Members

4) Appointment of Corporation Members

- i. The Corporation are the appointing authority in relation to the appointment of any member of the Corporation.
- ii. The Search Committee appointed by the Corporation shall be charged with identifying and advising on the appointment of members (other than as a staff or student member) and such other matters relating to membership and appointments as the Corporation may ask it to.

5) Appointment of External Members

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.

6) Eligibility of Corporation Members to Serve

Corporation members shall be required as a condition of membership, to declare their eligibility to serve. This declaration shall be made before appointment as a governor and annually thereafter.

7) **Term of Office**

- i. The term of office for independent members and staff members shall be for a period not exceeding four years.
- ii The term of office for a student member shall be for a period of one year or as determined by the Corporation
- ii. The number of terms independent and staff members can serve is not restricted
- iii. Retiring members shall be eligible to apply for re-appointment. Each application shall be considered on merit
- iv. The term of office for external members appointed to serve on a sub-committee will form part of an annual review by the Corporation.
- v. All newly appointed or re-appointed members' expiry dates with the exception of the staff member and student members should be the month of July in the year of expiry.

8) **Appointment of Chair and Vice-Chair**

- i. The Chair of the Corporation and the Vice-Chair shall be appointed by the Corporation from amongst their number, for a period of one year.
- ii. Neither the Principal 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.
- iii. At the end of their respective terms of office, the Chair or Vice-Chair shall be eligible for re-appointment.
- iv. If both the Chair and Vice Chair are absent from any meeting of the Corporation, the Members present shall choose someone from amongst themselves to act as Chair for that meeting.
- v. If both the Chair and Vice Chair know in advance they will be sending apologies to a corporation meeting, then the Chair or Vice Chair will invite a board member to meet with the Principal and Director of Governance prior to the meeting, providing an opportunity for the Member to ensure a full understanding of the agenda and reports. Members would still be required to appoint a member from amongst themselves to act as Chair at that meeting and there would be no obligation to appoint the briefed member.
- vi. If the Corporation is satisfied that the Chair or Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair or Vice-Chair from office and the office shall then be vacant.
- vii. At the last meeting before the end of the term of office of the Chair or Vice-Chair, or at the first meeting following the Chair or Vice-Chair's resignation or removal from office, members shall appoint a replacement from amongst themselves.

9) **Termination of Membership**

Should the Corporation consider it appropriate to remove a governor from office under Clause 10 (2a and b) of the Instrument of Government, the Chair or in his/her absence the Vice Chair shall give written notice to the member to remove from office and the office shall then be vacant. This would similarly apply in the case of a co-opted non-governor member.

10) Committees of the Corporation

The Corporation currently has the following established committees:

- Audit
- Remuneration
- Search
- Finance
- Curriculum & Quality

All committees have remits and memberships approved by the Corporation and these are reviewed annually in the Autumn Term. The Quorum of all committee meetings is included within the Committee Remits which are available from the Director of Governance and form part of Corporation Members' Information Pack.

11) Membership of Committees

- i. Regular skills audits take place to ensure that the relevant knowledge, experience and expertise of members are used effectively in appointing members to committees.
- ii. Membership of committees and Committee Chairs are reviewed and approved annually by the Corporation in the Autumn Term. In addition the following applies:
 - a) Any member of a committee may resign membership of that committee by notice, in writing, to the Director of Governance which shall become immediately effective.
 - b) Every vacancy on a committee of the Corporation shall be notified to the Corporation by the Director of Governance 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.

12) Notice of Meetings

- i. The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- ii. All meetings shall be called by the Director of Governance.
- iii. A schedule of proposed meetings of the Corporation and its committees shall be prepared by the Director of Governance and taken for approval to the July Board Meeting before the start of the new academic year.
- iv. Once approved a copy of the schedule shall be placed in the College Library and communicated to staff via the Staff Monthly Brief.

- v. Approval of this schedule shall not prevent any meeting of the Corporation or its committees being summoned by separate notice by the Director of Governance to Members of the Corporation or any such committee.
- vi. Changes to the approved schedule should only be made with the approval of the Chair of Corporation and, where appropriate, the relevant Committee Chair.

13) Agendas and Corporation Papers

- i. The Director of Governance shall prepare and send out agenda and papers for Full Corporation and Committee Meetings at least 7 days prior to the meeting (where practicable). Papers shall also be made available on the College's Sharepoint system prior to the meeting date.
- ii. Papers may also be sent out following circulation of the agenda provided that the item appears on the agenda and that they are received 48 hours prior to the meeting.
- iii. No paper shall be tabled or matters taken under "Any Other Business" unless the Chair of the Corporation or the Committee Chair decides that it should be considered as a matter of urgency which shall be specified in the minutes.
- iv. A copy of the agenda for Full Corporation Meetings shall be placed in the College Library prior to the meeting taking place.
- v. Meetings will normally commence at 5.30 pm and shall normally last no longer than 3 hours.

14) Attendance at Meetings

- i. Every member of the Corporation attending a meeting of the Corporation or one of its committees in person shall sign their name on the Attendance Sheet provided for that purpose. The Director of Governance will initial the Attendance Sheet for those members attending by electronic or telephonic medium.
- ii. Members shall attend in person, as far as reasonably practicable all meetings of the Corporation and those committees of which they are a member. If a member wishes to submit their apologies for any meeting of the Corporation or one of its committees they should do so in writing; e-mail; or by telephone to the Director of Governance as soon as possible following receipt of the agenda and papers.
- iii. If a member does not tender their apologies prior to a meeting, they will be recorded as absent in the minutes.
- iv. If a member wishes to take leave of absence they should put their request in writing (either by letter or email) to the Director of Governance outlining the reason for their request and the anticipated length of absence, which must be no longer than twelve months. The Director of Governance will inform the Chair of Corporation and If there is a reasonable explanation* for the absence, then at the Chair's discretion a sabbatical/ leave of absence will be granted for an agreed period of up to twelve months. Only in extenuating circumstances would a

period of longer than twelve months be considered. A leave of absence will not affect a member's term of office end date.

A leave of absence will be recorded in the annual attendance report.

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

- v. College Managers shall attend Corporation Meetings and Corporation Member Development Days, by prior agreement with the Chair or Committee Chair, or as approved within a Committee Remit.
- vi. Other non-members may attend Full Corporation and Committee Meetings with the prior agreement of the Chair of Corporation or the Committee Chair.
- vii. All College Managers and other non-members in attendance at any Full Corporation or Committee Meeting shall sign the attendance sheet.
- viii. The Director of Governance will report annually on the attendance of members and will bring to the Chair's attention, incidences of sporadic attendance.

15) Quorum

- i. Meetings of the Corporation shall be quorate if the number of members present in person or able to communicate simultaneously by electronic or telephonic medium with those members present in person is at least 40% of the total number of members:

Selby College Corporation Membership	-	17
Agreed quoracy	-	7

- ii. Quorums of committees are included as part of committee remits.
- iii. If the number of members present for a meeting does not constitute a quorum, the meeting shall not be held.
- iv. If, during a meeting, there ceases to be a quorum, the meeting shall be terminated at once and the Chair may call a special meeting as soon as it is convenient.

16) Order of Business

- i. Business shall be dealt with in the order in which it is set out in the agenda, unless the Corporation (or the Committee) otherwise decides.
- ii. No business shall be dealt with before a person has been appointed to preside at the meeting in the absence of the Chair and Vice-Chair at a Full Corporation or a committee meeting.

17) Proceedings of Meetings

- i. Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present

or communicating simultaneously by electronic or telephonic medium and entitled to vote on the question.

- ii. Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- iii. A member may not vote by proxy or by way of postal vote.
- iv. 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.
 - a) A resolution in writing, agreed by such number of members as required as if it had been proposed at a meeting of the Corporation, or at a Corporation Committee shall be as effectual as if it had been passed at a meeting duly convened and held, provided that a copy of the proposed resolution has been sent to every member entitled to attend and to vote on the matter seven clear days in advance of the date at which the resolution shall lapse if not passed.
 - b) The resolution shall be taken as an agenda item to note at the next meeting of the Corporation, unless the next meeting of the Corporation is a special meeting, in which case, it shall be taken as an agenda item at the next meeting which is not a special meeting.

18) Minutes of Meetings

Full Corporation

- i. Draft minutes of all meetings shall be forwarded by the Director of Governance to the Chair within 7 days of the meeting date.
- ii. Following approval by the Chair the minutes shall be circulated to all other members of the Corporation. Any question of accuracy should be raised with the Director of Governance immediately following circulation.
- iii. If no such question is raised, or if raised and appropriately actioned, the Chair shall sign the minutes at the next Corporation meeting without further discussion.
- iv. A copy of the draft minutes, once approved by the Chair and circulated to members, shall be placed in the College Learning Resource Centre (to exclude any item agreed as "Private Business" (see Note 1)
- v. A copy of the signed Minutes of Full Corporation Meetings should replace the draft minutes retained in the Learning Resource Centre (to exclude any item agreed as 'Private Business' (see Note 1).

Committees/Working Groups

- i. Draft minutes of all committee meetings will be forwarded by the Director of Governance to the Committee Chair within 7 days of the meeting.

- ii. Following approval by the Chair minutes will be circulated to all other members of that committee. Any question of accuracy should be raised with the Director of Governance immediately following circulation.
- iii. If no such question is raised, or if raised and appropriately actioned, the Committee Chair should sign the minutes at the next Committee Meeting without further discussion.
- iv. Minutes of all committee meetings will be received, without discussion, at Corporation Meetings unless there are recommendations for approval or adoption by the Corporation. Such items should be raised by the Committee Chair.

If appropriate, or if a Committee Remit stipulates, the Committee Chair will report verbally to the Corporation.

19) Committee/Working Party Papers

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

20) Publication of Minutes and Papers

- i. On request to the Director of Governance, a copy of the agenda, draft minutes (if they have been approved by the Chair of the meeting), the signed minutes and any report, document or other paper considered at every meeting of the Corporation shall be made available during normal office hours to any person wishing to inspect them, unless agreed as "Private Business". This must be by prior notice and papers may not be read outside the Director of Governance's presence.
- ii. A copy of the draft or signed minutes of every meeting of the Corporation shall be placed on the College website (excluding private business minutes) and remain on the website for a minimum period of 12 months.
- iii. A copy of the Corporation's Code of Conduct (which include the Search Committee's rules) shall be published on the College website. Terms of Reference for the Corporation's Search Committee will also be published on the College web-site and their advice to the Corporation will be included in the Corporation's minutes.

21) Public Access to Meetings

There shall be no public access to meetings of Selby College Further Education Corporation unless by invitation or prior agreement with the Chair.

22) Declarations of Interest

- i. On appointment, members of the Corporation shall complete the approved declaration of interest documentation. This will be reviewed annually and members will be asked to indicate their continuing eligibility to act as a member. The Director of Governance shall maintain the Corporation's Register of Interests.
- ii. A member who has a financial interest in the supply of goods to or for the purposes of the institution, any contract or proposed contract concerning the institution or any other matter relating to the institution shall disclose to the Corporation the nature and extent of the interest and shall declare it at the start of the meeting. They shall then not take part in any discussion relating to that item, form part of the quorum or participate in any vote.

23) Withdrawal from Meetings

i. Staff Member

Except as provided by article 16 of the Articles of Government (relating to appeals and representations about staff discipline and dismissal), a member of the Corporation who is a member of staff of the College (including the Principal) shall withdraw:

- a) From that part of any meeting of the Corporation (or committee) at which staff matters relating solely to that member of the staff (as distinct from staff matters relating to all members of staff, or all members of staff in a particular class) are to be considered;
- b) From that part of any meeting of the Corporation (or committee) at which that member's reappointment or the appointment of that member's successor is to be considered;
- c) From that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be), and
- d) If so required by a resolution of the other members present, from that part of any meeting of the Corporation (or committee) at which staff matters relating to any member of staff holding a post senior to their own are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.

ii. Student Member

- a) A student member who is under the age of 18 shall not vote at a meeting of the Corporation (or committee) on any question concerning any proposal:

- b) For the expenditure of money by the Corporation; or
- c) Under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- d) Except as provided by rules made under article 18 (3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall:
 - take no part in the consideration or discussion of staff matters relating to a member or prospective member of staff of the College and not vote on any question with respect to that matter; and
 - withdraw from that part of any meeting of the Corporation (or committee) where required to do so by a majority of the members of the Corporation (or committee) present at the meeting.

iii. The Director of Governance to the Corporation:

- a) Shall withdraw from that part of any meeting of the Corporation (or committee) at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement in their capacity as Director of Governance are to be considered; and
- b) As a member of the staff of the College, withdraw in any case where they would be required to withdraw under (i) above.

If the Director of Governance withdraws from a meeting or part of it, the Corporation shall appoint from their number a person to act as Director of Governance to the Corporation (or committee).

24) Confidentiality

- i. No member shall disclose to any person the whole or any part of the contents of any agenda, report or other document which is marked "Private Business" unless and until the document has been made available to the public by or on behalf of the Corporation or the Committee.
- ii. No member shall disclose to any person other than a member of the Corporation, any matter arising during the proceedings of any committee, sub-committee, panel or member working group or any other matter coming to their knowledge by virtue of their office as member where such disclosure would prejudice the interests of the Corporation.

25) Private Business

Items agreed as "Private Business" will be reviewed on an annual basis in the spring term to ascertain whether such items should be released into the public domain or continue to remain as "Private Business".

26) Chair's Action

- i. The Chair shall be authorised to act on behalf of the Corporation when there is a matter requiring urgent attention and any delay would disadvantage the College, and the circumstances are such that a special meeting of the Corporation cannot practically be convened, provided that notification of the action taken by the Chair shall be reported to other members of the Corporation by first class post within the following 24 hours.
- ii. In the absence of the Chair, the Vice-Chair shall be authorised to take Chair's action in relation to urgent business, subject to prior notification to one other member of the Corporation.
- iii. The Chair shall also be authorised to take routine action on behalf of the Corporation to include:
 - a) The signing of routine documents
 - b) Agreeing detailed aspects of the implementation of matters agreed by the Corporation
 - c) Action authorised by the Financial Regulations approved by the Corporation
- iv. The Chair shall also be authorised to take any action specifically delegated to him by the Corporation
- v. In authorising the Chair to take action, the Corporation accept corporate responsibility for that action.
- vi. All Chair's action shall be reported to the following Corporation meeting.

27) Allowances to Members

Members are eligible to claim travel expenses, subsistence or other agreed expenses when participating in College business.

28) Code of Conduct

All members of Selby College Corporation are required to observe the agreed Corporation Members' Code of Conduct. A copy of this Code is held in the College Learning Resource Centre, on Governors' Sharepoint under key documents and in each new Member's Induction Handbook

29) The Code of Good Governance for English Colleges, AoC, March 2015

All members of Selby College Corporation are required to uphold standards of good governance practice as set out in the Code of Good Governance for English Colleges, AoC adopted by the Board. A copy of the Code has been provided to each member and a copy is held on Governors' Sharepoint under "key documents" and in the College Learning Resource Centre.

30) **Corporation Seal**

The application of the seal of the Corporation shall be authenticated by the signature of the Chair of the Corporation or Vice-Chair of Corporation and the Principal/Chief Executive or Deputy Principal.

31) **Personal Liability**

- a) Recognising the previous inequitable position, the Learning & Skills Act 2000 contains a clause covering liability of FE Governors as non-executive directors. It remains the case that Corporation is a corporate body created by an Act of Parliament with its own legal status and powers to enter into contracts and employ staff.

Governors are members of the statutory corporation and, in principle, cannot be individually liable for the debts of the statutory body. As long as members ensure that Corporation does not exceed its powers in law, and as long as members exercise a duty of skill and care, and act reasonably, honestly and prudently, in good faith in the interests of the Corporation, individual members should not be held personally liable.

- b) The College has taken out liability insurance for governors and officers in respect of any claim against them of an actual or alleged breach of contract or wrongful act to a limit of indemnity of £5 million in any one period of insurance. This remains in place for up to 6 years following the end of a Corporation member's term of office.

32) **Amendment to Standing Orders**

These Standing orders will usually be reviewed on an annual basis. Proposed amendments or revisions must be submitted to all members of the Corporation through the Director of Governance, in writing, at least 7 days before the meeting at which they are to be considered.

Note *Private Business is defined as any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis eg Commercial confidence or named members of staff.*