

BOARD OF GOVERNORS

STANDING ORDERS

Author:	Head of Governance
Date of origin	Pre 2007
Version:	4.1 (October 2024)
Review requirements:	Every two years
Date of next review:	November 2025
Approval body:	S&G Committee 22.10.24 Board of Governors 06.11.24
Publication:	Website

This policy and procedure is subject to The Equality Act 2010 which recognises the following categories of individual as Protected Characteristics: Age, Gender Reassignment, Marriage and Civil Partnership, Pregnancy and Maternity, Race, Religion and Belief, Sex (gender), Sexual orientation, Disability.

Contents

	Page
SECTION 1	
• Introduction	3
• Responsibilities	5
• Membership	7
• Appointments and Termination	10
• Meetings	13
• Quorum	17
• Voting	18
• Items of Business	19
• Minutes and Papers	20
• Declaration of Personal Interest	22
• Board Effectiveness	23
• Senior Post Holders	24
• Fee Policy	25
SECTION 2	
• Standing Committees and Scrutiny Groups	26

Introduction

- 1 Any organisation will benefit from rules that determine how meetings etc. are conducted. Such rules, normally referred to as Standing Orders or bye-laws, should be drawn up and agreed by the Board of the Corporation, be given to each member on appointment, and should be the basis on which the Chair of the Corporation and each of its Committees conducts meetings.
- 2 The legitimacy of a Corporation's actions depends upon compliance with powers and procedures that are established in the Instrument & Articles of Government and in the Corporation's own Standing Orders. These Standing Orders also apply to Wholly Owned Subsidiary Companies and its Directors.
- 3 Some procedural rules are effectively laid down by the Instrument of Government and any local practice must not conflict with these rules.
- 4 The Corporation's Standing Orders include both statutory rules and procedures laid down in the Instrument of Government and those agreed by the Board members since incorporation.
- 5 In order to assist in carrying out their responsibilities in an effective manner, members of the Corporation are recommended to familiarise themselves with the following which, where not supplied to them on appointment, will be available on request from the clerk or can be accessed from the Governors' Portal.
 - (a) College's Instrument of Government;
 - (b) College's Articles of Government;
 - (c) College's Strategic Plan;
 - (d) College's Financial Regulations
 - (e) Governor Training Materials
 - (f) Board of Governors Code of Conduct;
 - (g) Governor Role Descriptions
6. Wholly Owned Subsidiary Companies (WOS)

The legitimacy of actions is subject to compliance with:

- Company Law
- The WOS Memorandum and Articles of Association
- The Commercial Agreement between MK College and the WOS
- The Board Terms of Reference for the WOS

Any local practice must not conflict with these governing documents.

References

Instrument of Government (IOG), 1 January 2008

The Education (Government of Further Education Corporations) (former Further Education Colleges) Regulations 1992

Instrument and Articles of Government (AOG), 1 January 2008

The Education (Government of Further Education Corporation) (former Further Education Colleges) Regulation 1992.

The Education Act 2011 (Revised Schedule 4 to the FHEA 1992)

The Further Education Corporations (Former Further Education Colleges) (Modification of Instruments and Articles of Government) Order 2012

Instrument and Articles of Government (I&A), Instrument and Articles of Government approved by the Board of Milton Keynes College 5th February 2014 and as subsequently amended

Interpretation

In this document:-

- *‘College’ means Milton Keynes College Group;*
- *‘Council’ means the ESFA (Education & Skills Funding Agency) or any successor body;*
- *‘Board of Governors’ or ‘Corporation’ means the Further Education Corporation which was established for the purpose of conducting the College;*
- *‘Governor’, ‘Chair’, ‘Principal’ and ‘Clerk’ mean respectively: Member of the Corporation of the College; Chair of the Corporation, the CEO & Group Principal and the Head of Governance (Clerk & Corporation Secretary);*
- *all other definitions have the same meanings as given in the College’s Instrument and Articles of Government; and*
- *words importing one gender import either gender.*
- *‘Director’ means director of a wholly owned subsidiary company*

1. Responsibilities		
No.	Standing Order	Authority ¹
1	Responsibilities The Corporation shall be responsible for: (a) the determination and periodic review of the educational character and mission of the institution and for 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 (d) the effective and efficient use of resources, the solvency of the institution and the Corporation and for 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 Senior Post-Holders and the clerk (g) for setting a framework for the pay and conditions of service of all other staff	<i>AOG (Article 3) modified by Schedule 4 Education Act</i>
2.	The Corporation shall appoint a person to serve as clerk to the Corporation.	<i>IOG (Clause 7)</i>
3.	Certain “reserved responsibilities” cannot be delegated by the Corporation and these are: (a) the determination of the educational character and mission of the institution; (b) the approval of the annual estimates of income and expenditure (c) ensuring the solvency of the institution and the Corporation and the safeguarding of their assets (d) the appointment of the Principal or Senior Post-Holders; (e) the appointment of the clerk to the Corporation;	<i>AOG (Article 9)</i>

¹ Abbreviations: IOG - Instrument of Government; AOG – Article of Government; LSO - Local Standing Order; FEFC – Further Education Funding Council; LSC – Learning & Skills Council or successor body

	(f) the modification or revocation of the Articles of Association	
4.	Other responsibilities which the Corporation may not delegate other than to a Committee of Members are: (a) the consideration of a case for dismissal of the Principal, Clerk or Senior Post-Holder; (b) the power to determine an appeal in connection with the dismissal of the Principal, clerk or Senior Post-Holder;	<i>AOG (Article 10)</i>

2. Membership												
No.	Standing Order	Authority										
1	The Corporation is determined to have a total membership of up to 21, with the categories of membership as follows: <table><tr><td>Independent Members</td><td>between 9 and 14</td></tr><tr><td>Staff Members</td><td>2</td></tr><tr><td>Student Members</td><td>2</td></tr><tr><td>CEO & Group Principal (ex-officio)</td><td>1</td></tr><tr><td>Additional for succession planning</td><td>2</td></tr></table>	Independent Members	between 9 and 14	Staff Members	2	Student Members	2	CEO & Group Principal (ex-officio)	1	Additional for succession planning	2	<i>IOG (Clauses 2,3)</i> <i>LSO (Board Minutes):</i> <i>17.12.08, item 6.5.2</i> <i>14.3.12, item10.2</i> <i>24.7.13 item 6.4</i>
Independent Members	between 9 and 14											
Staff Members	2											
Student Members	2											
CEO & Group Principal (ex-officio)	1											
Additional for succession planning	2											
2	In exceptional circumstances, the number of Independent Members may be increased (on a temporary basis) from 14 to 15 or 16 This is to assist succession planning, as it will allow Independent Members to be appointed in anticipation of future vacancies and the aim will be to revert to between 9 and 14 Independent Members at the first available opportunity. Attendance will be calculated on the actual number of appointed / elected Members in role. See section 5. Quorum	<i>IOG (Clauses 2,3)</i> <i>LSO (Board Minutes):</i> <i>31.03.10 item 7.2.2</i> <i>25.4.12, item 10.2</i> <i>24.7.13 item 6.4</i>										
3	Board Membership of Wholly Owned Subsidiary Companies will be determined by quoracy requirements in the Articles of Association.	<i>MKC Commercial Ltd Board Terms of Reference</i>										

3. Appointments and Termination		
No.	Standing Order	Authority
1	The procedure for selection of all Governors shall be via recommendation of the Search & Governance Committee, in accordance with the Committee's terms of reference, with the exception of the Staff and Student members who are directly elected. Clause 5 of the I&A shall apply to the appointment of a member See also – Recruitment Policy .	<i>IOG (Clauses 2,5)</i> <i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i>
2	All Governors other than Student Governors, Associate Governors and ex-officio members, will serve for a term of office of three years.	<i>IOG (Clause 9)</i> <i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i>
3	Staff Members There will be two staff Corporation members (excluding the CEO) each elected by all the College staff, and appointed for a period of three years, ideally one from the academic staff and one from the support staff of the College	<i>IOG (Clauses 2, 8)</i> <i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i>
4	Student Members There will be two student members, elected by the College students or nominated and / or elected by a recognised student body. The procedure for the appointment of Student Governors is determined by the Search & Governance Committee. Student Governors will be nominated and / or elected by their fellow students or a recognised association representing such as the Student Council or Student Union (if one exists).	<i>LSO (Board Minutes);</i> <i>18.07.07, item 6.5.1)</i> <i>24.7.14, item 6.2)</i>
5	Independent Members Independent Members are elected, usually for a three year term of office but prior to the end of their term, they may re-apply to serve a further term, subject to a maximum three terms (usually nine years). The Search & Governance Committee will consider their re-application and undertake a review of their membership, including contribution and attendance record, before making a recommendation to the Board on whether or not to re-appoint. Nine months prior to expiry of their current term, the clerk will enquire whether they are considering applying for a further term. Clause 5 of the I&A shall apply to the reappointment of a Member.	<i>IOG (Clauses 9, 5)</i> <i>LSO (Board Minutes):</i> <i>13.12.06, item 7.1</i> <i>18.07.07, item 6.5.2</i> <i>16.7.08, item 6.5.3</i> <i>31.03.10, item 7.2.8</i> <i>31.03.10, item 7.2.6</i> <i>LSO (S&G Minutes 4.7.17,</i> <i>item 3.1)</i>

3. Appointments and Termination		
No.	Standing Order	Authority
	The Board may vary the term of office for a Member in exceptional circumstances e.g. to align to his / her term of office as a Member with his / her term of office as Chair. In exceptional circumstances, members may be re-appointed for a fourth or in very exceptional circumstances, a fifth term of office. Exceptional circumstances could include the member's particular area of skills and expertise and the specific needs of the Corporation and the College at a point in time e.g. if a member uniquely provides critical skills or input, which is not provided by another member. Very exceptional circumstances could mean that the loss of that Governor's experience and skills could create a significant risk to the College. The Search & Governance Committee will clearly define these exceptional circumstances in any recommendation to the Board. In the final year of office, after discussion with the Chair of Governors and the CEO, the clerk will liaise with the governor concerned to agree the actual leaving date. This will be fixed according to the schedule of Board and Committee meetings and with reference to any other major commitments governors may have to any specific areas of the College's work. This should ensure better continuity towards the end of a final term of office. The leaving date will be agreed to the mutual convenience of the College and the governor concerned should be before the end of the academic year in which the term of office expires	
6	The full Corporation is the appointing authority in relation to an appointment of any member of the Corporation (except Associate Governors)	<i>IOG (Clause 5)</i>
7	If the numbers of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of such number of members as is required for a quorum	<i>IOG (Clause 5)</i>
8	Associate Governors (Co-opted Committee Members) Associate Governors (also known as Co-opted Committee Members) are not interviewed by the Search & Governance Committee or appointed by the Corporation. The usual rules concerning eligibility will apply. Associate Governors have specific skills and subject to the respective Committee's Terms of Reference may have voting rights / count towards quoracy.	<i>LSO (Board Minutes): 08/11/23</i>

3. Appointments and Termination		
No.	Standing Order	Authority
	Associate Governors are appointed, usually for a term of two years, following an interview with the Committee Chair. They are eligible for re-appointment (maximum three terms). If the individual subsequently applies to be a full member, the usual recruitment and appointment process will apply. Associate Governors receive copies of Board Minutes (including confidential minutes) and Committee Minutes of which they are a member. See Role Description for Associate Governors	
9	Eligibility . Eligibility to serve as member is listed in the IOG. This applies to all categories of governors including Associate Governors.	<i>IOG (Clause 8)</i>
10	Chair and Vice Chair(s): • shall usually be elected for a term of office of three years and one year respectively; and would be eligible for reappointment after this period • The Board may vary the term of office for the Chair in exceptional circumstances e.g. so as to align to his / her term of office as a member with his / her term of office as Chair. • the clerk will chair the appointment meeting for the Chair and invite nominations or this may be transacted by written resolution in accordance with Section 4.10 of these Standing Orders; • nominations must be seconded and the nominee must agree to the nomination; • in the event of more than one nomination, a secret ballot will be arranged by the clerk. • the CEO and the staff members are not eligible to be Chair or Vice Chair, although they may participate in the process of appointment (by nominating or voting) • the position of Chair and Vice Chair(s) would normally be filled by someone who has served at least one full term as a Governor, and therefore it is likely that a Chair would serve for at least 3 full terms. In exceptional circumstances, this could be extended to a further term; or the Chair may be appointed directly to the post without having previously being a member of the Board, provided this is with the agreement of the Board • The Board may appoint joint Vice-Chairs	<i>IOG (Clause 6)</i> <i>LSO (Board Minutes: 24.09.03, item 8.1 31.03.10 item 7.2.8 24.7.14, item 5.1</i>
11	A member may at any time resign his/her office by notice in writing to the clerk.	<i>IOG (Clause 10)</i>

3. Appointments and Termination		
No.	Standing Order	Authority
12	Should a Member, Chair, Vice-Chair • be absent from Corporation meetings for a period longer than six consecutive months, without the permission of the Corporation or • become unable or unfit to discharge the functions of a member and /or • the Corporation considers it is in the best interest of the Corporation that the Member / Chair / Vice-Chair stands down (which may include failure to comply with the Code of Conduct), the Corporation may, by notice in writing to that member, remove them from office and thereupon the office shall become vacant. This The Corporation will consider granting leave of absence to a Governor from his / her duties as a member of the Corporation. The request should be presented in writing to the clerk for consideration by the Chair who will make a recommendation to the Board. The Board will take into account: • the reason for the request • the period of absence requested (which should not exceed twelve months) • his / her prior contribution and attendance record • the potential impact on the Board / College and how he / she proposes to remain engaged with the Board (e.g. by receiving copies of minutes) during the period of absence. • whether a review is appropriate (say after six months) • that a Governor on an authorised leave of absence will not adversely impact attendance figures; however, quoracy will be based on total membership including absences and vacancies. If the leave of absence is agreed by the Board, the clerk will write to the Governor to confirm this.	<i>IOG (Clause 10)</i> <i>LSO (Board Minutes):</i> <i>31.03.10, item 7.2.3)</i>
13	Any staff member or the CEO shall cease to be a Corporation member if they cease to be a member of staff of the College and the office shall become vacant.	<i>IOG (Clause 10)</i>
14	Any student member shall cease to hold office at the end of the academic year in which they cease to be a student or if they are expelled from the institution	<i>IOG (Clause 10)</i> <i>LSO (Board Minutes):</i> <i>24.7.14, item 6.2)</i>
15	Termination of Membership Rules concerning termination of membership are set out in the IoG	<i>IOG (Clause 10)</i>
16	Directors of WOS are not interviewed by the Search & Governance Committee. The usual rules concerning eligibility will apply.	<i>MKC Commercial Ltd</i> <i>Board Terms of Reference</i>

3. Appointments and Termination		
No.	Standing Order	Authority
	Directors are appointed for a term of three years and are eligible for re-appointment (maximum three terms). Appointment and termination of Directors of Wholly Owned Subsidiary Companies is the responsibility of the Corporation (as the sole shareholder).	

4. Meetings		
No.	Standing Order	Authority
1	The Corporation shall meet at least once a term and, in practice, holds c8 meetings per year (meeting every 5-6 weeks except in August and September) with additional meetings convened if deemed necessary by the Corporation	<i>IOG (Clause 12) LSO (Board minutes): 28.8.10, item 5.3 15.07.09, item 5.2</i>
2	Meetings of the full Corporation will normally be held on Wednesday evenings from 5.00 pm – 7.00 pm.	<i>LSO (Board minutes): 24.09.03, item 8.1</i>
3	Whenever possible the business of the meeting should be conducted to achieve a 7.00 pm finish.	<i>LSO (Board minutes): 24.09.03, item 8.1)</i>
4	Items for agendas of Corporation meetings (and supporting papers if appropriate) shall be given to the clerk at least two weeks before the meeting and in sufficient time to enable the clerk to issue (via the Governors' Intranet) agendas and papers to members seven calendar days prior to the meeting where it is practical to do so. Any individual member may request that an item is included on the agenda. Such items are to be brought to the notice of the clerk prior to finalisation of the agenda with the Chair and CEO.	<i>IOG (Clause 12) LSO (Board Minutes): 24.09.03, item 8.1, 15.07.09, item 5.2</i>
5	If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the clerk, the Chair (and not the clerk), shall send out a copy of the agenda item and any relevant papers at least seven calendar days before the date of the meeting where it is practical to do so.	<i>IOG (Clause 12)</i>
6	All Corporation meetings will be summoned by the clerk who shall issue to the members notice of the meeting and a copy of the agenda and papers at least seven days ahead of the meeting where it is practical to do so.	<i>IOG (Clause 12) LSO (Board minutes): 15.07.09, item 5.2</i>
7	A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five members. This meeting may be called with less than seven days' notice if the Chair (or in his/her absence, the Vice Chair) so directs, on the grounds that there are matters demanding urgent consideration.	<i>IOG (Clause 12)</i>

Meetings continued		
No.	Standing Order	Authority
8	Attendance Members are expected to attend in person, as far as is reasonably practicable, all meetings of the Corporation and those committees of which s/he is a member. The Board recognises the benefits of coming together in person; where a meeting has been designated as 'in-person' members are requested to do their very best to physically attend. the Board also recognises that personal circumstances may prevent physical attendance and, in these circumstances, attendance remotely (e.g., by MS Teams) is perfectly acceptable particularly where it increases access and participation. Members are requested to accept meeting invitations (or send apologies) in advance so that meeting organisers can plan for the meeting to be quorate (or not). It is recognised that in exceptional circumstances, this may be on the day of the meeting. Where apologies are given, the Corporation will be deemed to have given permission (for the purposes of Instrument of Government Clause 10 (3) (b). Members are encouraged in advance of the meeting to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion. The Head of Governance will monitor attendance levels at all meetings of the Corporation and its Committees and will submit an annual report to the Search & Governance Committee and subsequently to the Board. f) For guidance, • 80% - 100% attendance (in person or virtual) is good / very good. • 70% - 80% is the average level expected of a Governor • Below 70% is of concern, with the lower the percentage the greater the concern • Overall attendance below 60% may lead to a review with the Chair Refer also to the Governor Attendance Policy & Procedures	<i>LSO (Board Minutes) 8.2.23, item 3.2 (Attendance Policy)</i>
9	Written resolution In exceptional circumstances, and for items not thought to be requiring discussion, a resolution in writing (or email) agreed by a majority (i.e. over 50%) of the Members who would have been entitled to vote upon it had it been proposed at a meeting (see rules re quoracy) shall be effective provided that:	<i>LSO (Board Minutes): 1.10.14, item 6.5</i>

Meetings continued		
No.	Standing Order	Authority
	a) a copy of the proposed resolution has been sent to every eligible member; b) a majority (i.e., over 50%) of the members have signified agreement to the resolution; and A written resolution will lapse if it is not passed before the end of the period specified The resolution passed will be ratified at the next meeting of the Board or Committee.	
10	Video conferencing The Board recognises that personal circumstances may prevent physical attendance and, in these circumstances, attendance remotely (e.g., by MS Teams) is perfectly acceptable particularly where it increases access and participation. Any video conferencing facilities used must enable all participants, whether present in person or via the electronic facilities, to hear all participants in the meeting. Members should take steps to ensure video conferencing facilities used are secure to avoid breaches of confidentiality.	<i>LSO (Board Minutes) 8.2.23, item 3.2 (Attendance Policy)</i>
10	Members of the Executive Leadership Team may be invited to attend Corporation meetings on a regular basis, and other staff members as appropriate	<i>IOG (Clause 16)</i> <i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i>
11	Any non-member of the Corporation should formally apply to the clerk at least one week in advance, if they wish to attend a Corporation or Corporation Committee meeting. This request will be considered and determined by the members eligible to attend the meeting. The policy on attendance at meetings by non-members is published on the College website.	<i>IOG (Clause 16)</i> <i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i> <i>17.12.08</i>
12	Corporation members may attend meetings of the Committees in accordance with the procedures and terms of reference of those Committees, but they will not form part of the number required for a quorum.	<i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i> <i>17.12.08</i>
13	The clerk: a) Shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of clerk, are to be considered; and	<i>Formerly Clause 14 of the I&A but not included in Schedule 4</i>

Meetings continued		
No.	Standing Order	Authority
	b) If the clerk withdraws from a meeting, or part of a meeting, of the Corporation), the Corporation shall appoint a person from among themselves to act as clerk during this absence.	

5. Quorum		
No.	Standing Order	Authority
1	Quoracy and Attendance will be calculated according to the number of Members in post. For a meeting to be quorate, 40% of all Members in post (or in post and eligible to attend the meeting) must be present e.g., if 19 Members have been appointed then quoracy is 8 of whom a minimum 50% (4) must be Independent Governors. If the number of Independent Members has been increased or decreased, quoracy rules will be increased or decreased pro-rata but always subject to the 50% rule for Independent Members.	<i>IOG (Clause 13)</i> <i>LSO (Board Minutes):</i> <i>25.4.12, item10.0</i>
2	If the number of members assembled for the meeting does not constitute a quorum, the meeting should not be held (or an informal discussion may take place, but no decisions can be made). A meeting must remain quorate for its full duration. Should members arrive late or leave for any reason, quoracy must be maintained. If the meeting becomes inquorate, it should be ended as the subsequent decisions would be invalid. Informal discussion only could continue. The Chair may then decide to call a Special Meeting to undertake the remaining business.	
3	A meeting is deemed to include a meeting at which the members attending are present in more than one room, provided that by use of video conferencing facilities it is possible for every person present at the meeting to communicate with each other. Such members will count towards the quoracy of a meeting. (Refer also to Meetings item 10).	<i>LSO (Board Minutes1.10.14)</i>
4	Written Resolutions – refer also to Meetings item 9	
5	The rules regarding quoracy for Wholly Owned Subsidiary Companies are included in the Articles of Association.	<i>MKC Commercial Ltd Board Terms of Reference</i>

6. Voting		
No.	Standing Order	Authority
1	Decisions are arrived at, following discussion, by the Chair asking the Board for agreement to the proposal in question. Formal votes are not routinely taken. However, votes may be called for by the Chair if there is clear expression of dissent or if it is a matter of particular significance. If votes are taken, points 3 – 9 following apply.	<i>LSO (Board Minutes): 24.09.03, item 8.1</i>
2	Dissenting members have the right to have their disagreement recorded in the minutes.	<i>LSO (Board Minutes): 24.09.03, item 8.1</i>
3	Every question to be decided at a meeting of the Corporation shall be determined by a majority (i.e., over 50%) of the votes of the members present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.	
4	Numbers for and against should be recorded in the minutes.	<i>LSO (Board Minutes) 24.09.03, item 8.1</i>
5	Proxy votes on behalf of absent Governors are <u>not</u> permitted. Written resolutions may be accepted in exceptional circumstances.	
6	The members themselves decide whether a <u>secret</u> ballot should be held or whether names of those voting for and against should be taken.	<i>LSO (Board Minutes): 24.09.03, item 8.1</i>
7	If an individual member requests that a vote be taken, this must be agreed by the majority (i.e., over 50%) of the Board.	<i>LSO (Board Minutes): 24.09.03, item 8.1</i>
8	Members shall act in the best interests of the Corporation, and accordingly shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.	<i>IOG (Clause 12)</i>
9	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.	<i>Formerly Clause 14 of the IoG</i>

7. Items of Business		
No.	Standing Order	Authority
1	Where possible, business items for discussion by the Corporation should be supported by a one/two page Executive Summary setting out the purpose of the paper, relationship to strategic plan; where it has come from (e.g. requirement by ESFA, new strategic development requiring governor approval; compliance issue) and all such papers or reports should have a proposed recommendation or resolution for the Board to consider.	<i>LSO (Board Minutes): 24.09.03, item 8.1)</i>
2	Verbal reports should be avoided. Where necessary, have a clear proposal for the Board to consider as a formal motion.	<i>LSO (Board Minutes): 24.09.03, item 8.1</i>

8. Minutes and Papers		
No.	Standing Order	Authority
1	The Corporation shall ensure that a copy of the following shall, as soon as possible, be made available during normal office hours in the clerk's office, to anyone wishing to inspect them: - the agenda for each meeting of the Corporation; - the draft minutes of every such meeting, if they have been approved by the Chair. - the approved minutes of every such meeting. - any report, document, or other paper considered at such meetings. Minutes (unless confidential) will be published on the College Website after they have been approved by the Board or respective Committee (applies only to Audit & Risk Committee and Seach & Governance Committee).	<i>IOG (Clause 17)</i> <i>LSO (Board minutes): 16.7.08, item 6.5.1</i>
2	All minutes and papers determined by the Corporation to be confidential, by reasons of its nature, will not be made available for public inspection. Confidential minutes and papers will be reviewed annually to determine if any materials, which were withheld under Clause 17 of the IoG in the preceding academic year, may be released for publication. Refer also to the Policy on 'Access to College and Corporation Information'	<i>IOG (Clause 1)</i>
3	At every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate and a true record, shall be <i>signed</i> (in the case of Corporation and Audit & Risk Committee) or minuted as approved (but not signed), (in the case of other Committees and Scrutiny Groups). Digital signatures are acceptable*. Minutes do not need to be an agenda item at a <i>special</i> meeting of the Corporation but may be deferred to the next meeting which is not a special meeting). Digital copies of approved minutes will be held by the Clerk. The version approved by the Board / Committee must be clearly identifiable.	<i>IOG (Clause 15)</i> <i>*Evershed Sutherland verbal advice August 2023</i>
4	Separate minutes shall be taken of those parts of meetings from which the clerk or staff or student members have withdrawn. Those who have withdrawn from a meeting shall not be entitled to see the minutes of that part of the meeting. However, the Corporation may decide to allow the clerk or a staff, or student members to see these minutes, provided the Corporation's interest would not be jeopardised	<i>IOG (Clause 15)</i>

9. Declaration of personal interest		
No.	Standing Order	Authority
1	Where a Corporation member has a financial interest in the supply of work or goods to, or for the purposes of, the College; any contract or proposed contract concerning the College; or any other matter relating to the College, it is the responsibility of that member to declare their interest. They should then: • withdraw from the meeting or not take part in any discussion (unless the Corporation or Committee specifically authorises this) • not form part of the quorum • not vote on the relevant matter.	<i>IOG (Clause 11)</i> <i>Code of Conduct</i>
2	The Corporation may extend this declaration to include the interests of spouses, partners and close family of members.	<i>Code of Conduct</i> <i>Conflicts of Interest Policy</i>
3	The declaration may also be extended to include non-financial personal interests, such as membership of other public bodies and institutions; directorships; trusteeship of a trust where the member, or other person connected with them, may be a beneficiary; or membership of a closed organisation; also gifts, benefits or hospitality	<i>Code of Conduct</i> <i>Conflicts of Interest Policy</i>
4	A Register of Members' Interests is held by the Clerk and is available during normal office hours at the College to any person wishing to inspect it. The Register is updated on an annual basis.	<i>IOG Clause 11</i> <i>I</i>
5	It must always be recorded in the minutes when a Corporation member makes a declaration of interest.	<i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1)</i>
6	The clerk should advise the Chair before a meeting and draw the matter to the attention of the member if, based on a declaration in the Register, there is a matter of a member's personal or financial interest arising on an agenda.	<i>LSO (Board Minutes):</i> <i>24.09.03, item 8.1</i>
7	Staff Corporation members and, where applicable, the Principal and clerk 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; • the appointment of their successor.	<i>IOG (Clause 12)</i>
8	Staff members are required to withdraw, if required to do so by resolution of the other members present, from a meeting of the Corporation at which the appointment, remuneration, conditions or service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to themselves is being considered. Detailed papers on such matters will not be circulated to staff members in advance of the meeting but tabled copies will be available if the Corporation decides at the meeting that they may remain.	<i>Formerly Clause 14 of the IoG</i>

9. Declaration of personal interest		
No.	Standing Order	Authority
9	Student members under the age of 18 shall not vote on any proposal relating to the expenditure of money by the Corporation; or any proposal under which the Corporation would incur any debt or liability	<i>Formerly Clause 14 of the IoG</i>
10	Student members may be required to withdraw, by resolution of the other members present, from any meeting at which staff matters relating to a member or prospective member of staff of the institution are discussed. Detailed papers on such matters will not be circulated to student members in advance of the meeting but tabled copies will be available if the Corporation decides at the meeting that they may remain.	<i>Formerly Clause 14 of the IoG</i>
11	Student members are required to withdraw from that part of any meeting at which the conduct, suspension or expulsion of a student is to be considered, except as provided by rules made relating to the conduct of students, to include appeals and representations in disciplinary cases	<i>Formerly Clause 14 of the IoG</i>
12	The clerk: • Shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of clerk are to be considered; and • If the clerk withdraws from a meeting or part of a meeting, of the Corporation), the Corporation shall appoint a person from among themselves to act as clerk during this absence.	<i>Formerly Clause 14 of the IoG</i>

10. Board Effectiveness		
No.	Standing Order	
1	The Board will take a blended approach to self-assessing its performance. This may include, • Annual self-assessment against the FE Code • Qualitative feedback from governors (biennial reviews with the Chair / Vice-Chair) • Feedback from Student Governors • Feedback from the Executive Team • Annual self-assessment against quantitative measures (as determined by the S&G Committee) • Feedback from Heads of School (on the role of Link Governors) • Committee Annual Reports • Committee self-assessment • External judgements e.g. Ofsted The Search & Governance Committee will monitor the feedback at its first meeting of the year and use the information to determine areas for improvement.	<i>LSO (Board Minutes):</i> 6.4.11 <i>LSO (S&G Minutes):</i> 17.1.11 13.11.17, item 2.3
2	The performance of the Chair will be reviewed by another Member (usually a Vice-Chair or Committee Chair). The CEO may attend.	<i>LSO (Board Minutes):</i> 6.4.11 <i>LSO (S&G Minutes):</i> 17.1.11
3	The Board will commission an External Governance Review every 3 years	

11. Senior Post Holders		
No.	Standing Order	
1	The CEO & Group Principal, Chief Operating Officer & the clerk are the designated Senior Post Holders	
2	The Remuneration Committee will determine the remuneration of Senior Post Holders in accordance with its Terms of Reference	
3	The Board shall appoint a Selection Committee to oversee the appointment of Senior Post Holders in accordance with the AoG.	<i>AoG (12)</i>
4	The Corporation is responsible for making rules regarding the discipline, dismissal, grievances and suspension of Senior Post Holders.	<i>AoG (16)</i>

12. Fee Policy		
No.	Standing Order	
1	As part of its responsibility for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets, the Corporation shall set the policy by which the tuition and other fees payable to it are determined or agree to delegate this to the Principal.	<i>Formerly Article 19 of the AoG</i>

SECTION 2

PROCEDURAL GUIDELINES FOR STANDING COMMITTEES AND SCRUTINY GROUPS

A) Purpose and Objectives

The Board operate a governance model which includes:

- Regular Board meetings (8 or 9 times a year and a strategic meeting)
- Three Standing Committees
- Task and Finish Groups for additional scrutiny

The two major objectives are:

- to have short effective Governors' meetings and try to avoid debating everything twice
- to involve, so far as is possible, all Governors in the process of decision making.

B) Standing Committees

- (a) There are three Committees – Audit & Risk; Search & Governance; Remuneration.
- (b) Most Governors serve on at least one Committee. All Governors receive the minutes of Committees (apart from Remuneration). All Governors have a right to attend and speak (but not to vote) at any of the Committee meetings if he/she so chooses, with the agreement of the Committee Chair.
- (c) If any Governor wishes to put an item on the agenda of a Committee meeting, it should be discussed with the clerk and/or the appropriate Committee Chair. Minor items can be raised under 'Any Other Business'.
- (d) Papers are submitted to the Committees on relevant issues together with a suggested recommendation or resolution from the manager who has prepared the paper. Committees will normally resolve routine or minor issues and make recommendations on other issues if they are to be considered by the full Board of the Corporation. If one or more members of the Committee thinks that an agenda item should be sent to the Board, with a recommendation rather than being resolved, it then passes to the full Board for decision.
- (e) Minutes of the Committees (apart from Remuneration) are circulated to all Governors and the Committee Chair submits a written or verbal report at full meetings of the Board. Governors may, if they wish, comment on items which have been resolved by the Committees, and Committees may wish to take note of remarks of substance when they consider "matters arising" at their next meeting. In general, the full Board will note the decision which has already been taken by the Committees. The full Board of the Corporation will

consider recommendations from the Committees and make their decision.

- (f) Items which will normally come directly to the Board include:
 - (i) matters with strategic implications which require full Board engagement or decision making;
 - (ii) matters which do not fall within the remit of one (or more) of the Committees and which are more appropriately dealt with by the full Board;
 - (ii) matters which are of some urgency which arise after the meeting of the relevant Committee;
 - (iii) matters which require additional discussion because of new information after discussion by a Committee and which are of such urgency that they cannot wait until the next meeting of the Committee
- (g) Standing Committees operate in accordance with their Terms of Reference. Terms of Reference are reviewed annually, approved by the Corporation.
- (h) Approved or signed Minutes are published on the website (subject to the usual rules on confidentiality)

C) Scrutiny (Task and Finish) Groups (T&FG)

- a) The Board may decide to convene a T&FG for additional scrutiny and / or assurance.
- b) T&FG report and advise on specific issues. T&FGs meet for the duration of the task and are then disbanded. The Terms of Reference are agreed by the Board. A T&FG group may make recommendations (or report) to another Committee or to the Board.
- c) T&FG operate in accordance with their Terms of Reference. Terms of Reference are reviewed annually, approved by the Corporation.
- d) Minutes are not published on the website but are available for inspection by any person during normal office hours (subject to the usual rules on confidentiality)