

CAPEL MANOR COLLEGE

GOVERNING BODY STANDING ORDERS

By order of the Governing Body 10 December 1997

Revised and approved to comply with the modified Instrument and Articles of Government and approved by the Governing Body 30 March 2000

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Reaffirmed by the governing Body 15 December 2010

INTRODUCTION AND GENERAL DUTIES

These Standing Orders ("Orders") supplement the provisions of the Further and Higher Education Act 1992 and subsequent legislation ("Act") and the Instrument and Articles of Government of the College ("Instrument and Articles"). In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and Instrument and Articles shall prevail.

These Standing Orders will be reviewed by the Corporation annually.

Every member of the Corporation 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, and
- Leadership.

The Standing Orders listed below are set to determine how meetings are conducted. Some procedural rules are effectively laid down by the Instrument of Government but are reproduced in summary for ease of reference.

1. QUORUM

1.1 For a meeting of the governing body to be quorate, the numbers of members present must be at least 40% of the membership numbers determined in accordance with clause 13 of the Instrument of Government i.e.

1.	Total membership of Corporation	20
2.	Number of members that constitute a quorum	8 (40%)

1.2 If the number of members assembled for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith e.g. members leaving early or declaring an interest (see Section 4)

- 1.3 The Clerk will keep a note of attendance, including any changes which take place during the meeting. If the meeting becomes inquorate the Clerk will immediately inform the Chair. If the meeting becomes inquorate it should be terminated forthwith. It is open to the Chair to call a special meeting to undertake the remaining business.
- 1.4 Under the Instrument of Government the Learning and Skills Council can appoint up to two additional members to the Corporation where they consider this is appropriate (Section 11 of the Learning and Skills Act 2000)

2. DECISIONS AND VOTING

- 2.1 Resolutions at meetings of a committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate meeting. In the case of an equality of votes, the Chair of the meeting (or in his/her absence the Vice Chair) shall have a second casting vote. The Chair will normally ask the governing body for their agreement to the proposal in question at the conclusion of the discussion and only call for a vote either if there was a clear expression of dissent or if it was a matter of particular significance (e.g. approval of the annual budget or accounts).
- 2.2 Members of a committee may not vote by proxy or by post.
- 2.3 A student member who is under 18 years of age at the time of the Corporation meeting or any of its committees may not vote on any question involving the governing body in committing expenditure, making a contract or incurring debt or liability.
- 2.4 Should an individual member of the governing body request a vote on a particular issue, this must be agreed and if a formal vote is taken, the number voting for and against should be recorded in the minutes.
- 2.5 Governors will decide the circumstances in which a secret ballot should be held or in which the names of those voting for or against a proposal should be recorded.
- 2.6 Whether or not a recorded vote has taken place, and even if a decision has been made by secret ballot, a dissenting governor has the right to have his or her disagreement recorded in the minutes.
- 2.7 All members of a committee will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.

3. RECONSIDERATION OF RESOLUTIONS

- 3.1 No resolution of the governors may be rescinded or varied at a subsequent meeting of the Governing Body unless its reconsideration appears on the agenda for that meeting. A resolution (any formal decision by the governing body) cannot be overturned or varied as part of discussions of matters arising from the previous minutes.

The subject must appear as a specific item on the agenda and also the fact that there is a proposal to vary or rescind a previous decision must be indicated.

4. DECLARATION OF PERSONAL INTEREST

- 4.1 There are certain circumstances in which a member who is present at a meeting of the governing body or a committee of the Governing Body must declare his or her interest, not take part in the discussion, nor form part of the quorum and not vote. The declaration of interests also relates to the spouse or partner of a governor or the governor's own or spouse's/partner's close relatives). Declaration of interest may also be required under company law for governors of colleges conducted as companies. These are where the governor has a financial interest in:
- a. the supply of work or goods to or for the purposes of the college.
 - b. any contract or proposed contract concerning the college.
 - c. any other matter relating to the college.
 - d. has any other interest of a type specified by the Corporation in any matter relating to the college.
- 4.2 The definition of personal interest should also cover:
- a. the extent to which a governors' personal interest encompasses the relevant and known interests of those with whom he or she is closely connected. This might include the members "spouse or partner", and their own or spouse's/partner's close family.
 - b. the non-financial personal interest of governors, 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.
- 4.3 The declaration of an interest is essentially the responsibility of the individual governor. However, if the clerk, on the basis of information in the governors' register of interests, has reason to believe a governor has a financial or personal interest that may need to be declared in relation to a particular matter, the clerk should bring this to the attention of the Chair, and the member concerned (preferably before the meeting).
- 4.4 Any interest which might be difficult to justify publicly or which may give rise to public criticism should be registered and declared in relevant meetings.
- 4.5 Having declared a financial interest, the Governor concerned may not discuss the item further, may not vote on it, and ceases to be counted towards the quorum necessary for taking a decision on the matter in question. Individual governors may prefer to withdraw from the meeting. The Governor will withdraw from the meeting where required to do so by a majority of the members present at the meeting.
- 4.6. The declaration of interest by a governor during the course of the meeting should be recorded in the minutes.
- 4.7 The Clerk to the Corporation shall maintain a register of interests of all committee members which are disclosed and such a register shall be made available for inspection by the public.

- 4.8 Members of committees should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

5. WITHDRAWAL FROM MEETINGS

- 5.1 Staff governors and, where applicable, the Chief Executive, shall withdraw from any part of a Corporation meeting or meeting of a sub-committee:
- a. that is considering their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement.
 - b. that is considering their re-appointment or appointment of their successor.
 - c. that is considering the pay or conditions of service of all members of staff, or all members of staffing a particular class, where the member of staff is acting as their 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).
 - d. if so required by a resolution of the other members present, from that part of any meeting at which staff matters relating to any member of staff holding a post senior to that member's are to be considered (except those relating to the pay and conditions of all staff or all staff in a particular class).
- 5.2 A student governor must withdraw from a meeting discussing his or her own conduct, suspension or expulsion. Where the Corporation is to discuss staff matters relating to a member or prospective member of staff at the college the student governor may not take part in the discussion and may not vote. Where required to do so by a majority of the members present, the student governor must withdraw from the meeting.
- 5.3 Papers will not be circulated to staff and student members in a situation where they may be required to withdraw. If no decision is taken governors concerned will be given the papers and the opportunity to consider them fully at the meeting.
- 5.4 Separate minutes will be taken of those parts of meetings from which staff members, the Chief Executive, student members of the Clerk have withdrawn. They will not be entitled to see the minutes of that part of the meeting or any papers relating to it.

6. PUBLICATION OF AGENDA AND MINUTES

- 6.1 The Governing Body must ensure that copies of the agenda, draft minutes of every such meeting (if they have been approved by the Chair of the meeting), the signed minutes of every such meeting and any report, document or paper of each meeting are available for inspection at the college "as soon as possible". The only exceptions to this are in the case of confidential minutes and papers (Part II items) i.e. any material relating to:
- A named person employed at or proposed to be employed at the institution
 - A named student at, or candidate for admission to, the institution
 - The Clerk to the Corporation
 - Any matter which, by reason of its nature; the Corporation is satisfied should be dealt with on a confidential basis.

If there is any doubt about the governors' intentions, the Clerk will consult the meeting, or, after the meeting, the Chair.

- 6.2 Agendas will be made available for inspection as soon as they have been received by the governors, and before the meeting. Minutes **will** be available in draft form, after approval by the Chair and subject to full Governing Body approval. Papers considered at the meeting will usually be made available after the meeting.
- 6.3 A copy of the draft or signed minutes of every meeting of the Corporation will be placed on the college's website and will remain on the website for a minimum period of 12 months.
- 6.4 Additionally, public access will be provided during normal office hours at the college. Copies of the agendas will be made available for inspection by the Clerk at the college (Reception and Library) and centres after Governors have received their copy and before the actual meeting. Papers (excluding items of a confidential nature) considered at a meeting will be available for inspection at the college (Reception and Library) and centres a day after the meeting has considered them. Copies of agreed minutes will be made available for public inspection by the Clerk after they have been signed by the Chair.
- 6.4 At every committee meeting the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed by the Chair of the committee (or, in his or her absence, the Vice Chair) as a true record.

7. APPOINTMENT OF GOVERNORS

7.1 Terms of Office

Membership Category	Appointing Authority	Period of Appointment
Independent	Governing Body	3 or 4 years on the recommendation of the Search Committee
Staff Member	Staff Body	2 years
Student Member	Student Body	1 year *
Chief Executive	Ex Officio	

* The elected student to be prepared to serve for a calendar year or two calendar years if on a two year course or undertaking two consecutive years of study.

- 7.2 The appointment of members to the Governing Body will be in accordance with the Instrument of Governance **(other than LSC members)**.
- 7.3 The Search Committee will advise the Governing Body on the appointment of members (other than the staff and student governors). The Search Committee will act in accordance with its terms of reference for that Committee. The Search Committee's rules, terms of reference and advice to the Governing Body will be published on the college website.

- 7.4 The appointment of the student governor will be accordance with the terms agreed by the Governing Body at their meeting on the 27th February 1996 and revised at their meeting of the 5th December 2002.
- i. students only qualify for nomination if they are attending a programme of at least 100 Guided learning hours. As Governors valued the comments of students attending less than 100 Guided Learning Hours, a student from this category could attend the meeting as an observer.
 - ii. the elected student must be prepared to serve for a calendar year or two calendar years if on a two year course.
 - iii. Nominations are invited at the beginning of the autumn term to enable the student governor to attend for an academic year.
 - iv. Elections are held within two weeks of nominations being received.
- 7.5 The staff governor may be a member of the academic or non-academic staff and will be nominated by the staff body of the College. The Clerk to the Corporation will administer the election process. The Corporation may not decline to appoint any person as a staff governor unless the person is ineligible to be a member of the Corporation by virtue of clause 8 of the Instrument of Government. (Persons ineligible to be members). The staff governor will serve a term of office of two years.
- 7.6 A list of persons ineligible to be Members is detailed in the Instrument of Governance.

8. ELECTION OF CHAIR AND VICE CHAIR (OF THE CORPORATION)

- 8.1 The Chief Executive and any staff or student member are not be eligible to be appointed Chair or Vice-Chair but may participate in the appointment process.
- 8.1 The Chair of a committee (and any Vice Chair of a Committee) shall be appointed (and may also be removed) by the members of the Committee and shall hold office for a period of 4 years or until the end of their term of office.
- 8.2 At the last meeting before the expiry of the term of office of the Chair or the Vice Chair, or following the resignation of the Chair or Vice Chair, the members shall appoint a new Chair or Vice-Chair, as the case may be, from among their number. On the expiration of the term of office of such Chair or Vice-Chair they shall be eligible for re-appointment.
- 8.3 In such circumstances where the Chair or Vice Chair has advised that they do not wish to be considered for re-appointment as Chair or Vice Chair the Corporation may elect a "Chair or Vice Chair Designate". This will allow for a more structured handover or learning period The Chair or Vice Chair designate would not be a formal office (as two Chairs or Vice Chairs cannot hold office at the same time) and would not carry any specific authority.
- 8.4 For the appointment of a Chair, the Clerk will chair the appointment meeting and invite nominations. All nominations will require a proposer and seconder.

If there is more than one nomination, the appointment will be decided by an open ballot of those members present (unless otherwise agreed by Governors as specified under the section 2 on voting)

- 8.5 For the appointment of a Vice Chair, the Chair will call for nominations. All nominations will require a proposer and seconder.

If there is more than one nomination, the appointment will be decided by an open ballot of those members present.

9. ELECTION OF CHAIR AND (AS APPROPRIATE) VICE CHAIR OF GOVERNING BODY SUB-COMMITTEES

- 9.1 Members of sub-committees appoint a Chair and (as appropriate) Vice Chair from within their number.

- 9.2 The Chair and Vice Chair will normally serve for the term of their office.

- 9.3 If the term of office of a Chair or Vice Chair of a sub-committee is renewed, members of the sub-committee should reaffirm that they wish the Chair or Vice-Chair to continue to the sub-committee in that capacity.

9. CHAIR'S ACTION

- 9.1 The Chair of Governors has delegated authority to act on behalf of Governors for routine actions which would not have merited an agenda item and discussion at a governing body meeting e.g. signing of routine documents on behalf of Governors, responding to approaches made to the governing body by external organisations or agreeing to detailed aspects of the implementation of matters already agreed by the Governing Body.

- 9.2 Where Chairman's action involves matters which are judged too urgent to await a meeting of Governors and such matters are of significance, the Chair has the option of calling a special meeting, if necessary with not less than the normal seven days notice. Action by the Chair on matters of significance will only be taken if delaying a decision would disadvantage the college.

- 9.3. The Governing Body will accept corporate responsibility for any action taken between meetings and therefore a full record will be kept by the Clerk of any such action. Any Chair's action taken between meetings will be reported as an item on the agenda of the next governing body meeting.

- 9.4 The Vice Chair of the Governing Body and a Chair of one other Standing Committee may collectively act in the absence of the Chair.

10. CONVENING MEETINGS

- 10.1 Committees shall comply with any stipulated minimum number of meetings as set out in their terms of reference.

- 10.2 All committee meetings shall be summoned by the clerk to the committee (or, if there is not a designated clerk to the committee, by the Clerk to the Corporation) by at least seven day's notice sent to every member of the committee together with a copy of the proposed agenda. Such notice shall also state the time, date and place of the proposed meeting.

- 10.3 A special meeting of the Corporation may be called at any time by the Chair or at the request in writing to the Clerk of any five members.

- 10.4 Where the Chair or, in his absence, the Vice-Chair so directs that a special meeting be called on the grounds that there are matters demanding urgent consideration, written notice and the agenda (defining the precise business of the meeting) may be given less than seven days in advance as the Chair (or Vice-Chair) directs.

11. AGENDA

Any individual Governor may request that an item is included on the agenda. Should a Governor wish to bring an item forward, the Clerk should be advised at least 14 days prior to the meeting. The Clerk will advise the Chair of the request.

12. PUBLIC ACCESS TO MEETINGS

Governors have a separate policy on attendance at Committee meetings by non-members (attached as appendix I)

13. EXPENSES

Governors may, if they elect, receive reimbursement for expenses properly incurred in attendance at meetings and in the performance of their duties. No Governor may be paid any remuneration for their services as Governors.

As agreed by the Corporation at its meeting on the 2nd July 1996, the procedure to be followed in dealing with claims for reimbursement is as detailed below:

- a. All claims for expenses should be made in writing and be sent or handed to the Clerk to the Corporation.
- b. Claims for travelling expenses shall be paid on the basis of out of pocket expenditure. Claims for rail or tube or public transport fares should be accompanied by an appropriate proof of purchase. Claims for vehicle mileage shall be processed at the rate of 25p per mile which is consistent with college payroll rates.
- c. Claims will be checked and authorised by the Clerk to the Corporation and verified by the signature of the Director of Finance.
- d. Reimbursement will take the form of a cheque.

14. COMMITTEES

The terms of reference and quorum of any committee established by the governing body are formally approved by Governors and recorded in the Governors Information Pack.

The Clerk will make adequate arrangements for reporting or providing committee minutes to the governing body from the meetings of its sub-committees.

All committees and their members shall comply in all respects with and observe their terms of reference.

15. STAFF APPOINTMENTS

Where a vacancy occurs for a senior postholder (Chief Executive, Vice Principal or Director of Estates and Buildings) the Corporation will advertise the vacancy nationally and appoint a selection panel consisting of:

- a) For the post of Chief Executive: at least 5 members of the Corporation including the Chair of the Corporation and/or Vice Chair
- b) For any other Senior Postholder: the Chief Executive and at least 3 other persons who are members of the Corporation.

The Selection Panel will determine the arrangements for selecting applicants for interview, interview those applicants and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants interviewed by them.

16. NON-ATTENDANCE AT COMMITTEE MEETINGS AND LAPSING OF MEMBERSHIP

16.1 The Instrument of Government specifies that if at any time the Corporation are satisfied that any member:

- a. has been absent from meetings of the Corporation for a period longer than 6 consecutive months without permission of the Corporation; or
- b. is unable or unfit to discharge the functions of a member

the Corporation may give notice in writing to that member to remove him from office and thereupon the office shall become vacant. Permission is deemed to have been given if:

- a. the Governing Body decide to accept the reason for absence.
- b. the Chair gives permission for absence.

The procedure, agreed by the Corporation at its meeting on the 2nd July 1996 sets out how attendances will be recorded, monitored and publicised.

16.2 If at any time the members of a committee of the Governing Body are satisfied that any member of that committee has been absent from meetings of the committee without permission of the committee or is unable or unfit to discharge the functions of a member of the committee, that committee may by notice to such member remove him or her from the committee provided that the committee shall forthwith report such removal to the Clerk to the Corporation who, in turn, shall notify the Corporation members.

16.3 ATTENDANCE AT SUB-COMMITTEE MEETINGS BY GOVERNORS WHO ARE NOT MEMBERS OF THE COMMITTEE

Any Governor may attend a sub-committee meeting of which they are not a member to fully participate in discussion. However, Governors that are not members of such sub-committee will have no voting rights.

17. URGENT BUSINESS

The Governing Body is not obliged to include an item for any other business on its agenda. However, if such an item is to be included, the matter should be declared at the start of the meeting. Acceptance of such items by the Chair will be restricted to urgent matters.

18. GOVERNOR LIABILITY

- 18.1 Recognising the previous inequitable position, Section 145 of the Learning and Skills Act 2000 contains a clause covering liability of FE governors as non-executive directors. It remains the case that the 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 body. As long as members ensure that the 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.
- 18.2 The College has also taken out professional 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 £2.5 million in any one period of insurance.