



PART ONE **INTRODUCTION**

General

1. These Standing Orders provide detail of the framework within which the Corporation of Oaklands College operates. They do not displace or take precedence over the approved Instrument and Articles or any amendments made thereto.
2. Members of the Corporation, as holders of public office, should abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these can be accessed online:
<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>.
3. These Standing Orders may be varied at any time by resolution at a Corporation Meeting.
4. The Corporation shall be proactive; emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Corporation and staff and take collective decisions based on present circumstances not necessarily influenced by historical events.
5. To achieve the philosophy the Corporation will:
 - a. Adopt a discipline to facilitate focused excellence in corporate governance;
 - b. Direct control and inspire through written policies;
 - c. Focus mainly on intended and longer-term impacts not on administrative processes;
 - d. Initiate policy rather than react to staff initiatives;
 - e. Integrate individual expertise to form a cohesive corporate entity;
 - f. Regularly monitor performance by self-evaluation and determine remedial corporate and individual development as necessary.

John O'Sullivan
Chair of the Corporation

OAKLANDS COLLEGE CORPORATION

STANDING ORDERS

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OAKLANDS COLLEGE CORPORATION
STANDING ORDERS

PART 2: PRELIMINARY

STANDING ORDER 1: DEFINITIONS

1. In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:
 - “Articles” and “Instrument of Government” –
the Articles and Instruments adopted and approved by the Corporation from time to time;
 - “AoC” –
the Association of Colleges;
 - “Corporation” –
the Oaklands College Corporation acting by any means which they may lawfully adopt;
 - “Chair” -
the Chair of the Corporation or the Chair of a committee or sub-committee as appropriate, and includes the Chair of the meeting for the time being;
 - “the Clerk” -
the person appointed by the Corporation to act as the Clerk to the Corporation (currently the Director of Governance and Clerk to the Corporation);
 - “Committee” -
a committee of the Corporation;
 - “College” –
Oaklands College;
 - “College year” -
1 August to 31 July;
 - “Delegated decision” –
a decision of a committee or sub-committee taken in exercise of its delegated powers;
 - “Employee” -
an employee of the College including those designated by the Corporation as SPHs;
 - “Meeting” -
a meeting of the Corporation, a committee or a sub-committee, unless described otherwise;
 - “Member” –
In relation to the Corporation, a member of the Corporation; in relation to any committee or sub-committee, a person appointed as a member of that committee or sub-committee, whether or not entitled to vote;
 - “Number of members” –
in relation to the Corporation, the number of persons who may act at the time in question as members of the Corporation, and in relation to a committee or sub-committee, the number of persons who may act at the time in question as voting members of that body;
 - “Person presiding” –
the person entitled, or appointed, to preside at any meeting; “Principal” or “Principal & CEO” - the person appointed by the Corporation to hold the post of Principal and Chief Executive;
 - “SPH” -
any officer graded as a Senior Post Holder by the Corporation;
 - “Standing Orders” –
the Standing Orders, attachments and annexes approved by the Corporation;
 - “Sub-committee” -
a sub-committee of a committee;

“the Specified Number” –

the number of members required to constitute an activating motion in the context of the standing order.

- (1) Unless the context otherwise requires, words importing one gender include the other gender; and words in the singular include the plural, and vice versa.
- (2) Any reference in any Standing Order to a numbered paragraph is, unless the context otherwise requires, a reference to the paragraph of that Standing Order bearing that number.
- (3) Standing Orders marked * shall apply only to meetings of the Corporation. Other Standing Orders shall apply to all meetings of Corporation, committees and sub-committees (unless an Order expressly states otherwise) and the word “Corporation” shall be adapted accordingly in the context.

STANDING ORDER 2: STANDING ORDERS

- *2. No arrangements shall be made whereby a committee or sub-committee or officer may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders.

PART 3: CORPORATION REGISTER

STANDING ORDER 3: CORPORATION MEMBERSHIP

- (1) A full Profile and Register of Membership of the Corporation is at Annex A to these Orders. The membership shall reflect, as far as possible, the community and take account of gender, ethnicity, disability and skills. The total membership of the Corporation shall not exceed twenty (20) persons.
- (2) Members shall be appointed for an initial one year probationary period, which maybe be extended for a further term of up to three years, and subsequently for an additional term of up to four years, subject to agreement of SGR and Corporation.
- (3) A Member's term of office shall ordinarily conclude at the end of the academic term closest to the expiry of their appointment, in order to support continuity of governance and effective succession planning. Service beyond eight years in total shall be exceptional and subject to particularly rigorous annual review by the Corporation, having regard to the Member's continued independence, effectiveness and the need for the progressive refreshing of the Corporation, and subject always to statutory provisions relating to removal
- (4) Any member wishing to resign from the Corporation may do so at any time during his term of office by notifying the Clerk in writing. The Clerk shall read the letter of resignation at the next Corporation meeting after receipt.
- (5) Vacancies on the Corporation shall be filled as soon as practicable. The Corporation shall not:
 - a. appoint any person as a member; or
 - b. co-opt any person as a co-opted member;unless it has first considered the advice of the Search, Governance and Remuneration Committee in relation thereto.
- (6) Members retiring at the end of their term of office shall be eligible for re-appointment under the same conditions and with the same rigor that would be applied to their successor if they had not been re-appointed. **(But see also 3(2)).** The Search, Governance and Remuneration Committee shall also consider:
 - a. The member's attendance record;
 - b. The member's commitment to the College;
 - c. The member's quality of contribution to the Corporation;
 - d. The member's value in terms of expertise and interests;
 - e. The member's review outcome as outlined in SO7 and SO8
 - f. Principal & CEO Input on Reappointment
The Principal & CEO's assessment of a member's strategic alignment, conduct, contribution to the Corporation, and adherence to governance boundaries shall be a required input for the Search, Governance and Remuneration Committee when advising the Corporation on reappointment decisions. This feedback shall be documented and considered alongside review outcomes, attendance records, and other relevant criteria, in accordance with AoC and Department for Education governance standards.

before advising the Corporation on the re-appointment. This is particularly of note when considering a reappointment beyond 2 successive terms.

- (7) Where concerns arise regarding a Member's performance, conduct, or contribution, these shall normally be addressed through reviews, development and support, or through non-reappointment at the conclusion of the Member's term of office. In cases of serious or persistent under-performance, misconduct, or inability to discharge duties, the Corporation may consider suspension or removal in accordance with the Instrument of Government, following appropriate investigation, due process, and advice from the Search, Governance and Remuneration Committee
- (8) The Search, Governance and Remuneration Committee, shall determine profiles and person-specifications for anticipated vacancies with due consideration to any skills audits that have been performed. No more than 2 members should be identified from the same organisation.
- (9) The Clerk shall write a letter of appointment for all persons appointed to the Corporation.
- (10) Governor Exit Interviews
All governors who resign or complete their term of office shall be invited to participate in an exit interview coordinated by the Clerk. The purpose of the interview is to gather feedback on the governor's experience, insights into governance effectiveness, and suggestions for improvement.

The outcomes of exit interviews shall be:

- a) Documented confidentially by the Clerk.
- b) Reviewed by the Search, Governance and Remuneration Committee (SGR).
- c) Used to inform governance development, board culture, and succession planning.
- d) Exit interviews shall be conducted in accordance with AoC and Department for Education governance standards and may be facilitated externally where appropriate.

STANDING ORDER 4: COMMITTEES

- (1) The Corporation shall establish, and appoint members, to standing (statutory) committees, to be known as:
 - a. the Audit Committee (AC); and
 - b. the Search, Governance and Remuneration Committee (SGR)¹;for the purpose and function respectively detailed in their Terms of Reference.

¹ For the avoidance of doubt, the Principal & CEO, may present information on SPH performance and proposals for remuneration, then shall withdraw from any part of a Search, Governance and Remuneration Committee meeting which is considering the remuneration, appraisal or terms and conditions of Senior Post Holders (including the Principal & CEO

- (2) The Corporation has the sole authority to, and may establish, and appoint members to, further standing committees (non-statutory) for any purpose or function and delegate powers to such committees. Such committees shall be limited and authorised in all respects by their respective Terms of Reference, approved by the Corporation and included in the Regulatory Documents. These established non-statutory Committees shall be:
- a. Curriculum and Quality (CQC);
 - b. Finance and Resources Committee (FRC);
 - c. Estates and Infrastructure Committee (EIC).
 - d. Business development and Innovation Committee (BDIC)

Additionally, as and when required the Corporation shall establish a Special Committee (or Appeal Committee) which shall function under the basic Terms of Reference amended as necessary on formation.

- (3) Committees shall:
- a. assist the corporate governance process and not interfere with the management detail of execution;
 - b. report only to the Corporation save by specific exemption and not interfere with the Principal & CEO's delegated authority;
 - c. have no authority over staff or interfere with current staff operations;
 - d. in order to complete delegated duties, each committee may seek information from members, committees or employees;
 - e. any member wishing to resign his office may do so at any time during his term of office by notifying the Clerk in writing.
- (4) Membership of committees shall be determined by the Corporation; membership shall be confirmed at the first Corporation meeting of each academic year. Members shall be eligible for re-election.
- (5) Delegation of powers is authorised at SO 29.
- (6) **SGR Oversight of Governance Culture**
The Search, Governance and Remuneration Committee (SGR) shall be responsible for monitoring the Corporation's governance culture, including behaviours, board dynamics, and adherence to the Nolan Principles. This includes:
- a) Reviewing feedback from governor reviews, exit interviews, and governance surveys.
 - b) Identifying trends or concerns related to board conduct, inclusivity, and strategic alignment.
 - c) Recommending actions to strengthen governance culture and effectiveness.
 - d) Reporting findings and recommendations to the Corporation annually or as required.
 - e) This responsibility shall be exercised in accordance with AoC and Department for Education governance standards and may involve external facilitation or review where appropriate.

STANDING ORDER 5: CONDUCT

- (1) Members shall conduct themselves in accordance with the I&A, these Standing Orders and the Association of Colleges Further Education Code of Good Governance.
- (2) Governance Accountability and Annual Review

Governors are required to complete an annual reaffirmation of the Code of Conduct, a comprehensive skills audit, a neurodiversity and inclusion survey, and a governance

performance and reflection survey. In addition, governors must declare any external interests or positions held that may impact their role on the Corporation. These activities shall be coordinated by the Clerk and reviewed by the Search, Governance and Remuneration Committee to ensure transparency, inclusivity, and alignment with AoC and Department for Education governance standards.

(3) Governance Boundaries and Executive Protection

Corporation members are expected to uphold the clear distinction between governance and executive management. The Corporation recognises that operational leadership is exercised through the Principal & CEO and the Executive Team, including Deputy Chief Executives.

Governors, including the Chair and Vice-Chair, should avoid involvement in operational matters delegated to the Principal & CEO, and should not seek to direct staff or influence day-to-day management decisions.

Where concerns arise about a potential overlap or misunderstanding of roles, including where the Principal & CEO reasonably believes that governance boundaries may have been crossed, these should be raised constructively with the Vice-Chair or the Chair of the Search, Governance and Remuneration Committee.

The Corporation shall ensure that such concerns are reviewed through an appropriate governance mechanism, which may include external facilitation or independent review, and shall be addressed in accordance with AoC and DfE governance standards.

(4) Breaches of the Code of Conduct

Where a governor is suspected or alleged to have breached the Code of Conduct, the matter shall be referred to the Search, Governance and Remuneration Committee (SGR) for initial review. The SGR shall determine whether the breach warrants further investigation and may recommend the involvement of an external facilitator or independent reviewer to ensure objectivity and alignment with AoC and Department for Education governance standards.

The process shall include:

- Notification to the governor concerned.
- Documentation of the nature of the breach and relevant evidence.
- Opportunity for the governor to respond.
- Review and recommendation by SGR.
- Escalation to the Corporation or external review if deemed necessary.

STANDING ORDER 6: TRAINING FOR MEMBERS AND CLERK

- (5) The Corporation shall arrange appropriate training and development for members and the Clerk including, if necessary induction training for new members,

(6) **Governor Induction Programme**

All newly appointed governors shall complete a formal induction programme within their first term of office. The programme shall be coordinated by the Clerk and include:

- a) An overview of the Corporation's governance framework, including the Instrument and Articles of Government and Standing Orders.
- b) Roles and responsibilities of governors, including strategic oversight, accountability, and boundaries of governance.
- c) Key strategic priorities of the College and current challenges.
- d) Introduction to the AoC Code of Good Governance
- e) Briefings from the Principal & CEO and relevant senior leaders.

- f) Completion of the induction shall be recorded and reviewed by the Search, Governance and Remuneration Committee to ensure alignment with AoC and Department for Education governance standards.

STANDING ORDER 7: REVIEWS AND DEVELOPMENT (GOVERNORS)

- (1) The Corporation shall ensure annual reviews of Governors are conducted, aligning individual performance with strategic objectives.
- (2) Reviews shall be led by the Chair (or delegated appropriately), documented, and the SGRC oversees governor reviews.
- (3) The Principal & CEO shall be fully engaged in the review process, providing strategic feedback and performance insights. Their assessment shall be a core component of the review, informing outcomes in alignment with AoC and DfE governance standards.
- (4) The Principal & CEO shall have the authority to initiate the involvement of an external facilitator in the governor review process, where appropriate, to ensure objectivity, strategic alignment, or to support governance development. Such requests shall be actioned by the Corporation in accordance with AoC and DfE guidance and shall not be unreasonably refused.
- (5) Feedback from governors, the Principal & CEO, and staff shall be considered.
- (6) Outcomes shall inform re-appointment, development, training plans, board composition, succession planning, and—where appropriate—non-renewal or removal, in accordance with governance standards and statutory provisions.

STANDING ORDER 8: REVIEW OF CHAIR AND VICE-CHAIR PERFORMANCE

- (1) The Corporation shall conduct an annual performance review of the Chair and Vice-Chair.
- (2) The review shall be led by the Chair of SGRC (for the Chair) and the Chair (for the Vice-Chair), or delegated to a senior governor or external facilitator, and documented in accordance with governance best practice.
- (3) The Principal & CEO shall have the authority to initiate the involvement of an external facilitator in the Chair's and Vice Chairs' review process, where appropriate, to ensure objectivity, strategic alignment, or to support governance development. Such requests shall be actioned by the Corporation in accordance with AoC and DfE guidance and shall not be unreasonably refused.
- (4) The review shall be based on the ETF Competency Framework for Chairs, covering leadership, values, behaviours and technical competencies.
- (5) Feedback shall be gathered from all Corporation members, including the Principal & CEO, staff, and student governors.
- (6) The Principal & CEO shall be fully engaged in the review process, providing strategic feedback and performance insights. Their assessment shall be a core component of the review, informing outcomes in alignment with AoC and DfE governance standards.
- (7) Outcomes shall inform re-appointment, training, succession planning, and—where appropriate—non-renewal or removal, in accordance with governance standards and statutory provisions.

STANDING ORDER 9: RESOLUTION OF CONFLICT/SUSPENSION OF MEMBERS

- (1) Corporation Members shall act and behave professionally; if a conflict exists between members the matter shall be referred for arbitration to the Vice-Chair and 2 other members nominated by the Chair. If the dispute involves the Chair and/or the Vice-Chair the Clerk shall invite 3 members to form an arbitration working group. The Clerk to the Corporation shall act as clerk to any arbitration-working group. Proceedings shall be completed in an expeditious and timely manner; in any event the Clerk shall write to those concerned within 5 working days from receipt of the findings, whether provisional or not, and explain progress. Final resolution shall be recorded by the Clerk, signed by the Chair of the arbitration working group and copies sent to all concerned and retained for the record.
- (2) The Corporation may suspend a member (I&A Clause 3d) for reasons of illness, financial or other concern (ie pending investigation, criminal prosecution or disciplinary proceedings) that could prejudice the suitability of the person to continue. Suspension is non-judgmental and is designed to safeguard the Corporation reputation and facilitate proper exercise of powers and legal duties. The Corporation will take appropriate actions to resolve the issue.

STANDING ORDER 9A: PRINCIPAL & CEO GOVERNANCE SAFEGUARD

- (1) If the Principal & CEO believes that the Chair has acted beyond their governance remit or undermined executive authority, they shall have the right to formally raise the matter with the Vice-Chair and the Chair of the SGR Committee. The Corporation shall consider the concern through an appropriate governance mechanism, which may include external facilitation or review. Such concerns shall be documented and addressed in accordance with AoC and DfE governance standards.

STANDING ORDER 9B: PRINCIPAL & CEO GOVERNANCE ESCALATION

- (1) Where the Principal & CEO has reasonable grounds to believe that a member of the Corporation, including the Vice-Chair, has acted beyond their governance remit, undermined executive authority, or failed to uphold the Nolan Principles, they shall have the right to formally escalate the matter to the Chair of the Corporation or, where the Chair is conflicted or unavailable, to the Chair of the Search, Governance and Remuneration Committee. The Corporation shall ensure that such concerns are reviewed through an appropriate governance mechanism, which may include external facilitation, and that outcomes are documented and reported in accordance with AoC and DfE governance standards.

STANDING ORDER 10: COMPLAINTS PROCEDURE. (AGAINST CORPORATION, MEMBERS OR DoG)

- (1) Complaints received against the Corporation shall be made, in the first instance, to the DoG. Complaints to any employee or member shall be referred immediately to the DoG without discussion or discourse. The DoG shall write to the complainant within 5 working days, from receipt or referral, and detail actions to investigate the matter. Complaints against the DoG shall be referred to the Chair and the above procedure followed as closely as possible. Full written details of subsequent actions, and the decision of anybody established to investigate the complaint, shall be made available to all concerned and retained for the record. The College Complaints procedure shall be followed as

far as appropriate.

STANDING ORDER 11: WHISTLE BLOWING (PUBLIC INTEREST DISCLOSURE PROCEDURE)

- (1) Whistle blowing is disclosure of what is considered to be malpractice; any member who has concerns is urged, initially, to raise them within the Corporation and not feel disloyal to colleagues or the Corporation in such action. The Corporation is committed to the highest possible standards of openness, honesty and accountability and Members are urged to voice any concerns. Some areas, which may fall within this scope (although not limited to) are suspicions:
 - a. that a criminal offence has been, is, or is likely to be committed;
 - b. that a person has failed, is failing or is likely to fail to comply with any legal obligation;
 - c. that a miscarriage of justice has occurred or is likely to occur;
 - d. that the health and safety of an individual has been, is, or is likely to be endangered; or
 - e. that the environment has been, is, or is likely to be damaged.The College has a wider “whistleblowing” procedure which should be followed for wider issues, the detail above relates only to matters within the Corporation.

STANDING ORDER 12: LIABILITY AND INDEMNITY COVER FOR CORPORATION MEMBERS AND CLERK

- (1) Members and the Clerk have insurance against liabilities arising out of their respective offices. Details are available from the Chief Financial Officer

STANDING ORDER 13: DIRECTOR OF GOVERNANCE

- (1) Note: In accordance with clause 5&9 of the Instrument of Government and clause 7 of the Articles of Government.
- (1) The Corporation shall appoint a person, who is not a member, to serve as Clerk to the Corporation (Director of Governance) and to all established committees. The procedure for such appointments shall be determined in advance and approved by the Corporation. No arrangements shall be made in relation to such determined procedure whereby the statutory requirements for the appointment of the Clerk shall be limited.
- (2) The Director of Governance (DoG) shall be entitled to attend all meetings of the Corporation.
- (3) In the event of temporary absence of the DoG the Corporation shall appoint a person to serve as temporary Clerk; any reference whatsoever to the DoG/Clerk shall include a temporary Clerk.
- (4) The Principal & CEO shall be ineligible to be appointed as Clerk or temporary Clerk.
- (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, at least 7 days before the date of the meeting, send to the members a copy of the agenda together with any relevant papers.
- (6) The Clerk shall withdraw from that part of any meeting at which his remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. The meeting in question shall appoint from their number a person to act as Clerk for the duration of such a meeting or part of a

meeting.

- (7) The Clerk shall have a job description, approved by the Corporation, detailing all extant duties and responsibilities, which shall not take precedence over or limit the statutory requirements of Article 3.
- (8) The Clerk shall have an annual appraisal of performance (or where not an employee it may be accepted that the renewal of a contract for services indicates satisfactory completion of those duties). If applicable, the appraisal shall:
 - a. be completed by the Chair of the Corporation;
 - b. include consideration of agreed PIs;
 - c. the Corporation shall be informed of the general thrust of the appraisal.
- (9) The Director of Governance (Clerk) shall be independent of College management in the performance of their duties. The Clerk is directly accountable to the Corporation (through the Chair) for providing impartial advice on legal, procedural and governance matters, and shall have a right of access to the Chair (and/or Vice-Chair) to raise any governance concerns.

STANDING ORDER 14: ADOPTION OF POLICIES AND CONSTITUTIONS

- *12 The Corporation shall approve and adopt general policies and constitutions, which govern and determine certain functions within the College. These are contained in various and appropriate College regulations and published.

PART 4: MEETINGS OF THE CORPORATION

STANDING ORDER 15: ORDINARY MEETINGS OF THE CORPORATION

- (1) All ordinary meetings of the Corporation shall be held on such days and at such times at Oaklands College, Smallford Campus, Hatfield Road, Oaklands, St Albans. AL4 0JA or any other place as the Corporation shall lawfully determine including virtually.

STANDING ORDER 16: SPECIAL MEETINGS OF THE CORPORATION

- (1) The Chair of the Corporation may at any time call a special meeting of the Corporation.
- (2) If the office of Chair is vacant, or if the Chair is unable to act for any reason, the Vice- Chair of the Corporation may at any time call a special meeting of the Corporation.
- (3) If the offices of Chair and Vice-Chair are both vacant, or if both the Chair and the Vice- Chair are unable to act for any reason, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk.
- (4) Where a special meeting has been called the Clerk shall make arrangements for the meeting to be held within 14 days of receipt of the written notice. At such meetings the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.
- (5) Where the Chair or Vice-Chair so directs, on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice

convening the meeting and the agenda therefore are given within such period, being less than 7 clear days, as he specifies.

- (6) Notwithstanding any of the above, any 5 members of the Corporation may at any time call a special meeting upon giving written notice to the Clerk. Where a meeting is called under this provision paragraphs (4) and (5) above shall apply together with all standing orders in force at that time.

STANDING ORDER 17: QUORUM OF MEETINGS OF THE CORPORATION

- (1) Corporation meetings shall be quorate if the number of members present is at least 40% of the number of members in post.
- (2) When the Principal & CEO, staff and/or student members are required to leave a meeting, the quorum will be 40% of the total number of members in post remaining in the meeting.
- (3) The quorum for meetings of the established Committees or any Special or Appeal Committee shall as detailed in the appropriate Terms of Reference.
- (4) If members of the Corporation attend any Committee or Sub-Committee meeting under the provisions of SO 19(2) then they shall be counted towards and form part of the quorum for that meeting.
- (5) 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 visual or tele-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.
- (6) If a meeting ceases to be quorate it may be discontinued.

STANDING ORDER 18: ATTENDANCE BY MEMBERS OF THE CORPORATION

- (1) Every member attending a meeting of the Corporation shall be recorded by the Clerk.
- (2) A member will be considered as being 'Absent' unless they notify the Clerk that their 'Apologies' should be given to the Chair.
- (3) To assist the Clerk in establishing that there will be a quorum for a meeting, all 'Apologies' should be submitted on the day preceding the meeting at the latest, emergencies excepted.
- (4) The Clerk will present apologies to the meeting and check that the apology is accepted; acceptance does not necessarily imply that the absence is condoned and such absences may count towards disqualification for absence. Any member failing to attend 2 consecutive meetings of the Corporation shall, if possible, send a written explanation to the Clerk. A member having missed all meetings of the Corporation over a 6 month period shall be liable to disqualification from the Corporation.
- (5) In the event of a decision being required under (4) above, the matter will be placed on the agenda for the next meeting of the Corporation; the facts will be presented by the Clerk.
- (6) The member concerned (at (5)) shall be entitled to attend the meeting but not

to vote on the matter.

- (7) The Corporation may co-opt individuals as Associate Governors to provide specialist skills, knowledge or experience to support its work. Associate Governors are not members of the Corporation and shall not have voting rights. They may be invited to attend meetings of the Corporation or its committees, as determined by the Chair and shall comply with the Corporation's requirements relating to conduct, confidentiality and declaration of interests. The terms of appointment, including duration and scope of involvement, shall be determined by the Corporation.

STANDING ORDER 19: ACCESS TO MEETINGS

- (1) All Corporation, Committee and Sub-Committee meetings are closed; members of staff (other than elected Members) or the general public may not attend.
- (2) Members of the Corporation may attend meetings of the committees by agreement with the Chair of the Committee and shall form part of any necessary quorum. (see also SO15).
- (3) The Chair of the Corporation may attend all committee meetings.
- (4) The Clerk to the Corporation may attend all meetings.

STANDING ORDER 20: PUBLICATIONS OF MINUTES AND PAPERS

- (1) Agendas and papers of meetings are published internally in advance of the relevant meeting (except any reserved or confidential items) for access by Corporation members as appropriate. Minutes of Corporation and Committee meetings are published for public scrutiny on the main College internet site. Queries should be directed, in the first instance, to the Clerk. All non-confidential Corporation and Committee minutes, once approved by the Corporation, shall be promptly published on the College's website for public access.
- (2) Minutes can be signed electronically or physically. Alternatively, approval of minutes at the next meeting of the Corporation or relevant Committee shall be taken to constitute final approval of the minutes.

STANDING ORDER 21: APPOINTMENT OF THE CHAIR AND VICE-CHAIR OF THE CORPORATION

- (1) Only an external (independent) Corporation member, who is neither a Staff nor a Student member (including the Principal & CEO), shall be eligible for election as Chair or Vice-Chair. The Chair and Vice-Chair of the Corporation shall be elected at the last Corporation meeting before expiry of their term of office; the period of office shall be 2 years. Where more than one candidate is proposed, for either office, the voting shall be by secret ballot.

PART 5: PROCEDURE OF MEETINGS

STANDING ORDER 22: AGENDAS FOR MEETINGS

- (1) The DoG shall publish written notice of a meeting of the Corporation, a copy of the agenda and papers (if practicable) at least 7 clear days in advance of the meeting. (But see (4))

- (2) The agenda shall be structured by the DoG in consultation with the Chair, Principal & CEO and other appropriate parties. The agenda shall show the order of business and confidential items.
- (3) All items to be considered at the meeting (with the exception of late items of urgent business but see (6) below) shall be recorded on the agenda.
- (4) The DoG shall endeavour to ensure that all written reports are circulated with the agenda. Exceptionally, papers may be tabled at a meeting with the agreement of the Corporation.
- (5) Any member may request an item be placed on the agenda provided that written notice of the item is received by the DoG 14 clear days in advance of the meeting.
- (6) A matter may be placed on the agenda as a late item of urgent business. The Chair shall consider any request for urgent business raised at a meeting, after the Agenda Item relating to the minutes of the previous meeting.

STANDING ORDER 23: CONDUCT OF MEETINGS (GENERAL)

- (1) Staff members (including the Principal & CEO) must withdraw from any part of a meeting discussing:
 - a. their remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement (this relates to matters concerning solely that individual as distinct from all members);
 - b. the appointment of a successor;
 - c. the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff senior to themselves (if other members so resolve);
 - d. student members shall withdraw from any part of the meeting where there is consideration of a student's conduct, suspension or expulsion or the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff;
 - e. Staff and student Members may be required by the Chair to withdraw from consideration of any item of business that is confidential, highly sensitive or gives rise to a conflict of interest. Any such exclusion shall apply only for the relevant item and shall be recorded in the minutes
 - f. the Principal & CEO may attend and speak at any meeting even if not a member of the Corporation.
- (2) Any member who has a financial interest in any matter under discussion by the Corporation must declare that interest. See also SO 31.
- (3) The rules on financial interest are waived in the case of any consideration by the Corporation of the need for insurance against liabilities arising out of their office.
- (4) No member may take or hold any interest in any College property or receive any remuneration for his or her services, other than as a member of staff, without the written approval of the Secretary of State for Education.

STANDING ORDER 24: RECONSIDERATION OF RESOLUTIONS

- (1) No resolution shall be rescinded or varied unless its reconsideration appears

on the agenda for a meeting. A resolution, which in this context means any formal decision by the Corporation cannot therefore be overturned or varied as part of discussions of matters arising from the previous minutes.

STANDING ORDER 25: VOTING

- (1) Except where a requisition is made under the next paragraph voting shall be by show of hands.
- (2) If a requisition is made by the specified number of members, before a vote is taken on any question, the voting on that question shall be recorded so as to show whether each member present voted for or against that question or abstained from voting. Names are not normally recorded.
- (3) The specified number of members is one fifth of the members entitled to vote at the meeting.
- (4) Every question to be decided at a meeting should be determined by a majority of the votes of the members present and eligible to vote on the question, with the Chair having a second or casting vote in the event of a tie. Postal votes or proxy votes on behalf of absent members are not permitted. A student member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- (5) Practically, it would be unusual for all decisions taken at a meeting to be decided by a formal vote. The Chair will normally simply ask for agreement to the proposal in question at the conclusion of a discussion and only call for a vote either if there is a clear expression of dissent or if it was a matter of particular significance.
- (6) An individual member request for a vote on an issue must be agreed by the Corporation. If a formal vote is taken, the minutes will record the number voting for and against. It is for the Corporation to 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. Whether or not a recorded vote or a secret ballot has taken place, a dissenting member has the right to have their disagreement recorded in the minutes.

STANDING ORDER 26: SCHEDULE OF MEETINGS

- (1) The Clerk shall prepare an annual schedule of meetings that meets the needs of the Corporation and is based on the strategic planning cycle.
- (2) The schedule shall also accord with the requirements of the Corporation to publish and make official returns as required.

STANDING ORDER 27: MINUTES

- (1) The DoG shall take and be responsible for the accurate recording of the minutes.
- (2) The minutes shall clearly show the title of the meeting, the date and time of the meeting and those present, absent or have submitted apologies.
- (3) The minutes shall provide a brief resume of discussions and clearly show decision(s) taken.

- (4) Any member dissenting on a matter may request for their dissent to be formally recorded in the minutes.
- (5) Members are not empowered to take a decision which is not minuted at a properly constituted meeting but see SO 29 (Chair's Emergency Action).
- (6) Confirmed minutes shall be published on the College Website, when considered appropriate.

STANDING ORDER 28: CONFIDENTIALITY OF CORPORATION PAPERS

- (1) Confirmed Corporation minutes (Part 1) shall become public 9 months following a meeting. Confidential information will be withheld and the reasons provided.

PART 6: DELEGATED AUTHORITY

STANDING ORDER 29: EMERGENCY ACTION TAKEN BY THE CHAIR

- (1) Where the Chair is of the opinion that circumstances dictate action prior to approval through normal Corporation procedures, he may, following consultation with the Chair and Vice-Chair of the Committee within whose terms of reference the matter falls (if practicable), authorise such action.
- (2) Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation, and, if reasonably practicable, notify the members of the Corporation as soon as possible after such action is authorised.
- (3) Any such urgent action by the Chair shall be reported to the Corporation as soon as possible and is subject to formal ratification by the Corporation at its next meeting.

STANDING ORDER 30: COMMITTEES AND SUB-COMMITTEES

- (1) The Corporation has delegated certain functions and powers to the permanently established committees; these are specified in each individual Committee Terms of Reference and shall remain extant until revoked or varied by the Corporation. The Corporation may delegate certain powers and functions to temporarily established committees or sub-committees or working parties; these shall be detailed in the establishing paper together with the period of validity. However, the Corporation shall not delegate any functions or decisions that are reserved to the Corporation by law or by its Instrument & Articles of Government – for example, setting the college's educational character and mission, approving the annual budget and accounts, or the appointment and dismissal of senior post holders. Such matters must be decided by the full Corporation (or, where permitted by the Articles, by a Special Committee). (See also SO4)

PART 7: DECLARATIONS OF INTERESTS

STANDING ORDER 31: INTERESTS OF MEMBERS IN CONTRACTS AND OTHER MATTERS

- (1) A member who has made an annual general declaration of an interest shall nevertheless orally remind the meeting of that interest should a matter affecting be raised. Any such reminder shall be recorded in the minutes of the meeting.
- (2) A member who has declared an interest in a contract, grant, proposed contract or other matter, whether by giving a general notice or by making an oral declaration at a meeting, shall withdraw from the meeting while the matter is under consideration. Any member with a material personal or financial interest in a matter must not be counted in the meeting's quorum for that item and shall not vote on the matter. Unless the contract, grant, proposed contract or other matter is under consideration by the meeting as part of the report or minutes and as in either case not itself the subject of debate.
- (3) Any person, other than a member of the Corporation, enabled to speak at meetings shall make the same disclosures of interests, and shall withdraw from the room in which the meeting is being held on the same occasions, as they would have to do if they were a member.
- (4) The DoG shall record particulars of any notice of a member's pecuniary interest which shall, during the ordinary office hours of the College, be open for inspection by any member of the Corporation.

PART 8: MISCELLANEOUS

STANDING ORDER 32: CORPORATION SEAL

- (1) The affixing of the corporate seal to deeds and other documents which it is necessary to seal, shall be reported to the Corporation and authenticated by the signature of the Chair of the Corporation or in his absence, the Vice-Chair. The Principal & CEO or the Clerk shall witness the signature at the time of the sealing. Short particulars of all deeds and documents to which the corporate seal has been affixed, shall be recorded in a book to be provided for this purpose and initialed by the Chair of the Corporation, the Principal & CEO or the DoG. Where the Corporation so directs, or where it is so required by statute, or in any other special circumstances at the discretion of the Chair of the Corporation, the Clerk shall also be present at the sealing of the specified documents, in which event the sealing shall also be attested by the DoG. If an urgent need for sealing arises then the DoG or in his absence the Vice-Chair shall authorise (under "urgent action") the affixing. That action shall be ratified at the next Corporation meeting.

STANDING ORDER 33: INDEPENDENT PROFESSIONAL ADVICE

- (1) Members may seek direct advice from the Corporation or independent advisers; such advice shall be limited to exercise of individual powers and responsibilities as a member and not include personal interests in regard to the Corporation.
- (2) Any member seeking advice shall, first ask the DoG whether such advice has been taken; if the need remains then he shall then give prior

written notice to the DoG. Such notice shall include a summary of the issues involved, the names of the advisers and the reason for seeking advice.

- (3) The DoG shall copy the notice to the Chair and the Principal & CEO.
- (4) The Chair may authorise payment after consultation with the Principal & CEO within 10 working days of receipt of the notice.
- (5) The DoG will inform the Member of the decision; if negative a short explanation shall be provided.
- (6) Such advice when received shall be made available to the Corporation.
- (7) Fees associated with this advice shall be limited in advance by the Corporation.
- (8) For the avoidance of doubt, and in accordance with funding body requirements, the Audit Committee must remain independent: neither the Chair of the Corporation, the Principal & Chief Executive, nor any Staff or Student member of the Corporation shall be appointed as a member of the Audit Committee. However, the Chair of the Corporation and the Principal & Chief Executive may attend Audit Committee meetings in a non-member, non-voting capacity and shall not count towards the quorum.

STANDING ORDER 34: EXPENSES

- (1) Members may only claim expenses for travelling and subsistence at the rates determined under the College Financial Regulations and Expenses Policy.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.
- (3) Members are not permitted to claim allowances which remunerate them for their services as members.
- (4) All requests for expenses are to be submitted to the DoG

STANDING ORDER 35: STATEMENTS MADE ON BEHALF OF THE CORPORATION TO THE MEDIA

- (1) Statements to the media shall only be made by the Corporation Chair or Principal & CEO
(save in exceptional emergency situations)

STANDING ORDER 36: SPHs

- (1) In addition to the Principal and CEO, some staff members are formally designated, by the Corporation as SPHs (Senior Post Holders); their remuneration, appraisal and disciplines remain the responsibility of the Corporation; the DoG enjoys similar conditions.

STANDING ORDER 37: GOVERNANCE BEST PRACTICE FRAMEWORK

- (2) The Corporation shall adopt and annually review the AoC Code of Good Governance as its guiding framework for governance standards and expectations.

- (3) The Corporation shall schedule an external governance review at least once every three years, in accordance with Department for Education requirements.
- (4) An annual governance self-assessment shall be conducted, except in the year of an external review, with outcomes reported to the Corporation.
- (5) The ETF Competency Framework for Chairs and Governors shall be embedded into governor induction, appraisal, and development planning.
- (6) The Clerk shall ensure that governance development activities reflect the principles of continuous improvement, inclusivity, and strategic alignment.
- (7) the Principal & CEO shall co-lead governance development planning and review alongside the Clerk, including input into priorities, programme design, and evaluation.
- (8) **Principal & CEO-Initiated Governance Review**
In addition to scheduled governance reviews, the Principal & CEO shall have the authority to request an external governance review or the involvement of an independent facilitator where governance concerns arise, including but not limited to breaches of governance boundaries, conflicts of interest, or breakdowns in Corporation conduct. Such requests shall be considered by the Corporation and actioned in accordance with AoC and Department for Education governance standards. The outcomes of any such review shall be documented and reported to the Corporation.

PART 9: AMENDMENTS TO STANDING ORDERS

STANDING ORDER 38: AMENDMENTS TO STANDING ORDERS

- (1) The DoG will ensure that the Instrument and Articles of Government, and Standing Orders are reviewed at least annually to incorporate legislative or best practice changes. These Standing Orders may only be amended by a vote taken at a meeting of the full Corporation.

Annex A

Name	Role
John O'Sullivan	Corporation Chair
Andrew Slade	Principal & CEO
Jean Fawcett	External Corporation Member
Rob Birkett	External Corporation Member
Philip Fulton	External Corporation Member
Simon Counce	External Corporation Member
Jamie Stevenson	External Corporation Member
Richard Whitehead	External Corporation Member
Vince Glover	External Corporation Member
Sarah Furley	Staff Governor
Deborah Caviel	Staff Governor
Spencer Johnston	External Corporation Member
Anthony Appadoo	External Corporation Member
Charmagne Barnes	External Corporation Member (UH)
Sophie Sispera	Student
VACANT	Student

