

## STANDING ORDERS FOR THE CONDUCT OF CORPORATION BUSINESS

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*Putting Students First  
Working for Employers  
Supporting our Community*

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*Author: Clerk to the Corporation*

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# STANDING ORDERS FOR THE CONDUCT OF MEETINGS OF THE CORPORATION AND RELATED MATTERS

## 1. INTRODUCTION

Nothing in this document is intended to override the provision of the Statutory Instrument and Articles of Government that came into force on 1 January 2008 and Modification Orders of 2010 and 2012 and the Further and Higher Education Act 1992 and the Learning and Skills Act 2000 which will at all times remain the main sources of guidance.

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and to co-opted Members of Committees and will be the basis on which the Chair of the Corporation and each Chair of its Committees conduct meetings.

### 1.1 Interpretation

In these Standing Orders:

'College' means the Isle of Wight College;

'Governing Body' means Corporation of the Isle of Wight College;

'Committee' means a Committee of the Corporation;

'Chair' means the Chair of the Corporation or of a Committee of the Corporation as the context requires;

'Governor' means a Member of the Corporation;

'Co-opted Member' means a person who is not a Governor but who is appointed as a Member of a Committee;

'Chief Executive' means the Chief Executive and Principal of the Isle of Wight College;

'Clerk' means the Clerk to the Corporation;

'Funding Body' means the Skills Funding Agency and/or the Education Funding Agency;

'Act' means the Further/Higher Education Act 1992

1.2 Every Member of the Corporation and of 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:

- a) selflessness
- b) integrity
- c) objectivity
- d) accountability
- e) openness
- f) honesty
- g) leadership

1.3 The ruling of the Chair as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Governing Body, or open

to discussion. Any challenge should be referred to the next meeting of the Search & Governance Committee for consideration.

- 1.4 Any variation by a Member to the requirement of these Standing Orders or the Code of Conduct for Members shall be considered in the first instance by the Search and Governance Committee. That Committee will then make a recommendation to the Board.
- 1.5 These Standing Orders shall take immediate effect, subject to any statutory provision, for the time being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Further Education Corporations (former Further Education Colleges) (Replacement of Instrument and Articles of Government) Order 2007 and which came into force on 1 January 2008 and the Modification Orders of 2010 and 2012.

## **2. COMPOSITION OF THE CORPORATION**

- 2.1 The Membership of the Corporation of the Isle of Wight College will be determined from time to time by the Corporation having regard to the provision of the Instrument of Government, and the recommendations of the Search and Governance Committee.
- 2.2 It is the objective of the Corporation that there is an appropriate balance of skills and experience amongst Members. This will mean that Members will be drawn from a range of backgrounds including (but not exclusively):

Art/Design/Media  
Audit  
Care Sector/Catering/Hospitality  
Chairing  
Corporate Management  
Education (HE/FE/Schools/Student Matters)  
Employers  
Equal Opportunities  
Estates/Property Management/Environmental/Capital Project/Facilities  
Financial Management/Accountancy  
Health and Safety  
Health Sector  
HR (Staff Development and Training/Employment)  
Industry and Business  
IT/Computing  
Legal Services/Profession  
Local Authorities  
Marketing/PR/Economic Planning  
National and Local Government  
Public, Voluntary, Community Sectors  
Quality Assurance  
Retail Purchasing  
Strategic Management/Risk Management  
Students/Staff  
Trade Unions

- 2.3 The Corporation will have opportunity to co-opt additional persons to serve on the Committees of the Corporation, with the exception of the Remuneration Committee, to enhance the mix of skills and interests.
- 2.4 The Corporation has established a Search and Governance Committee to assist it in the appointment of Members in an open and structured way. The Terms of Reference of the Search and Governance Committee, as approved by the Corporation, can be found on the Governance website. The final decision for determining the Membership of the Corporation, including the individuals to be appointed to serve on the Corporation and its Committees, rests with the Corporation as a Body.

### **3. APPOINTMENT OF MEMBERS OF THE CORPORATION**

The Corporation will use its Search and Governance Committee to make recommendations to it on the selection of Governors to the Board including the re-appointment of existing Governors. Membership of Committees will be made by the Corporation upon the recommendations of the Search and Governance Committee and/or the relevant Sub Committee Chair.

### **4. APPOINTMENT OF CHAIR AND VICE CHAIR OF CORPORATION**

- 4.1 The term of office for the Chair and Vice Chair of Corporation will be 1 year and will run from 1 September each year. At the end of that period, the Governors fulfilling those offices will be eligible for re-election if they are still serving on the Corporation.
- 4.2 The Chair and the Vice Chair shall be appointed annually from among Governors before the last meeting prior to the expiry of their term of office. The Chair and Vice Chair of Committees shall be appointed annually at the first ordinary meeting of the Committee after the 1 August in any year.
- 4.3 The Clerk will preside over the election of a Chair and will invite nominations for the forthcoming term. The election of the Vice Chair will be presided over by the Chair.
- 4.4 The Chair and Vice Chair will normally be appointed following a show of hands of Governors present and voting at the meeting. However, if demanded by any one Governor, the Chair and/or Vice Chair shall be elected by a secret ballot. Where there are more than two nominations for the office of Chair or Vice Chair and the first voting does not produce a majority of votes in favour of any nominee, the nominee having the least number of votes shall be struck off the list and a fresh ballot held. This process shall be repeated until an absolute majority of Governors present and voting is obtained in favour of one nominee.
- 4.5 The Chief Executive and any Staff or Student Governor is ineligible for appointment but may participate in the appointment process.
- 4.6 If both the Chair and Vice Chair of the Corporation are absent from any meeting of the Corporation, the Governors present shall chose one of their number to act as Chair for that meeting, provided that the Governor chosen shall not be the Chief Executive, a Staff or Student Governor.

## **5. ATTENDANCE BY GOVERNORS AND CO-OPTED MEMBERS AT MEETINGS OF THE CORPORATION**

5.1 Members have been appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College. If however, a Member is prevented from attending a Corporation meeting, Committee meetings or a development event, that Member should notify the Clerk and give as much notice as possible. The purpose of this is to enable the Clerk to:

- Give apologies at the meeting and record these in the Minutes;
- Ascertain whether or not the meeting will be quorate.

5.2 Minutes will record the point on the agenda when a Member withdraws from a meeting.

5.3 The Instrument of Government provides for the Corporation to consider removing a Governor from office if that Governor has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation.

In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a Governor from his duties as a Member of the Corporation. The criteria for deciding whether to remove a Governor from the Corporation or whether special leave will be granted will be based on the following:

- Previous attendance record at Corporation and Committee meetings and development events, prior to the 6 months continuous absence;
- Validity of reasons given for absence for example ill health, bereavement, pressure of work;
- Consideration of whether or not the reasons, however valid, are likely to prevent a speedy return to full involvement in the business of the Corporation.

5.4 The Clerk will monitor Members' attendance at meetings of the Corporation, Committees and at events to which Governors and Co-opted Members are invited. Such information will be communicated termly to the Chair of the Board who will hold discussions with an individual Member where his/her attendance has fallen below an acceptable level.

5.5 Co-opted Members of Committees will be treated the same as Governors for the principles of paragraphs 5.1-5.4.

## **6. PROCEEDINGS FOR MEETINGS - ORDER OF BUSINESS, DEBATE, VOTING, RE-CONSIDERATION OF RESOLUTIONS**

### **6.1 Meetings**

*A "meeting" includes a meeting at which one or more of the Members attending participate by means of a telephone or video-conferencing facilities or similar communications equipment whereby all persons participating in the meeting*

*can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group where the chair of the meeting is;*

Ordinary meetings of the Governing Body and its Committees shall be held at least once in each Academic Term as the business of the Corporation requires but will normally be held once a month (except August). A schedule of meetings for the Corporation and its Committees will be agreed by the Corporation annually in the Spring Term for the following Academic Year. All meetings shall be convened by the Clerk who shall send to Members written notice of the meeting and a copy of the proposed agenda, at least 5 calendar days before the date of the meeting.

If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair (and not the Clerk) shall send Members a copy of the Agenda and any relevant papers at least 5 calendar days before the date of the meeting.

- 6.2 If there are good reasons for doing so the Chair of a Committee has authority to re-arrange the date of a meeting in consultation with the Clerk. The Chair may also cancel a Committee meeting if the Clerk advises that there is insufficient business requiring a Committee's attention to justify a meeting before the next scheduled meeting of the Committee.

### **6.3 Quorum**

The Corporation has agreed a membership of 18 (or 19 in years when 3 student Governors are appointed). The number of Governors necessary to constitute a quorum is 8, this being 40% of the Membership determined by the Corporation. (NB this quorum may change if the Governing Body determines that its total number of Governors should be amended)

### **6.4 Proceedings of Meetings**

In accordance with normal practice, the Minutes of the last meeting will normally be taken as the first agenda item after apologies for absence and any election of Chair and Vice Chair and welcoming of new Members.

- 6.5 The Minutes will either be agreed and signed by the Chair of the meeting or, in the presence of the meeting, the master copy will be amended by the Clerk as required by the meeting and the amended Minutes will then be signed by the Chair of the meeting.
- 6.6 Where the next meeting of the Corporation or Committee is a Special Meeting, the next following ordinary meeting will be treated as a suitable meeting for the purpose of signing Minutes.
- 6.7 The order of business of the meeting may be altered in accordance with the wishes of the meeting.
- 6.8 Separate Minutes shall be taken of those parts of meetings from which the Clerk, Staff or Student Governors have withdrawn. The Clerk, Staff or Student

Governors who have withdrawn from a meeting in accordance with the relevant clauses of the Instrument of Government shall not be entitled to see the Minutes of that part of the meeting.

- 6.9 Where the Clerk is required to withdraw from a meeting the Members will elect one of their number (other than the Chief Executive) to act as Clerk for the duration of the meeting or part of the meeting.
- 6.10 Generally every recommendation to be decided at a meeting of the Corporation will be determined by the consensus view, following full and open discussion. The Chair will normally ask for agreement on the recommendation of those eligible Members present at the end of the discussion.
- 6.11 The Chair will only seek a vote if there is clear expression of dissent or if the matter is of particular significance, for example, approval of the annual budget, change in the College mission statement, or a College merger.
- 6.12 Where a recommendation requires a vote the decision will be determined by a majority of the votes of the Members present and voting on the recommendation. Where there is an equal division of the votes, the Chair shall have a second or casting vote.

The normal way of voting will be a show of hands. If a formal vote by a show of hands is taken, the number of votes for and against and any abstentions will be recorded in the Minutes.

If a majority of Members present and entitled to vote on a particular issue so wish, the vote may be conducted by secret ballot, in which case Members will be invited by the Chair to vote on a piece of paper, to fold it in half and to hand it to the Clerk. The Clerk will then count the votes and announce the ballot result. The number of votes for and against and any abstentions will be recorded in the Minutes.

Every Member of the Corporation must act in the best interest of the College and accordingly shall not be bound in their speaking and voting by mandates given to them by other bodies or persons. A Member may not vote by proxy, by way of a postal vote or through telephone conferencing. However a Member may participate in a meeting and vote on any issue through video conferencing.

- 6.13 There may be occasions when an individual Member should declare an interest - not necessarily a financial interest - in an issue due to, for example, membership of an outside body. Members' attention is drawn to paragraph 11.1(b) and paragraphs 16(1) and 16(2) of these Standing Orders about withdrawing from that part of a meeting when the issue is to be discussed.

If a Member has declared an interest it may be she/he is not counted as part of the quorum for that part of the meeting when the relevant discussion takes place.

#### **6.14 Written Resolutions**

- (1) *A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a meeting shall be effective provided that:*

- (a) *A copy of the proposed resolution has been sent to every eligible Member;*
  - (b) *A simple majority of the Members have signified agreement to the resolution; and*
  - (c) *It is contained in a document authenticated by the Clerk which has been received at the address specified by the College for the receipt of documents within the period of 28 days beginning with the circulation date.*
- (2) *A resolution in writing may comprise several copies of that resolution to which one or more Members have signified their agreement.*
  - (3) *A written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date.*
  - (4) *For the purposes of clause 15(3) "circulation date" is the day on which copies of the written resolution are sent or submitted to Members or, if copies are sent or submitted on different days, to the first of those days.*

#### **6.15 Means of Communication to be used**

- (1) *Any notice or other document to be given to or by any person pursuant to the resolution:*
  - (a) *Must be in writing – hard copy; or*
  - (b) *Must be given in electronic form.*
- (2) *The College may give any notice or other documents to a Member either:*
  - (a) *Personally; or*
  - (b) *By sending it by post in a prepaid envelope addressed to the Member at his or her address: or*
  - (c) *By leaving it at the address of the Member; or*
  - (d) *By giving it in electronic form to the Member's address; or*
  - (e) *By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Corporation meeting and must specify the place date and time of the meeting.*
- (3) *A Member present in person at any meeting of the College shall be deemed to have received notice of the meeting and of the purposes for which it was called.*
- (4) *Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.*

- (5) *Proof that an electronic form of notice was given shall be conclusive where the College can demonstrate that it was properly addressed and sent.*
- (6) *Notice shall be deemed to be given:*
- (a) *48 hours after the envelope containing it was posted; or*
  - (b) *In the case of an electronic form of communication, 48 hours after it was sent.*
- (7) *The Members must agree in writing to receive documents and notices from the College by electronic means.*
- (8) *Only such documents and notices as are specified by the College may be sent to the College in electronic form to the address specified by the College for that purpose and such documents or notices sent to the College are sufficiently authenticated if the identity of the sender is confirmed in the way the College has specified.*

#### **6.16 Reconsideration of Resolutions**

A resolution by the Corporation cannot be overturned or varied, for example, as part of discussions of matters arising from previous Minutes. The Instrument and Articles of Government state that no resolution may be rescinded or varied at a subsequent meeting unless its reconsideration appears on the agenda for that meeting with a proposal to vary or rescind the previous decision.

Any Member wishing to propose that a previous decision be varied or rescinded, should request that the item be included as an agenda item as outlined above.

#### **6.17 Governors' and Committee Members' Term of Office**

(1) Corporation

The term of office of external Members of the Board will be for 4 years and 2 years for Staff Governors, with eligibility for re-appointment, subject to the recommendation of the Search and Governance Committee or re-election if appropriate. The term of office for Student Governors will be for that period of time that they are attending College but will not exceed two years.

(2) Committees

Every Governor appointed as a Member of a Committee will cease to be a Member of that Committee when she/he ceases to be a Governor unless she/he has been appointed for a further term of office as a Governor, or specifically becomes a Co-opted Member of a Committee.

Subject to Standing Order 6.15(2) above, a Governor's term of office as a Member of a Committee will be for 1 year renewable annually

6.18 The term of office of a Co-opted Member of a Committee will be for four years with eligibility for re-appointment to that Committee. Co-opted Members will normally serve a maximum of two terms.

## **7. AGENDA AND PAPERS FOR THE MEETING**

The Clerk will be responsible for drawing up the agenda, preparing papers in consultation with the Chair and the Principal or their nominated representative and inviting Members to attend in accordance with the Instrument of Government. Items for inclusion on the agenda shall normally be submitted to the Clerk at least 7 days prior to the meeting.

In accordance with the Instrument of Government the Chair will be responsible for drawing up the agenda, preparing papers and inviting Members to attend any meeting regarding the Clerk or the Clerking of the Corporation.

Members of the Corporation will receive Minutes of the Committees of the Corporation with appropriate recommendations for each Committee detailed on the agenda.

The agenda, papers and following the meeting the draft Minutes (as agreed by the Chair) will be available from the Clerk.

There shall be excluded from any of these documents any material relating to;

- a) a named person employed at or proposed to be employed at the College;
- b) a named student at, or candidate for admission to the College;
- c) the Clerk to the Corporation;
- d) any matter which, by reason of its nature, the Governing Body are satisfied should be dealt with on a confidential basis.

## **8. URGENT BUSINESS**

The Corporation is not obliged to include an item under any other business on its agenda. The Corporation does however recognise that important and urgent issues may have genuinely arisen after the agenda was prepared but cannot properly be dealt with by the Chair and Vice Chair's action and does not warrant a Special Meeting, nor can it wait until the next scheduled meeting. Under these circumstances, the Member wishing to raise the item must do so at the start of the meeting and if the majority agree, it will be added to the agenda.

## **9. ROLES, RESPONSIBILITIES AND DELEGATED POWERS**

9.1 Article 3 distinguishes between the roles and responsibilities of the Corporation and the Principal.

Article 4 allows for the delegation of functions to the Committees, the Chair of the Corporation or the Principal with the exception of the following six responsibilities which cannot be delegated:

- The determination of the educational character and mission of the institution;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of the institution and the Corporation and the safeguarding of their assets;
- The appointment or dismissal of the Principal, or a Senior Post Holder;

- The appointment or dismissal of the Clerk to the Corporation, and
- The modifying or revoking of the Instrument and Articles of Government.

It is mandatory for the Board to have a Search and Governance Committee and an Audit Committee.

- 9.2 The role of the Board is to set objectives for the College; to determine the limits of the Principal's discretion to act; to monitor the performance of the College, the Principal and themselves and to be accountable to the College's stakeholders.

The responsibilities of the Board include:

- Determining the educational character and mission of the College and for oversight of its activities;
- The effective and efficient use of resources, the solvency of the College and the Corporation and for the safeguarding of the College's assets;
- Appointing, grading, suspending, dismissing and determining the pay and conditions of service of the Principal, of other Senior Post Holders and of the Clerk;
- Setting a framework for pay and conditions of service of all other staff;
- Ensuring that the financial, planning and other management controls, including controls against fraud and theft, applied by the College are appropriate and sufficient to safeguard public funds;
- Approving the appointment of external auditors and an internal audit service;
- Securing the efficient, economical and effective management of all the College's resources and expenditure, capital assets and equipment, and staff so that the investment of public funds in the College is not put at risk;
- Ensuring that appropriate financial considerations are taken into account at all stages in reaching decisions and in their execution;
- Planning and conducting its financial and academic affairs so that its total income is not less than sufficient, taking one year with another, to meet its total expenditure;
- Making appropriate arrangements to appoint a Clerk with the necessary expertise to fulfil the duties of the post;
- Approving annual estimates of income and expenditure before the start of each financial year;
- Determining tuition fees;
- Approving rules and procedures relating to staff grievances, conduct, suspension, dismissal and appeals;
- Approving the students' union constitution (where applicable) and rules relating to the conduct of students;
- Acting only within the powers given in sections 18 and 19 of the FEHE Act;

- 9.3 The Principal, as Chief Executive, is personally responsible for ensuring the proper and effective operation of the financial, planning and management

controls necessary for the proper discharge of the Board's responsibilities under the Financial Memorandum. She/he is also responsible for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure.

The responsibilities of the Principal include:

- ❖ making proposals to the Board about the educational character and mission of the College and for implementing the decisions of the Board
- ❖ the organisation, direction and management of the College and the leadership of its staff
- ❖ the determination of the College's academic and other activities
- ❖ preparing a budget for consideration and approval by the Board and for managing the College within the budget approved by the Board
- ❖ the maintenance of student discipline

The Principal is responsible for ensuring that funds from the Funding Body are used only for the purpose for which they are given and in accordance with any terms and conditions attached to them. She/he is also responsible for advising the Board in writing if any action or policy under consideration by them is incompatible with the terms of the Financial Memorandum or would infringe the requirements of propriety or regularity. In the final instance, the Principal is required to inform the Funding Body if the Board persists in pursuing such an action or policy.

The Governing Body is responsible for overseeing the way in which the Principal carries out her management responsibilities.

- 9.4 There may be occasions when issues arise which should be placed before the Corporation or its Committees but the next scheduled meeting is too long to wait and it is not thought, by the Clerk and/or Chair, sufficiently significant to call a Special Meeting. In such circumstances the Chair of the Corporation (if possible in consultation with the Vice Chair of Corporation) may take action on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and any other relevant Regulations.

The type of action which might be taken by the Chair (and Vice Chair) of the Corporation would include, for example, signing routine documents on behalf of the Corporation, responding to approaches made to the Corporation by external organisations or agreeing to detailed aspects of implementing matters already agreed by the Corporation.

The Chair and Vice Chair of the Corporation and the Principal will decide whether or not it is appropriate to seek the views of the Chair and Vice Chair of the relevant Corporation Committee.

In situations where matters are judged too urgent to await the next scheduled meeting because of their particular significance, the Chair of the Corporation has the option of calling a Special Meeting (see section 10).

## **9.5 Reporting of Urgent Action**

In cases where the Chair (or Vice Chair) takes a decision on their own responsibility it shall be reported to and recorded in the Minutes of the next meeting of the Corporation.

Having authorised the Chair and Vice Chair of the Corporation to take certain action between meetings, the Corporation will accept corporate responsibility for any action taken.

## **10. SPECIAL MEETINGS**

10.1 A Special Meeting of the Corporation may be called at any time by the Chair of the Corporation or at the request in writing of any 5 Governors. When the matter to be considered demands urgent consideration, the Chair of the Corporation, or in the Chair's absence, the Vice Chair of the Corporation can decide to give written notice of less than 7 days.

10.2 It shall be permissible for the Chair of a Committee to convene an emergency meeting of that Committee by giving less than 7 days prior notice if in the opinion of the Chair there are matters which demand urgent consideration.

## **11. ATTENDANCE AND PUBLIC ACCESS TO MEETINGS**

### **11.1 Entitlement to Attend**

(a) Entitlement to attend meetings of the full Corporation will be restricted to Members of the Corporation, the Clerk or minute secretary. Entitlement to attend the Committees set up by the Corporation will be restricted to the Membership written into the Terms of Reference for that Committee. Other Members of the Corporation, subject to eligibility, may attend Committee meetings as observers and may participate in discussions with the approval of the appropriate Chair.

(b) The Corporation has determined that it would be appropriate for a Member to withdraw from a meeting where that Member has a financial or other interest in the College. Paragraph 16.2 of these Standing Orders refer.

### **11.2 Attendance of Staff other than Corporation Members**

The Corporation has determined that relevant specialist staff may attend meetings of the Corporation and its Committees for the purpose of providing information and giving advice. Such persons will be asked to withdraw from the meeting when the Chair deems this to be appropriate.

### **11.3 Attendance by the Public**

Requests for Attendance by the Public at Corporation and Committee meetings must be submitted to the Chair, or in his/her absence the Vice Chair, at a minimum of 4 working days prior to the date of the meeting. The attendance of such individuals shall be at the discretion of the Chair or Vice Chair as appropriate.

## 12. PUBLICATION OF MINUTES AND PAPERS

12.1 Agenda Papers and Minutes of the meetings of the Corporation and its Committees are held by the Clerk and can be viewed on request to the Clerk or on the College website. Certain items of a financial or personal nature are excluded such as the following;

- An issue relating to a named individual employed at, or proposed to be employed at the College
- An issue relating to a named student at or applicant for admission to the College
- Any matter relating to the Clerk of the Corporation
- Any matter which the Corporation decides that by virtue of the nature of the item should be dealt with on a confidential basis

In addition to this, Agendas and draft Minutes of meetings as approved by the Chair, will be published on the College's website

### 12.2 Corporation meetings and Committees - Confidential Papers

The Remuneration Committee Papers and Minutes and Papers and Minutes relating to the Clerk of the Corporation will not be made publicly available.

Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. Committees are empowered to identify other items that they wish to be minuted under the confidential section. Such confidential minutes will be reviewed on a regular basis (and at a minimum annually) to determine whether or not they can be made publicly available.

12.3 There shall be a four-tier system for recognising and minuting of confidential items as follows:-

12.4 Business Confidential (e.g. financial/property)

Papers for the item to be printed on yellow paper

Separately minuted on yellow paper

Governors should not divulge to any person who is not a Governor any aspect of the Corporation's consideration of the item or decision on the item

12.5 Staff and Student confidential items (e.g. personnel matters)

Papers for the item to be printed on green paper

Separately minuted on green paper

Governors should not divulge to any person who is not a Governor, nor to the staff and student Governors any aspect of the Corporation's consideration of the item or decision of the item

12.6 Senior Staff (SMT) / Staff and Student Confidential

Papers for the item to be printed on pink paper

Separately minuted by the Clerk of the College on pink paper

Governors should not divulge to any person who is not a Governor nor SMT, any aspect of the Corporation's consideration of the item or decision of the item.

#### 12.7 Clerk confidential

Papers for the item to be printed on blue paper

Separately minuted by a representative of the College on blue paper

Governors should not divulge to any person who is not a Governor, nor to the Clerk, any aspect of the Corporation's consideration of the item or decision of the item.

12.8 Where possible, the Clerk shall clearly indicate on the agenda for a meeting each item which is to be considered by Governors to be resolved as confidential pursuant to Standing Order 12.4.

12.9 Prior to discussions of the confidential item Governors shall resolve that it should be treated as confidential and recorded separately in the confidential minutes of the meeting.

12.10 At least annually, Governors shall review the confidential status of minutes from previous meetings and on the advice of the Clerk to the Corporation and the Principal shall resolve for each confidential minute that either:-

- from the date of the review meeting the minute be treated as non-confidential;
- the minute shall continue to be treated as confidential until a specified date when its confidential status shall be further reviewed;
- the minute shall continue to be treated as confidential until a specified date when it shall automatically become non-confidential.

12.11 Newly designated 'non-confidential' minutes will be released to the Governance website following the review meeting.

#### 12.3 Confidentiality

All Governors and Co-opted Members of Committees must respect the confidentiality of any papers made available to them whether for purposes of the Governing Body or Committee meetings or otherwise for so long as those papers remain confidential. These will be reviewed annually by the Corporation.

### 13. COMMITTEES, TERMS OF REFERENCE AND QUORACY

13.1 The Corporation has established 3 Committees and has agreed Terms of Reference for each of them as shown on the College website. These Committees are:

Audit Committee  
Remuneration Committee  
Search and Governance Committee

Other Committees, for example a Special Committee or Capital Committee can be established as required.

- 13.2 The draft Minutes of these Committees will be attached to Corporation agendas for information regarding delegated issues and approval of non delegated items.
- 13.3 Draft Minutes will normally be circulated to Members with the supporting papers for the following meeting.
- 13.4 The Clerk will periodically request the Corporation to review the Terms of Reference of Committees, including details of quorum, to ensure that they are in line with current requirements of the Corporation, Funding Body and Auditors.
- 13.5 Members will be responsible for adhering to the Modified Instrument and Articles of Government, the Financial Memorandum with the Funding Body, the Terms of Reference of Committees and these Standing Orders whilst conducting their Corporation business.

#### **14. SENIOR STAFF APPOINTMENTS**

Designated Senior Postholders are the Principal, the Deputy Principal, the Assistant Principal – Resources & Finance.

##### **Advertisement for and Appointment of the Principal**

In the event of the Principal post becoming vacant, the vacancy will be advertised nationally. A job description and person specification will be drawn up and approved by the Selection Panel.

The Selection Panel to be appointed by the Corporation, will comprise at least 5 Members of the Corporation including the Chair and/or Vice Chair of the Corporation. (The Principal may be included in the selection panel for her/his successor.) Governors with a personal interest may not take part in the selection procedure.

The Chair of the Corporation will produce a longlist of applicants based on the person specification. The panel will shortlist the candidates. The documentation demonstrating how the longlist was produced will be made available to the panel at the shortlisting process on request. The panel will interview the shortlisted candidates and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants interviewed by them.

The Corporation may wish to consider appointing professional advisors on the organisation of the selection process and the assessment of candidates.

##### **Appointment of other Senior Postholders**

Vacancies for Senior Postholder posts will be advertised nationally. A job description and person specification will be approved by the Selection Panel. The Selection Panel will comprise the Chair and/or the Vice Chair of the Corporation, the Principal and at least 2 other Members of the Corporation to be appointed by the Corporation. Governors with a personal interest may not take part in the selection procedure. The Principal and the Chair of the Corporation will produce a longlist of applicants based on the person specification.

The panel will shortlist the candidates and may receive advice from the Personnel Manager or external professional adviser. The documentation demonstrating how the longlist was produced will be made available to the panel at the shortlisting process on request. The panel will interview the shortlisted candidates and where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants interviewed by them.

## **15. APPOINTMENT OF CLERK TO THE CORPORATION**

It is the responsibility of the Board to appoint a person to serve as Clerk to the Corporation. In the absence of the Clerk the Board may appoint a temporary Clerk.

The Clerk may not be a Member of the Corporation and the Principal is ineligible to be appointed as the Clerk or the temporary Clerk.

## **16. GOVERNORS' INTERESTS**

16.1 Except with the approval in writing of the Secretary of State no Governor shall take or hold any interests in any property held or used for the purpose of the College, or receive any remuneration for their services as a Governor, provided that a Governor who is a Member of the staff of the College (including the Principal) may receive remuneration in that capacity.

16.2 In order to ensure that Members act and are seen to act in a manner that is impartial a Governor or a Co-opted Member of a Committee, or their spouse/partner or immediate family members, who has any financial interests in:

- a) the supply of work or goods to or for the purposes of the College or;
- b) any contract or proposed contract concerning the College or;
- c) any other matter relating to the College, or
- d) who has any other interest in any matter relating to the College, shall disclose to the Corporation the nature and extent of their financial interest or other interest; and if she/he is present at a meeting of the Corporation at which the supply, contract or other matter is to be considered, shall at the meeting disclose the fact and shall withdraw from that part of the meeting when the interest is to be considered and shall not be counted in the quorum present at the meeting in relation to any resolution on the issue.

16.3 Governors and Co-opted Members must 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.

16.4 Standing Order 16.2 does not prevent the Members of the Corporation considering and voting upon proposals for the Governing Body to insure the Members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

16.5 The Clerk shall maintain a Register of Financial and other Interests of Governors, Co-opted Members of Committees and Senior Managers in a form prescribed by the Governing Body. This register will be made available at the

College during normal office working hours to anyone wishing to inspect it via the Clerk.

## **17. EXPENSES**

Members are not paid for attending meetings and no claims can be made for loss of earnings.

Members are allowed travelling expenses, subsistence and conference fees where appropriate. Expense claims should be made via the Clerk who will maintain a record of all expenses for Audit and other purposes. All claims will be authorised by the Clerk to the Corporation or Chair of the Corporation.

## **18. INDEPENDENT PROFESSIONAL ADVICE FOR MEMBERS**

The Corporation has determined a procedure for Members to take advice from the Corporation legal advisers (Eversheds), and if necessary, other independent advisers on any matters concerning the exercise of their power and responsibilities. Such matters include advice on their legal, accounting and regulating duties but exclude advice to individual Members concerning their own respective personal interests in relation to the Corporation. A Member who intends to seek advice under this procedure must give prior written notice to the Clerk and, on request, any advice which is obtained under the procedure must be made available to all Members. The cost of any independent professional advice under the procedure will not be at the expense of the Member.

## **19. STATEMENTS MADE ON BEHALF OF THE CORPORATION**

Statements made on behalf of the Corporation will normally only be made by:

The Chair, or Vice Chair in his/her absence;  
The Principal  
The Clerk

### **Individual Contributions by Members of the Corporation**

A Code of Conduct for Members which incorporates the Seven Principles of Public Life has been adopted by the Corporation. The Instrument of Government includes the statement that every Member of the Corporation is appointed to contribute to the work of the Corporation and act in its best interest. They are not appointed to represent any organisation, interest group or persons or delegate of any outside body, and may not lawfully be bound to mandates given by others.

## **20. MEMBERSHIP OF THE CORPORATION - AVAILABILITY OF INFORMATION TO THE PUBLIC**

A list of the names of Members of the Corporation is published and available on the College's website. Addresses and telephone numbers of individual Members of the Corporation will not be made available to third parties without the permission of that Member. Persons wishing to contact Members of the Corporation may do so by writing to:

c/o The Clerk to the Corporation  
The Isle of Wight College  
Medina Way  
Newport  
Isle of Wight, PO30 5TA.

## **21. USE OF CORPORATION SEAL**

- 21.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as the Deed should be under Seal, such as a transfer of property by the Corporation or signing a contract. Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its Seal shall be treated as exclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.
- 21.2 In accordance with Clause 21 of the Instrument of Government the application of the Seal by the Corporation shall be authenticated by the signature of the Chair and/or Vice Chair and the signature of any other Member of the Corporation. The application of the Seal must be reported to the Corporation at its next meeting.
- 21.3 The Corporation Seal must be kept in a safe place at the College and must be secured by a lock and key which will be kept by the Clerk, who will affix the Seal to any document which requires to be sealed for the transaction of the business of the Governing Body.

The Clerk may, for sufficient reasons, entrust the key to such Senior Manager as she/he may from time to time appoint and authorise such individual to exercise the Clerk's duties under this Standing Order.

## **22. AMENDMENTS TO THE STANDING ORDERS FOR THE CONDUCT OF MEETINGS AND RELATED MATTERS**

Standing Orders will be reviewed every 3 years or earlier by the Corporation to meet changing circumstances.

Amendments to this document require the agreement of the Corporation unless covered directly by statute in which case change will be implemented on the introduction of the new legislation.