

Standing Orders Corporation and Corporation Committees

Introduction

Nothing in this document is meant to override the provisions of the Articles and Instrument of Government which at all times are to be regarded as the primary sources of guidance.

These standing orders shall apply to the Chesterfield College Corporation and its committees, which are currently: Finance and Corporate Services Committee, Remuneration Committee, Audit Committee, Governance and Search Committee, and Standards and Performance Committee.

1. Agenda

1.1 Draft Agenda

The Head of Governance shall be responsible for the drafting of agendas for meetings of the Corporation and other Corporation committees.

1.2 Formal Agenda

Formal agendas, together with supporting papers, will be issued seven days prior to the date of each Corporation or Corporation committee meeting.

1.3 Agenda Items

Agenda items for all meetings must be notified to the Head of Governance.

1.4 Order of Agenda

The following order will apply to the Corporation agenda:-

1. Apologies for Absence
2. Declarations of Interest
3. Minutes of the Previous Meeting
4. Action Log & Matters Arising
5. Staff/Student Focus (Presentation)
6. Performance Report
7. Finance & Corporate Services Report
8. Corporate Report
9. Governance Report (including ratified committee minutes)
10. Statutory Reporting
11. Date of Next Meeting

2. Supporting Papers

Supporting papers for meetings of the Corporation and Corporation committees where applicable, should incorporate a College recommendation.

Only in exceptional circumstances will late or tabled papers be permitted, following the approval of the appropriate Chair.

3. Quoracy

3.1 Corporation Meetings

Corporation meetings shall be quorate if the number of members present is as defined in Instrument of Government 11.1 (40%).

3.2 Committee Meetings

Committee meetings shall be quorate if the minimum number of members determined by their terms of reference are present throughout the meeting.

Corporation Board

3.3 Inquorate Meetings

If a meeting is not quorate it cannot take place. Decisions cannot be made by an inquorate meeting as they would be invalid and subject to challenge. A meeting may become inquorate part way through, i.e. if members need to leave early or withdraw due to the declaration of an interest. The meeting shall be terminated forthwith. The Head of Governance should monitor the situation on behalf of the Corporation or Committee.

If for lack of quorum, a meeting cannot be held or cannot continue, the Chair may call for a special meeting to be summoned or seek approval via written resolution, where appropriate.

4. Attendance at Meetings

4.1 Record of Attendance

The Head of Governance shall be responsible for the maintenance of a record of attendance at Corporation and Committee meetings, which shall be reviewed by the Governance & Search Committee and should be reported to the Corporation on an annual basis. Any concerns relating to individual governor attendance will be discussed with the governor by the Chair and/or Head of Governance in order to agree the appropriate action required. The Corporation has agreed an overall attendance target of 80% for Corporation and Committees.

4.2 Absence from Meetings

Where members become aware that they will be unable to attend a meeting, they should advise the Head of Governance as soon as possible in advance of the meeting, in order for possible inquoracy to be identified at an early stage

4.3 Prolonged Absence from Meetings

If a member is unable to attend meetings for a period longer than six months, they should inform the Chair or Head of Governance immediately. Should permission not be sought or granted, the Corporation or Committee may resolve to remove the member from office.

5. Corporation and Corporation Committee Meeting Procedures

5.1 Access to Corporation meetings

Only Corporation members, Head of Governance and ex-officio College officers, whose attendance has been agreed by the Corporation, are entitled to attend Corporation meetings.

5.2 Access to Corporation Committee Meetings

Only Committee members Head of Governance and ex-officio College officers, whose attendance has been agreed by the Committee, are entitled to attend committee meetings.

5.3 Withdrawal from Meetings

Members should consider withdrawing from any meeting or part of a meeting at which the matter under consideration should give rise to a conflict of interest, after declaring that interest as defined in Instrument of Government 9.2. Staff members shall withdraw from meetings, where appropriate (as defined by paragraph 12.5 of the Instrument of Government). Student members shall withdraw from meetings, where appropriate (as defined by paragraph 12.8 of the Instrument of Government).

5.4 Voting

Members may not vote by proxy. The manner of voting at meetings shall be determined by the Corporation, and a majority shall apply. Where the votes cast are equal, the Chair of the meeting shall have a second casting vote. A paper ballot may be administered by the Head of Governance if it is the majority wish of the meeting.

5.5 Declaration of Interests

The declaration of an interest (as defined in Instrument of Government 9.2) is the responsibility of the individual governor. If a governor needs to declare an interest at a meeting, they must also consider

Corporation Board

whether they should subsequently withdraw from that meeting or part of that meeting. If, having declared an interest, the governor decides to remain, they may not take part in further discussions of the matter or vote upon it. They would also cease to be counted towards the quorum necessary for taking any decision on the matter in question.

5.6 Confidential Items

Certain agenda items may be designed confidential by reason of their nature. This would usually be due to their strategic or statutory confidentiality, the need to protect the interests of the College, or the fact that the item relates to a named student or potential student or a named employee or proposed employee.

5.7 Chairing of Meetings

The Chair, or in his/her absence, the Vice Chair of the Corporation will chair all meetings of the Corporation. If both are absent, those members present shall choose one of their number to act as a Chair for that meeting, but this cannot be the Principal or a staff or student member.

During the appointment of the Chair, the members present shall choose one of their number to act as Chair, provided that the member chosen shall not be the Principal or a staff or student member.

The elected Committee Chair will chair all meetings of Corporation Committees. If a Committee Chair is absent, those members present shall elect one of their number to act as a Chair for that meeting, but this cannot be the Principal, staff or student member.

6. Minutes

6.1 Draft Minutes

Draft minutes of Corporation and Corporation Committee meetings will be prepared as soon as possible after the relevant meeting. The minutes shall be considered for approval at the next meeting of the Corporation or committee and any amendments noted by the Head of Governance Any changes will be recorded in the minutes of that meeting.

6.2 Confidential Minutes

Where it has been decided that an item shall be regarded as confidential, circulation of the confidential minute shall be limited to those Corporation members who were present or entitled to be present for the item in question. (See Standing Order 5.6)

6.3 Content of Minutes

Minutes shall record formal decisions, challenge and receipt of reports, minutes and papers. Only where the issue is of key significance or potentially controversial shall discussions be summarised in the minutes. There are no circumstances in which Corporation members can properly take a decision without it being minuted.

7. Special Corporation Meetings

A special meeting of the Corporation may be called at any time by the Chair or, in his/her absence, the Vice Chair, where they consider there are matters demanding the urgent consideration of the Corporation. Special meetings can also be requested, in writing, by any five members, as defined in Instrument of Government 10.4. Notice of the meeting and the agenda will be issued by the Head of Governance giving as much notice to governors as possible in the circumstances. A special meeting may only consider the matters for which it has been called.

8. Appointment, Re-appointment and Resignation of Governors

A separate Government Recruitment Policy exists for the appointment of new governors.

Appointments will be made for a term of 4 years or less, as agreed and recommended by the Governance & Search Committee, taking into account the staggering retirement dates of governors.

Corporation Board

Ordinarily a governor should serve a maximum of two four-year terms of office. This ensures that independence is maintained and assists the aim of having a balance of new and experienced governors, however, this may be extended if necessary for business continuity. Governors' Terms of Office will be reviewed at every Governance & Search Committee and the decision whether to recommend re-appointment for a second term will be made. Where a governor has specific skills and experience which the Corporation or Committees wish to retain, the Governance & Search Committee may make a recommendation that the governor should be re-appointed for a third or subsequent term of office. When considering the re-appointment of members, the Governance & Search Committee should consider the skills and expertise of the member eligible for re-appointment and those of potential new members.

Details of persons ineligible to be members, and the circumstances in which members may become disqualified, are detailed in the Instrument of Government. Corporation members may resign at any time by giving written notice to the Head of Governance. There is no age restriction on Corporation membership.

Nominations for staff governors shall be sought only after the Governance & Search Committee has formally approved the process.

The Student Governor shall be a full-time student at the College, who is President of the Students' Union, nominated by students. A Student Governor's membership ceases if he/she ceases to be a Chesterfield College student.

9. Appointment of Corporation Chair and Vice Chair

The members of the Corporation shall appoint a Chair and a Vice Chair from among their number. The Principal and any staff or student member are ineligible for appointment.

The Head of Governance shall Chair the appointment item and invite nominations from members. Nominations should then be seconded by a member. If there is more than one seconded nomination, a ballot shall be administered by the Head of Governance and a majority shall apply. Where the votes cast are equal, further ballots shall take place.

Both the Chair and Vice-Chair may, at any time, resign their respective offices by giving written notice to the Head of Governance.

10. Appointment of Committee Chair

The Chair of each Committee shall be appointed from amongst the members of that committee. The Committee Chair may, at any time, resign their respective offices by giving written notice to the Head of Governance.

11. Chair's Action

Routine actions, such as the signing of documents and communication with individuals and organisations normally shall not be reported to the respective Committees or Corporation meetings.

The Chair shall report on any matters of urgent business (which, in the case of the Corporation, did not warrant the calling of a special meeting) that it has been necessary to action and on any matters where the Corporation or Committee has authorised the Chair to take certain action between the meetings.

In the case of Corporation Chair's action, the Vice Chair is authorised to act when the Chair is absent.

12. Governor Expenses

A separate policy exists.

Corporation Board

13. Public Access

13.1 Attendance at Meetings

Public attendance at meetings of the Corporation or Corporation committees will be by invitation.

13.2 Register of Interests

The register of interests is available for inspection by arrangement with the Head of Governance.

13.3 Corporation Papers

All Corporation papers, other than those designated as confidential, shall be available for public inspection by arrangement with the Head of Governance.

14. Corporation/Committee Terms of Reference

Separate terms of reference for each committee shall be approved by the Corporation and maintained by the Head of Governance. Terms of Reference will be reviewed on a bi-annual basis.

15. Committee Membership

15.1 Finance and Corporate Services Committee

The Committee shall consist of at least six members, including the Principal. The Committee may include persons who are not members of the Corporation. (Quoracy: 3)

15.2 Audit Committee

The Committee shall consist of at least three members (who may or may not be members of the Corporation). (Quoracy: 2)

15.3 Remuneration Committee

The Committee shall consist of up to six members drawn from the Chairs of the Corporation and Committees and members, as approved by the Board. (Quoracy: 3)

15.4 Governance and Search Committee

The Committee shall consist of up to six members drawn from the Chairs of the Corporation and Committees, and the Principal and CEO.
. (Quoracy: 3)

15.5 Standards and Performance Committee

The Committee shall consist of at least four members of the Corporation, one of which shall be the Principal/Chief Executive, and two student members; Further Education and Higher Education. The Committee may include persons who are not members of the Corporation. It is expected that relevant members of the College Management Team will also attend the Committee meetings as appropriate. (Quoracy: 4)

15.6 Co-options

Persons who are not members of the Corporation or College staff, may be co-opted on to Committees of the Corporation by reason of their expertise and experience.

16. Other Committees

The Corporation shall form other committees that shall be non-standing committees, as and when the need arises. These will normally comprise three members of the Corporation. All members of the Corporation shall be eligible for membership except for the following:-

16.1 A member cannot sit on an Appeal Committee if they were in any way involved with the original issue.

16.2 Staff or student members cannot sit on any staff disciplinary, grievance or appeal committee.

16.3 A student member cannot serve on a Student Disciplinary Committee.

Corporation Board

17. **Corporation Seal**
The Head of Governance is to be responsible for the proper use and security of the Corporation seal.
18. **Insurance**
The Vice Principal for Finance & Corporate Services is to be responsible for ensuring that adequate insurance is provided for the Corporation and its members.
19. **Standing Order Review**
These standing orders may only be amended at a Corporation meeting where a specific item has been set aside on the agenda to discuss and review proposed changes.

Head of Governance
Chesterfield College
April 2022