



Standing Orders

**For the Conduct of
Meetings of the Corporation and Committees**

2019/2021

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1 Introduction

- 1.1 These standing orders (“**Orders**”) supplement the provisions of the Further and Higher Education Act 2011 (“**Act**”) and the instrument and articles of government of the College (“**the Instrument and Articles**”). In the event of any conflict between these Orders and either or both of the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail. These Standing Orders apply to all Corporation and Committee meetings and any other formal meetings of Governors. The ruling of the Chairperson on the application and interpretation of Standing Orders is final.
- 1.2 These standing orders will be reviewed by the Corporation every two years and will be given to each member on appointment to the Corporation and will be the basis on which the Chairperson of the Corporation and each Committee Chairperson will conduct meetings. Standing Orders may be changed by the Corporation on a written proposal formally submitted for consideration at a meeting of the Corporation by the Corporation Secretary.
- 1.3 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; and
 - g) leadership.

2 Appointment of Chairperson and Vice Chairperson of the Corporation

- 2.1 The Chairperson (and any Vice Chairperson) shall be appointed (and may also be removed) by the members and shall hold office for such period as the members may determine. On the expiration of the term of office of such Chairperson or Vice Chairperson they shall be eligible for re-appointment.
- 2.2 Neither the Principal nor any staff or student member shall be eligible to be appointed as Chairperson or Vice Chairperson or to act as Chairperson in their absence.
- 2.3 If both the Chairperson and Vice Chairperson are absent from a meeting, the members who are present shall choose one of their number to act as a Chairperson for that meeting. The Chairperson and Vice Chairperson shall normally be appointed for a term of office of two academic years: the appointment being made at the July meeting of the Corporation in the year when the term of office of the Chairperson and Vice Chairperson expire. The Corporation Secretary will take the Chair at the commencement of any meeting at which a Chairperson has to be formally appointed until such appointment has been made. Existing office holders are eligible for re-appointment with no limit imposed on the number of times they may be re-elected.
- 2.4 The Chairperson and Vice Chairperson may resign their respective position at any time by giving notice to the Corporation Secretary.

- 2.5 The Chairperson of the Corporation or in his/her absence the Vice Chairperson are authorised to act on the Corporation's behalf between meetings on such matters they deem urgent. Similar delegation shall also apply in respect of committees of the Corporation where the matter to be considered is within the remit of the particular committee. All such actions must be reported to the next ordinary meeting of the Corporation or a committee of the Corporation and recorded in the minutes.

(This delegation does not extend to matters which pursuant to Article 7 may not be delegated by the Corporation)

The Chairperson of the Corporation or in his/her absence the Vice Chairperson are authorised to sign routine documents on behalf of the Corporation.

3 Meetings

- 3.1 The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary. Unless otherwise provided, the date, time and place of meetings shall be determined by the Chairperson.
- 3.2 All meetings shall normally be summoned by the Corporation Secretary who shall, at least seven calendar days before the date of the meeting, send to the members' written notice of the meeting and a copy of the proposed agenda.
- 3.3 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Corporation Secretary the Chairperson shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned together with any relevant papers.
- 3.4 A special meeting of the Corporation may be called at any time by the Chairperson, or at the request in writing to the Corporation Secretary of any five members. Where the Chairperson, or in his/her absence the Vice Chairperson, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting and the agenda are given within such a period, being less than seven days, as he or she specifies.
- 3.5 Any individual Governor may request that an item be included on the agenda of the Corporation or a Committee; items should normally be submitted to the Corporation Secretary at least 10 working days before the date of the meeting. The Corporation Secretary shall notify the Chairperson or Committee Chairperson and Principal of any items proposed through this route before the agenda is finalised. The Chairperson of the Corporation or the Chairperson of the Committee shall make the final decision as to inclusion of any item on the agenda.
- 3.6 At every meeting of the Corporation and its Committees the minutes of the last meeting shall be taken as an agenda item. Separate minutes shall be taken of those parts of the meeting from which the Corporation Secretary or staff or student members have withdrawn. The Corporation Secretary, staff or student members shall not be entitled to see the minute(s) or any papers relating to that part of the meeting from which they were required to withdraw.

4 Quorum Decisions and Voting

- 4.1 Resolutions at meetings shall be passed on the basis of a majority decision by those who attend and vote at a quorate meeting. For electronic decision making, a simple majority of members eligible to vote will be required. The Corporation Secretary will formally report any resolution made through this medium at the next Board of the Corporation meeting.

- 4.2 All members will comply with the doctrine of collective responsibility and stand by a decision even if it was not taken unanimously.
- 4.3 In the case of an equality of votes, the Chairperson of the meeting (or in his/her absence the Vice Chairperson) shall have a second or casting vote.
- 4.4 The quorum requirements of the Corporation and its Committees are 40% of the determined membership rounded to the nearest whole number. A meeting must be quorate throughout. If a quorum is not present within 30 minutes from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If a quorum is also not present within 30 minutes from the time appointed for that adjourned meeting or if during such adjourned meeting the quorum ceases to be present, the meeting shall be dissolved. If a meeting cannot be held or cannot continue for lack of quorum, the Chairperson may call a special meeting as soon as it is convenient.
- 4.5 No Resolution (ie any formal decision by the Corporation) may be rescinded or varied at a subsequent meeting of the Corporation unless its reconsideration appears on the agenda for that meeting. A resolution cannot be overturned or varied simply as part of discussions of matters arising from previous minutes. Not only must the subject matter appear as a substantive item on the agenda, but also that there is a proposal to vary or rescind a previous decision must be indicated. Any members wishing to propose that a previous decision be varied or rescinded should make a request to the Corporation Secretary that the item be included as an agenda item.

5 Publication of Agendas and Minutes

- 5.1 Subject to paragraph 5.2, the Board of the Corporation and each Committee shall ensure that a copy of:
- (a) the agenda for every meeting;
 - (b) the signed minutes of every such meeting; and
 - (c) any report, document or other paper considered at any such meeting shall in each case as soon as reasonably practicable be made available by the Corporation Secretary for inspection by the public.
- 5.2 There may be excluded from any item required to be made available pursuant to clause 5.1, any material relating to:
- (a) a named person employed at or proposed to be employed at the Group;
 - (b) a named student at, or candidate for admission to, the Group; and
 - (c) any matter which, by reason of its nature, the Board of the Corporation and each Committee is satisfied should be dealt with on a confidential basis.

6 Membership, Terms of Reference and Attendance at Meetings

- 6.1 A member of the Corporation shall hold and vacate their office in accordance with the terms of their appointment but the length of their term of office shall not exceed 4 years. Members retiring at the end of their term of office shall be eligible for re-appointment for a period to be determined by the Corporation on the advice of the Search Committee.

- 6.2 In order that they can perform their role as a member of the Governing Body as effectively as possible members of the Governing Body are expected to attend as many meetings of the Board of the Corporation and its Committees as possible.

An overall attendance target for Board of the Corporation and Committee meetings will be 75%, with a minimum level of attendance of 60% each academic year being required for each member of the Governing Body. If for any reason a member does not secure the minimum level of attendance, then the Chairperson of the Corporation will informally raise the issue with them. Individual Governor attendance patterns will be reported to the Governor undertaking the annual Governor reviews with a view to discussing the outcomes at the Individual Governor Review Meeting.

- 6.3 If a member is aware in advance that they will be absent from a meeting and they wish to ask a question, then the member should contact the Corporation Secretary who will ensure that the member's question is raised at the meeting. If a member is seeking clarification concerning any item of business, then they should make contact with the officer responsible for the report in the first instance. Full details of the officer to contact will be detailed on every report.
- 6.4 A member may resign from office at any time by giving notice in writing to the Corporation Secretary.
- 6.5 Any person who is a member of the Corporation by virtue of being a member of the staff at the institution, including the Principal, shall cease to hold office upon ceasing to be a member of the staff and the office shall then be vacant.
- 6.6 A student member shall cease to hold office:
- (a) at the end of the student's final academic year, or at such other time in the year after ceasing to be a student as the Corporation may decide; or
 - (b) if expelled from the institution,
- and the office shall then be vacant.

7 Declarations of Public Interest

- 7.1 Without prejudice to the obligations of members of the Corporation under the Instrument and Articles, a member who has any financial interest in the supply of works or goods to or for the purpose of the college, any contract or proposed contract concerning the college or any other matter relating to the college and being considered by or relevant to the operation of the Committee of which he/she is a member shall:
- (a) disclose to the Corporation the nature and extent of his/her interest; and
 - (b) if he/she is present at a meeting at which supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he/she is not entitled to vote.
- 7.2 The Corporation Secretary shall maintain a register of interests of all members which are disclosed and such a register shall be made available for inspection by the public.
- 7.3 Agenda items for meetings should include declarations of either direct or indirect pecuniary interest relating to the meetings' business items.

- 7.4 Members should not allow any conflict of interest to arise which might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 7.5 Members should not accept gifts, hospitality or benefits of any kind from a third party which might be seen as compromising their personal judgement, objectivity or integrity.

8 Public Access to Agendas and Minutes

- 8.1 Copies of the agendas, minutes and papers for each meeting of the Corporation and its Committees are available on request through the Executive Leadership Team Support Office during normal office hours Monday to Friday. Minutes of all Board and Committee meetings are available on the Group website at www.tcg.ac.uk. The only exception to this are those items deemed to be confidential by the Board of the Corporation.

9 Public Access to Meetings

- 9.1 Entitlement to attend meetings of the Full Corporation will be restricted to members of the Corporation, the Corporation Secretary, up to two Education Skills Funding Agency Members (if nominated) and those managers specifically requested so to do by the Corporation.
- 9.2 Entitlement to attend the established Committees of the Corporation will be determined by the Corporation.
- 9.3 The Corporation, or the Chairperson on its behalf, may at its discretion invite persons (including the press, members of the public, or other interested persons), who are not members of the Corporation or the Corporation Secretary to the Corporation to attend Corporation or Committee meetings. Any such invitations, or acceptance of requests to attend meetings, will be issued through the Corporation Secretary who shall stipulate the portion of the meeting which the person may attend. Such persons may only speak if invited to do so by the Chairperson of the Corporation or Committee.

10 Confidentiality

- 10.1 The Corporation will determine when an item of business is considered confidential. Criteria for determining an item as confidential will include:-
- matters concerning individuals including staff and students;
 - sensitive commercial or business information which would be disadvantageous to the Group to release;
 - matters relating to a negotiating position with a trade union or legal advice which, if known, would disadvantage the Group;
 - any matter which the Corporation decide, by virtue of the nature of the item, should be dealt with on a confidential basis.

Items deemed confidential will be reviewed on a case basis by the Corporation Secretary as required and will be released if there is no longer a reason to keep them confidential.

11 Self-Assessment of Corporation

11.1 The Corporation will self -assess on an annual basis. The review will normally take place in the autumn of each academic year and the Corporation Secretary will be responsible for managing the review and presenting the results to the Board of the Corporation.

Individual Governors will also partake in an annual individual self-assessment process.

12 Independent Legal Advice

12.1 The Corporation Secretary will have the right to seek independent legal or other advice when he/she has a concern that the Corporation may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chairperson and Vice Chairperson of the Corporation and the Principal and the reasons for the Secretary's concerns must be notified to all Members together with the solution reached.

12.2 If no solution can be reached and the Secretary's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given for the Secretary to seek advice from Eversheds Sutherland (through the Corporation's governance subscription) and to inform all Members that this has been done.

12.3 All Members must be notified of the advice received from Eversheds Sutherland.

13 Payment of Allowances to Members

The Corporation may pay to its members such travelling, subsistence or other allowances as it decides, but shall not without the written approval of the Charity Commission, pay allowances which remunerate the member for their services as members.