

## **STANDING ORDERS OF THE CORPORATION**

With effect from **February 2016**

### **Scope of the Standing Orders**

The legal framework within which the Corporation is required to operate is set out in the Instrument and Articles of Government and The financial Memorandum with the Skills Funding Agency.

These Standing Orders (and associated Corporation Policies) set out the Boards policy and approach on those issues which it has power to determine. Should there be any doubt in the interpretation of the Standing Orders, the Instrument and Articles of Government will take precedence as the primary legal document.

### **Incorporation**

South Thames College is an independent Further and higher Education Corporation with Charitable status under the Further and Higher Education Act 1992 as amended by the Learning and Skills Act 2000, Education and Skills Act 2008, Apprenticeships, Skills, Children and Learning Act 2009 and Education Act 2011.

### **Composition of the Corporation**

1. The Corporation shall decide its numbers and membership categories in accordance with Clause 2 and 3 of the Instrument of Government. Any proposal concerning the number or membership categories shall be considered at a full Corporation meeting and shall have appeared on the formal agenda for the meeting.
2. A list of Members, indicating their category of membership will be produced regularly and, at the point of any changes, distributed for information to members.

### **Appointments to the Corporation**

3. Appointments to the Corporation shall be made in accordance with Clauses 4, 5 and 6 of the Instrument of Government.
4. The specific arrangements for the nomination and recommendation process shall be those approved by the Corporation within the current Terms of Reference of the Corporation's Search and Governance Committee and in the Corporation Policy for the appointment and re-appointment of Members of the Corporation which is published on the College website.
5. The appointment of Members shall be a matter for the Corporation.

6. Staff Members are appointed by the Corporation following an election process open to all members of the relevant constituencies. The constituencies are:
  - i Teaching staff
  - ii Support staff
7. Elections will be conducted in accordance with arrangements approved by the Search and Governance Committee.
8. There shall be two Student Members who shall be two elected Members of the Student Executive. The Student Executive will replace the Student Union, Learner Forums and Parliament previously in place. Student Members serve a one year term of office.
9. Two external co-opted Members of the Audit Committee shall be appointed using the existing appointment process. They shall serve for a three year term of office after which they can be considered for re-appointment for further unlimited terms of office by the Corporation.
10. On an exception basis and only where deemed necessary by the Corporation, short term appointments, of a maximum of 3 Independent Members (with recent South Thames College Corporation experience within the last 6 months) up to a period of 6 months can be considered at the recommendation of the Search and Governance Committee.

### **Terms of Office**

11. The term of office for all Corporation Members shall be three years, (with the exception referred to in paragraph 13 below). Members retiring at the end of their term of office shall be eligible for re-appointment, subject to:
  - Evaluation and recommendation by the Search and Governance Committee, completion of the re-appointment process and approval by the Corporation.
  - As a general principle the guidance of the Nolan Committee shall be adopted and Corporation Members should serve no more than two consecutive terms of office (i.e. a total of 6 years) unless the Corporation in certain circumstances decides that it is to the benefit of the Corporation that they serve further terms of office.
  - The provisions of the standing order shall not apply to the Principal.
  - Terms of office shall commence at the start of the next academic term following approval of appointment and shall deem to cease at the end of the academic term three years from that date.

12. Staff members and student members may stand for re-election at the expiry of their term of office. The length and expiry dates of Members' terms of office will be regularly notified to Members.
13. Where deemed necessary as per paragraph 10 above and in order to facilitate the effective and efficient operation of the Corporation. Up to a maximum of 3 short term appointments for a period of not more than 6 months can be made within the overall number of Independent Board Members which is currently 13.

### **Chair and Vice Chair**

14. The Corporation will appoint a Chair and Vice Chair.
15. The Chair of the Corporation will serve for a three year term of office. The Vice Chair will serve for a one year period from the date of his/her appointment. The new Chair/Vice Chair will be duly appointed at the appropriate meeting of the Corporation, in accordance with the Instrument of Government.
16. Elections to the position of Chair-designate and Vice-Chair-designate will be held at the appropriate meeting the term before the expiry of the terms of office of the existing Chair and Vice Chair.
17. The existing Vice Chair will be eligible for election to the post of Chair-designate and will work with the Chair to prepare for that eventuality. This will not presuppose automatic election.
18. Nominations to the posts of Chair-designate and Vice-Chair-designate will be sought by the Clerk to the Corporation at least two weeks prior to the due date of election and must be formally proposed and seconded.
19. If more than one candidate is proposed for either appointment, voting slips prepared in advance shall be circulated to Members as part of the secret ballot process. Votes will be counted by the Chair and checked by a Member who shall not be a candidate or seconder of a candidate.
20. The result shall be announced by the Chair/Vice Chair and recorded in the minutes of the meeting.
21. The Principal, Staff and Student Members may not be elected for these offices.

22. If both the Chair and Vice Chair are absent from any meeting of the Corporation, Members present shall choose one of their number to act as Chair for that meeting. The Member chosen shall not be the Principal or a Staff or Student Member.

### **Agenda Items**

23. Members wishing to raise items on the Corporation agenda may do so by contacting the Chair, the Principal or the Clerk, who will clear the agenda with the Chair prior to the meeting.

### **Meetings**

24. The Corporation shall meet at least once during each term and shall hold other meetings as necessary.
25. Meetings shall be formally summoned by the Clerk and an agenda and where possible papers shall be sent at least seven calendar days in advance of the meeting (either by post or email or both).

### **Attendance at Meetings**

26. Unless there are particular circumstances which will have been discussed in advance with the Chair, Members who have missed meetings of the Corporation or of its committees for a period of six consecutive months shall be invited to discuss their membership position with the Chair. The Clerk to the Corporation will maintain a register of attendance and the Corporation policy on attendance shall be applied where appropriate. Governor's attendance will be published on an annual basis as part of the Financial Statements.
27. If a vacancy arises on one of the sub-committees, the Chair of the Corporation may, exceptionally, appoint a temporary substitute pending approval of a definitive appointment by the full Corporation.

### **Special Meetings**

28. The Chair or any five Members (in writing to the Chair or the Clerk) may request an urgent business meeting. The Chair or Vice Chair may specify a shorter calling period than seven days provided a written notice and agenda are produced (distribution may be made either by post/email or both). A special meeting shall address only the specific items for which it was called.

### **Quorum**

29. The Corporation shall be quorate if eight Members of the Corporation are present, the constitution of the Corporation shall be 18 Members.

30. The meeting shall not conduct any business without being quorate. If a meeting becomes inquorate, the Chair will indicate the position to members.
31. If, for lack of a quorum, a meeting cannot be held or cannot continue, the Chair shall, if he or she thinks fit, call a special meeting to take place as soon as is convenient. The Chair may where exceptional circumstances allow undertake to circulate a written resolution for the approval of the Corporation in response to an urgent decision or emergency requirement.

### **Resolutions**

32. Resolutions shall normally be decided upon following debate and a summary of the issues by the Chair. Dissenting members may ask for their views to be formally recorded.

### **Voting**

33. In cases where a decision is indicated as being required, a vote is to be formally taken and minuted. This may be by
- (a) a show of hands or
  - (b) a secret ballot
34. Members shall be given an opportunity by the Chair to express a preference.
35. In accordance with the Instrument and Articles of Government certain members will be ineligible to vote on certain issues. Details of the circumstances under which Staff and Student Members may be ineligible to vote are outlined in Clause 13 of the Instrument of Government.
- (a) a show of hands will be counted by the Chair and by the Clerk. In the event of any discrepancy in the votes counted a second count will be held.
  - (b) a secret ballot will be conducted by the Clerk. The issue to be voted upon will be stated by the Chair. Voting slips will be collected into a ballot box and counted by the Clerk. A check that the number of eligible members reconciles with the total number of votes cast will be carried out by a Member who shall be a co-opted Member.
36. In either process (a) or (b) the results shall be declared by the Chair and included in the Minutes.
37. Where there is an equal division of votes, the Chair shall have a second or casting vote.

### **Reconsideration of Resolutions**

38. Resolutions may subsequently be withdrawn or rescinded only where the matter has been raised as a matter of business on an agenda and a new resolution formulated.

### **Declaration of interests**

39. Clause 10 details the requirements on Members regarding declaration of Interests. In addition the Corporation's guidelines are set out in the Code of Conduct for Members, which all Members are required to sign on appointment. All Members are required to undertake an annual declaration for the register of interests (a guidance note will be provided) which is made available to the public on request.

### **Withdrawal from Meetings**

40. Members shall withdraw from Corporation meeting in accordance with Clause 13 and 14 of the Instrument of Government.

41. A Member of the Corporation who is also a member of staff shall withdraw from that part of the meeting

- (a) where his/her remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement is being considered.
- (b) where the appointment of his/her successor is being considered
- (c) if so required by resolution of the other members, where any of the above issues concerning a member of staff holding a post senior to his/her own are to be considered.
- (d) If under section 13 (5c) of the Instrument they are reacting as a representative of all members of staff on matters relating to pay and conditions of service.

42. A member who is also a student shall withdraw

- (a) where his/her own conduct, suspension or expulsion is being considered.
- (b) as required by resolution of other members, where the above issues in respect of a member or prospective member of staff are being considered. In any event in these circumstances he/she may not participate in the discussion and may not vote.

### **Items being dealt with as Any Other Business**

43. Items for Any Other Business should be notified to the Chair immediately before the beginning of the meeting. In the case of substantial items, the Chair may, if he or she

wishes, consult those members present as to the time by which they wish the meeting to conclude its business and any consequent reordering of the agenda which may be necessary.

### **Access to Agenda and Minutes**

44. The Corporation is required to make available the documents associated with its meetings and those of its committees, subject to the proviso set out in Standing Order 42-45.

### **Publication of Minutes**

45. Approved Minutes of the Corporation meeting and the approved Minutes of its committees will be available for inspection in the following locations:
46. The Learning Resources Centre at the Wandsworth Campus, the Learning Resources Centre at the Merton Campus and from the Clerk to the Corporation, non confidential approved minutes of the Corporation and its Committees will also be available on the College Website.
47. All documents will be subject to the Corporation Policy on access to Corporation Business & Confidentiality which is available on the College website.

### **Procedures for Confidential Items**

48. Reports and Documents which the Corporation and its committees decide are confidential shall be headed 'CONFIDENTIAL' and distributed in confidence with other documents to all members.
49. Such documents shall be kept in a separate record by the Clerk to the Corporation and not circulated to the college learning centres or be made available to the public. The Minute relating to such items will also be kept in a separate record and not made available to learning centres or to the public.
50. Staff and Student Members who are required to withdraw under Clause 13 of the Instrument of Government, shall not have access to the Minute dealing with the particular item for which they withdrew.
51. All Corporation documents deemed to be Confidential shall be registered and will be reviewed and considered for release on a regular basis. A schedule of confidential items shall be maintained by the Clerk to the Corporation.

### **Attendance by non-members at Corporation and Committee Meetings**

52. Non members will fall into two categories:-

- those invited to attend by the Corporation or join or attend a committee where the invitation has been agreed by the Corporation or the Committee concerned
- those who wish to attend as observers or in some other capacity at the proceedings.

53. In the former cases the Minutes of the Corporation or Committee shall record the resolution concerning attendance.

54. Those in the second category should notify the Clerk to the Corporation of their wish to attend a particular meeting stating clearly their interest. Unless agreed in advance by the Corporation or committee involved, the Clerk will consult the Chair of the particular committee for concurrence. The decision of the Chair shall be relayed to the person(s) making the request. The Clerk will inform the Principal of the decision in each case.

55. This order does not apply

- (a) to the attendance of officers attending in the course of their duties
- (b) to the arrangements surrounding an Annual General Meeting.

### **Allowances**

56. There shall be a scheme for Members for the reimbursement of out of pocket expenses necessarily incurred by attending meetings of the Corporation or its committees on travel, refreshments and childcare. Claim forms can be obtained from the Clerk to the Corporation, to whom they should be returned in order that reimbursement may be arranged.

### **Provision of Independent Advice**

57. To ensure that Corporation Members are able to carry out their duties the Clerk to the Corporation may seek independent professional and legal advice on behalf of the Corporation. The Clerk to the Corporation would normally confirm the need and cost of the advice with the Chair or Vice Chair and Principal before seeking any such advice on behalf of the Corporation.

### **Standing Committee for dealing with Urgent Items**

58. The Chair (and Vice Chair of the Corporation if the Chair is unavailable) can, exceptionally, take urgent action on the Corporation's behalf. The Chair and Vice Chair comprise a committee for the purposes of urgent action and the approval of one or the other is considered sufficient, provided that both are notified with 48 hrs of any such action being



taken to approve an action on behalf of the Corporation as a whole. Any action taken in this way shall be reported at the first opportunity to the Corporation which will normally be at its next meeting and if appropriate via email.

59. The power to take urgent action is through this arrangement, delegated to the Chair and Vice Chair by the Corporation. The financial extent of the authority shall in accordance with the Colleges own Financial Regulations and the Scheme of Delegation.

### **Committees of the Corporation**

60. The Committees of the Corporation will be governed by these Standing Orders except where the Corporation has approved separate arrangements within the Terms of Reference of a particular committee e.g. in the case of quoracy of committees where the Corporation's own Standing Order will not be appropriate.

**Natalie Watt  
Clerk to the Corporation**

**February 2016**