



**Buckinghamshire
College Group**

CONSTITUTION

Part 1 Instrument and Articles of Government

Part 2 Scheme of Delegation

Part 3 Standing Orders

Instrument of Government

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1. Interpretation of the terms used

In this Instrument of Government:

- (a) any reference to "the Principal" shall include a person acting as Principal;
- (b) "the Clerk" means the Clerk to the Corporation;
- (c) "the Corporation" means any further education corporation to which this Instrument applies;
- (d) "the institution" means the institution which the Corporation is established to conduct and any institution for the time being conducted by the Corporation in exercise of its powers under the Further and Higher Education Act 1992;
- (e) "this Instrument" means this Instrument of Government;
- (f) "the CE of Skills Funding" means the Chief Executive of Skills Funding;
- (g) "CE of Skills Funding member" means a member of the Corporation appointed by the CE of Skills Funding under section 56AA of the Further and Higher Education Act 1992(c);
- (h) "meeting" includes a meeting at which the members attending are present in more than one room, provided that by the use of video-conferencing facilities it is possible for every person present at the meeting to communicate with each other;
- (i) "necessary skills" means skills and experience, other than professional qualifications, specified by the Corporation as appropriate for members to have;
- (j) "parent member", "staff member" and "student member" have the meanings given to them in clause 2;
- (k) "the previous Instrument of Government" means the Instrument of Government relating to the Corporation which had effect immediately before 1st January 2008;
- (l) "the Secretary of State" means the Secretary of State for Business, Innovation and Skills;
- (m) "staff matters" means the remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of staff;
- (n) "the students' union" means any association of students formed to further the educational purposes of the institution and the interests of students, as students;

- (o) a "variable category" means any category of members whose numbers may vary according to clauses 2 and 3.

2. Composition of the Corporation

- (1) Subject to the transitional arrangements set out in clause 4, the Corporation shall consist of:
- (a) up to sixteen members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government;
 - (b) not more than two members, who are parents of students under the age of 19 years attending the institution, who have been nominated and elected by other parents, or if the Corporation so decides, by a recognised association representing parents ("parent members");
 - (c) the Principal of the institution, unless the Principal chooses not to be a member;
 - (d) at least one and not more than three members who are members of the institution's staff and have a contract of employment with the institution and who have been nominated and elected as set out in paragraphs (3), (4) or (5) ("staff members"); and
 - (e) at least two and not more than three members who are students at the institution and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ("student members").
- (2) A person who is not for the time being enrolled as a student at the institution, shall nevertheless be treated as a student during any period of authorised absence from the institution for study, travel or for carrying out the duties of any office held by that person in the institution's students' union.
- (3) Where the Corporation has decided or decides that there is to be one staff member; the member may be a member of the academic staff or the non-academic staff and shall be nominated and elected by all staff.
- (4) Where the Corporation has decided or decides that there are to be two staff members:
- (a) one may be a member of the academic staff, nominated and elected only by academic staff; and the other may be a member of the non-academic staff, nominated and elected only by non-academic staff, or
 - (b) each may be a member of the academic or non-academic staff, nominated and elected by all staff.
- (5) Where the Corporation has decided that there are to be three staff members:
- (a) all may be members of the academic or non-academic staff, nominated and elected by all
 - (b) one may be a member of the academic or the non-academic staff, nominated and elected by all staff, one may be a member of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff nominated and elected by non-academic staff only,
 - (c) two may be members of the academic staff, nominated and elected by academic staff only, and one may be a member of the non-academic staff, nominated and elected by non-academic staff only, or
 - (d) one may be a member of the academic staff, nominated and elected by academic staff only, and two may be members of the non-academic staff, nominated and elected by non-academic staff only.
- (6) The appointing authority, as set out in clause 5, will decide whether a person is eligible for nomination, election and appointment as a member of the Corporation under paragraph (1).

3. Determination of membership numbers

- (1) Subject to paragraph (2) and the transitional arrangements in clause 4, the number of members of the Corporation and the number of members of each variable category shall be that decided by the Corporation in the most recent determination made under the previous Instrument of Government.
- (2) The Corporation may at any time vary the determination referred to in paragraph (1) and any subsequent determination under this paragraph provided that:
- (a) the number of members of the Corporation shall not be less than twelve or more than twenty; and
 - (b) the numbers of members of each variable category shall be subject to the limit which applies to that category set out in Clause 2,.
- (3) No determination under this clause shall terminate the appointment of any person who is already a member of the Corporation at the time when the determination is made.

4. Transitional arrangements

Where, following the last determination under the previous Instrument of Government, the membership of the Corporation does not conform in number to that determination:

- (a) nothing in clauses 2 and 3 of this Instrument shall require the removal of members where the previous Instrument would not have required their removal; but
- (b) the Corporation shall ensure that any new appointments are made so that its composition conforms to the determination as soon as possible.

5. Appointment of the members of the Corporation

- (1) Subject to paragraph (2) the Corporation is the appointing authority in relation to the appointment of its members.
- (2) If the number of members falls below the number needed for a quorum, the Secretary of State is the appointing authority in relation to the appointment of those members needed for a quorum.
- (3) The appointing authority may decline to appoint a person as a parent, staff or student member if:
 - (a) it is satisfied that the person has been removed from office as a member of a further education corporation in the previous ten years; or
 - (b) the appointment of the person would contravene any rule or bye-law made under article 23 of the Articles of Government concerning the number of terms of office which a person may serve, provided that such rules or bye-laws make the same provision for each category of members appointed by the appointing authority; or
 - (c) the person is ineligible to be a member of the corporation because of clause 8.
- (4) Where the office of any member becomes vacant the appointing authority shall as soon as practicable take all necessary steps to appoint a new member to fill the vacancy.

6. Appointment of the Chair and Vice-Chair

- (1) The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves.
- (2) Neither the Principal nor any staff or student member shall be eligible to be appointed as Chair or Vice-Chair or to act as Chair in their absence.
- (3) If both the Chair and the Vice-Chair are absent from any meeting of the Corporation, the members present shall choose someone from among themselves to act as Chair for that meeting.
- (4) The Chair and Vice-Chair shall hold office for such period as the Corporation decides.
- (5) The Chair or Vice-Chair may resign from office at any time by giving notice in writing to the Clerk.
- (6) If the Corporation is satisfied that the Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Chair from office and the office shall then be vacant.
- (7) If the Corporation is satisfied that the Vice-Chair is unfit or unable to carry out the functions of office, it may give written notice, removing the Vice-Chair from office and the office shall then be vacant.
- (8) At the last meeting before the end of the term of office of the Chair, or at the first meeting following the Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (9) At the last meeting before the end of the term of office of the Vice-Chair, or at the first meeting following the Vice-Chair's resignation or removal from office, the members shall appoint a replacement from among themselves.
- (10) At the end of their respective terms of office, the Chair and Vice-Chair shall be eligible for reappointment.
- (11) Paragraph (10) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

7. Appointment of the Clerk to the Corporation

- (1) The Corporation shall appoint a person to serve as its Clerk, but the Principal may not be appointed as Clerk.
- (2) In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as a temporary Clerk, but the Principal may not be appointed as temporary Clerk.

- (3) Any reference in this Instrument to the Clerk shall include a temporary Clerk appointed under paragraph (2).
- (4) Subject to clause 14, the Clerk shall be entitled to attend all meetings of the Corporation and any of its committees.
- (5) The Clerk may also be a member of staff at the institution.

8. Persons who are ineligible to be members

- (1) No one under the age of 18 years may be a member, except as a student member.
- (2) The Clerk may not be a member.
- (3) A person who is a member of staff of the institution may not be, or continue as, a member, except as a staff member or in the capacity of Principal.
- (4) Paragraph (3) does not apply to a student who is employed by the Corporation in connection with the student's role as an officer of a students' union.
- (5) Subject to paragraphs (6) and (7), a person shall be disqualified from holding, or from continuing to hold, office as a member, if that person has been adjudged bankrupt or is the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking within the meaning of the Insolvency Act 1986, or if that person has made a composition or arrangement with creditors, including an individual voluntary arrangement.
- (6) Where a person is disqualified by reason of having been adjudged bankrupt or by reason of being the subject of a bankruptcy restrictions order, an interim bankruptcy restrictions order or a bankruptcy restrictions undertaking, that disqualification shall cease—
 - (a) on that person's discharge from bankruptcy, unless the bankruptcy order has before then been annulled; or
 - (b) if the bankruptcy order is annulled, at the date of that annulment; or
 - (c) if the bankruptcy restrictions order is rescinded as a result of an application under section
 - (d) 375 of the Insolvency Act 1986, on the date so ordered by the court; or
 - (e) if the interim bankruptcy restrictions order is discharged by the court, on the date of that discharge; or
 - (f) if the bankruptcy restrictions undertaking is annulled, at the date of that annulment.
- (7) Where a person is disqualified by reason of having made a composition or arrangement with creditors, including an individual voluntary arrangement, and then pays the debts in full, the disqualification shall cease on the date on which the payment is completed and in any other case it shall cease on the expiration of three years from the date on which the terms of the deed of composition, arrangement or individual voluntary arrangement are fulfilled.
- (8) Subject to paragraph (9), a person shall be disqualified from holding, or from continuing to hold, office as a member if—
 - (a) within the previous five years that person has been convicted, whether in the United Kingdom or elsewhere, of any offence and has received a sentence of imprisonment, whether suspended or not, for a period of three months or more, without the option of a fine; or
 - (b) within the previous twenty years that person has been convicted as set out in subparagraph (a) and has received a sentence of imprisonment, whether suspended or not, for a period of more than two and a half years; or
 - (c) that person has at any time been convicted as set out in sub-paragraph (a) and has received a sentence of imprisonment, whether suspended or not, of more than five years.
- (9) For the purpose of this regulation there shall be disregarded any conviction by or before a court outside the United Kingdom for an offence in respect of conduct which, if it had taken place in the United Kingdom, would not have constituted an offence under the law then in force anywhere in the United Kingdom.
- (10) Upon a member of the Corporation becoming disqualified from continuing to hold office under paragraphs (5) or (8), the member shall immediately give notice of that fact to the Clerk.

9. The term of office of a member

- (1) A member of the Corporation shall hold and vacate office in accordance with the terms of the appointment, but the length of the term of office shall not exceed four years.
- (2) Members retiring at the end of their term of office shall be eligible for reappointment, and clause 5 shall apply to the reappointment of a member as it does to the appointment of a member.
- (3) Paragraph (2) is subject to any rule or bye-law made by the Corporation under article 23 of the Articles of Government concerning the number of terms of office which a person may serve.

10. Termination of membership

- (1) A member may resign from office at any time by giving notice in writing to the Clerk.
- (2) If at any time the Corporation is satisfied that any member:
 - (a) is unfit or unable to discharge the functions of a member; or
 - (b) has been absent from meetings of the Corporation for a period longer than six consecutive months without the permission of the Corporation,the Corporation may by notice in writing to that member remove the member from office and the office shall then be vacant.
- (3) 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.
- (4) 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.

11. Members not to hold interests in matters relating to the institution

- (1) A member to whom paragraph (2) applies shall:
 - (a) disclose to the Corporation the nature and extent of the interest; and
 - (b) if present at a meeting of the Corporation, or of any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, not take part in the consideration or vote on any question with respect to it and not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote; and
 - (c) withdraw, if present at a meeting of the Corporation, or any of its committees, at which such supply, contract or other matter as is mentioned in paragraph (2) is to be considered, where required to do so by a majority of the members of the Corporation or committee present at the meeting.
- (2) This paragraph applies to a member who:
 - (a) has any financial interest in:
 - (i) the supply of work to the institution, or the supply of goods for the purposes of the institution;
 - (ii) any contract or proposed contract concerning the institution; or
 - (iii) any other matter relating to the institution; or
 - (b) has any other interest of a type specified by the Corporation in any matter relating to the institution.
- (3) This clause shall not prevent the members considering and voting upon proposals for the Corporation to insure them against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premium.
- (4) Where the matter under consideration by the Corporation or any of its committees relates to the pay and conditions of all staff, or all staff in a particular class, a staff member:
 - (a) need not disclose a financial interest; and
 - (b) may take part in the consideration of the matter, vote on any question with respect to it and count towards the quorum present at that meeting, provided that in so doing, the staff members acts in the best interests of the Corporation as a whole and does not seek to represent the interests of any other person or body, but

(c) shall withdraw from the meeting if the matter is under negotiation with staff and the staff member is representing any of the staff concerned in those negotiations.

- (5) The Clerk shall maintain a register of the interests of the members which have been disclosed and the register shall be made available during normal office hours at the institution to any person wishing to inspect it.

12. Meetings

- (1) The Corporation shall meet at least once in every term, and shall hold such other meetings as may be necessary.
- (2) Subject to paragraphs (4) and (5) and to clause 13(4), all meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation written notice of the meeting and a copy of the proposed agenda.
- (3) If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair 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.
- (4) A meeting of the Corporation, called a “special meeting”, may be called at any time by the Chair or at the request in writing of any five members.
- (5) Where the Chair, or in the Chair’s absence the Vice Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- (6) Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

13. Quorum

- (1) Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the total number of members determined according to clause 3.
- (2) If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- (3) If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- (4) If a meeting cannot be held or cannot continue for lack of quorum, the Chair may call a special meeting as soon as it is convenient.

14. Proceedings of meetings

- (1) Every question to be decided at a meeting of the Corporation shall be decided by a majority of the votes cast by members present and entitled to vote on the question.
- (2) Where, at a meeting of the Corporation, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- (3) A member may not vote by proxy or by way of postal vote.
- (4) No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (5) Except as provided by procedures made pursuant to article 16 of the Articles of Government, a member of the Corporation who is a member of staff at the institution, including the Principal, shall withdraw:
- (a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - (b) from that part of any meeting of the Corporation, or any of its committees, at which that member’s reappointment or the appointment of that member’s successor is to be considered;
 - (c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on

- behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
- (d) if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- (6) A Principal who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Principal shall withdraw in any case where the Principal would be required to withdraw under paragraph (5).
- (7) A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:
- (a) for the expenditure of money by the Corporation; or
 - (b) under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- (8) Except as provided by rules made under article 18(3) of the Articles of Government relating to appeals and representations by students in disciplinary cases, a student member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.
- (9) In any case where the Corporation, or any of its committees, is to discuss staff matters relating to a member or prospective member of staff at the institution, a student member shall:
- (a) take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - (b) where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- (10) The Clerk:
- (a) shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - (b) where the Clerk is a member of staff at the institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under paragraph (5).
- (11) If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation under paragraph (10), the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- (12) If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the committee shall appoint a person from among themselves to act as Clerk to the committee during this absence.
- 15. Minutes**
- (1) Written minutes of every meeting of the Corporation shall be prepared, and, subject to paragraph (2), at every meeting of the Corporation the minutes of the last meeting shall be taken as an agenda item.
 - (2) Paragraph (1) shall not require the minutes of the last meeting to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
 - (3) Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
 - (4) Separate minutes shall be taken of those parts of meetings from which staff members, the Principal, student members or the Clerk have withdrawn from a meeting in accordance with clause 14(5), (6), (8), (9) or (10) and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.

16. Public access to meetings

The Corporation shall decide any question as to whether a person should be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal and in making its decision, it shall give consideration to clause 17(2).

17. Publication of minutes and papers

- (1) Subject to paragraph (2), the Corporation shall ensure that a copy of:
- (a) the agenda for every meeting of the Corporation;
 - (b) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (c) the signed minutes of every such meeting; and
 - (d) any report, document or other paper considered at any such meeting,
- shall as soon as possible be made available during normal office hours at the institution to any person wishing to inspect them.
- (2) There shall be excluded from any item made available for inspection any material relating to:
- (a) a named person employed at or proposed to be employed at the institution;
 - (b) a named student at, or candidate for admission to, the institution;
 - (c) the Clerk; or
 - (d) any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.
- (3) The Corporation shall ensure that a copy of the draft or signed minutes of every meeting of the Corporation, under paragraph (1), shall be placed on the institution's website, and shall, despite any rules the Corporation may make regarding the archiving of such material, remain on its website for a minimum period of 12 months.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph (2)(d) and make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

18. Copies of the Instrument of Government

A copy of this Instrument shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge to any other person who so requests a copy, and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

19. Change of name of the Corporation

The Corporation may change its name with the approval of the Secretary of State.

20. Application of the seal

The application of the seal of the Corporation shall be authenticated by:

- (a) the signature of either the Chair or of some other member authorised either generally or specially by the Corporation to act for that purpose; and
- (b) the signature of any other member.

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Interpretation of the terms used

1. In these Articles of Government:
 - (a) any reference to "the Principal" shall include a person acting as Principal;
 - (b) the "Articles" means these Articles of Government;
 - (c) "Chair" and "Vice-Chair" mean respectively the Chair and Vice-Chair of the Corporation appointed under clause 6 of the Instrument of Government;
 - (d) "the Clerk" has the same meaning as in the Instrument of Government;
 - (e) "the Corporation" has the same meaning as in the Instrument of Government;
 - (f) "the CE of Skills Funding" means the Chief Executive of Skills Funding;
 - (g) "parent member", "staff member" and "student member" have the same meanings as in the Instrument of Government;
 - (h) "the Secretary of State" means the Secretary of State for Business, Innovation and Skills
 - (i) "senior post" means the post of Principal and such other senior posts as the Corporation may decide for the purposes of these Articles;
 - (j) "the staff" means all the staff who have a contract of employment with the institution;
 - (k) "the students' union" has the same meaning as in the Instrument of Government.

Conduct of the institution

2. The institution shall be conducted in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.

Responsibilities of the Corporation, the Principal and the Clerk

- 3. (1)** The Corporation shall be responsible for the following functions—
- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (aa) publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
 - (b) approving the quality strategy of the institution;
 - (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
 - (d) approving annual estimates of income and expenditure;
 - (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff; and
 - (f) setting a framework for the pay and conditions of service of all other staff.
- (2)** Subject to the responsibilities of the Corporation, the Principal shall be the Chief Executive of the institution, and shall be responsible for the following functions-
- (a) making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
 - (b) the determination of the institution's academic and other activities;
 - (c) preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
 - (d) the organisation, direction and management of the institution and leadership of the staff;
 - (e) the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
 - (f) maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- (3)** The Clerk shall be responsible for the following functions: -
- (a) advising the Corporation with regard to the operation of its powers;
 - (b) advising the Corporation with regard to procedural matters;
 - (c) advising the Corporation with regard to the conduct of its business; and
 - (d) advising the Corporation with regard to matters of governance practice.

The establishment of committees and delegation of functions generally

- 4. (1)** The Corporation may establish committees for any purpose or function, other than those assigned in these Articles to the Principal or Clerk and may delegate powers to
- (a) such committees;
 - (b) the Chair, or in the Chair's absence, the Vice-Chair; or
 - (c) the Principal.
- (2)** The number of members of a committee and the terms on which they are to hold and to vacate office, shall be decided by the Corporation.
- (3)** The Corporation may also establish committees under collaboration arrangements made with other further education institutions or maintained schools (or with both), and such joint committees shall be subject to any regulations made under section 166 of the Education and Inspections Act 2006(4) governing such arrangements.

The search committee

5. (1) The Corporation shall establish a committee, to be known as the "search committee", to advise on:
- (a) the appointment of members (other than as a parent, staff or student member); and
 - (b) such other matters relating to membership and appointments as the Corporation may ask it to.
- (2) The Corporation shall not appoint any person as a member (other than as a parent, staff or student member) without first consulting and considering the advice of the search committee.
- (3) The Corporation may make rules specifying the way in which the search committee is to be conducted. A copy of these rules, together with the search committee's terms of reference and its advice to the Corporation, other than any advice which the Corporation is satisfied should be dealt with on a confidential basis, shall be published on the institution's website and shall be made available for inspection at the institution by any person during normal office hours.
- (4) The Corporation shall review regularly all material excluded from inspection under paragraph (3) and shall make any such material available for inspection where it is satisfied that the reason for dealing with the matter on a confidential basis no longer applies, or where it considers that the public interest in disclosure outweighs that reason.

The audit committee

6. (1) The Corporation shall establish a committee, to be known as the "audit committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- (2) The audit committee shall consist of at least three persons and may include members of staff at the institution with the exception of those in senior posts, and shall operate in accordance with any requirements of the CE of Skills Funding.

Composition of committees

7. Any committee established by the Corporation, other than the committee referred to in article 10, may include persons who are not members of the Corporation.

Access to committees by non-members and publication of minutes

8. The Corporation shall ensure that:
- (a) a written statement of its policy regarding attendance at committee meetings by persons who are not committee members; and
 - (b) the minutes of committee meetings, if they have been approved by the Chair of the meeting, are published on the institution's website and made available for inspection at the institution by any person, during normal office hours.

Delegable and non-delegable functions

9. The Corporation shall not delegate the following functions:
- (a) the determination of the educational character and mission of the institution;
 - (b) the approval of the annual estimates of income and expenditure;
 - (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
 - (d) the appointment of the Principal or holder of a senior post;
 - (e) the appointment of the Clerk, (including, where the Clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff); and
 - (f) the modification or revocation of these Articles.
10. (1) The Corporation may not delegate:
- (a) the consideration of the case for dismissal, and
 - (b) the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

(2) The Corporation shall make rules specifying the way in which a committee having functions under paragraph (1) shall be established and conducted.

11. The Principal may delegate functions to the holder of any other senior post other than:
- (a) the management of budget and resources; and
 - (b) any functions that have been delegated to the Principal by the Corporation.

Appointment and promotion of staff

12. (1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall:
- (a) advertise the vacancy nationally; and
 - (b) appoint a selection panel consisting of:
 - (i) at least five members of the Corporation including the Chair or the Vice-Chair or both, where the vacancy is for the post of Principal; or
 - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.
- (2) The members of the selection panel shall:
- (a) decide on the arrangements for selecting the applicants for interview;
 - (b) interview the applicants; and
 - (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.
- (3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.
- (4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.
- (5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff:
- (a) may be required to act as Principal or in the place of any other senior post holder; and
 - (b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.
13. The Principal shall have responsibility for selecting for appointment all members of staff other than:
- (a) senior post holders; and
 - (b) where the Clerk is also to be appointed as a member of staff, the Clerk in the role of a member of staff.

Rules relating to the conduct of staff

14. After consultation with the staff, the Corporation shall make rules relating to their conduct.

Academic freedom

15. In making rules under article 14, the Corporation shall have regard to the need to ensure that academic staff at the institution have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without putting themselves at risk of losing their jobs or any privileges which they may enjoy at the institution.

Grievance, suspension and disciplinary procedures

16. (1) After consultation with staff, the Corporation shall make rules setting out
- (a) grievance procedures for all staff;
 - (b) procedures for the suspension of all staff; and
 - (c) disciplinary and dismissal procedures for
 - (i) senior post holders, and
 - (ii) staff other than senior post holders
- and such procedures shall be subject to the provisions of articles 3(1)(e), 3(2)(e), 9(d), 9(e), 10(1) and 17.

(2) Any rules made under paragraph (1)(b) shall include provision that where a person has been suspended without pay, any appeal against such suspension shall be heard and action taken in a timely manner.

(3) Any rules made under paragraph (1)(c)(i) shall include provision that where the Corporation considers that it may be appropriate to dismiss a person, a preliminary investigation shall be conducted to examine and determine the case for dismissal.

Suspension and dismissal of the Clerk

17. (1) Where the Clerk is also a member of staff at the institution, the Clerk is to be treated as a senior post holder for the purposes of article 16(c).

(2) Where the Clerk is suspended or dismissed under article 16, that suspension or dismissal shall not affect the position of the Clerk in the separate role of Clerk to the Corporation.

Students

18. (1) Any students' union shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Corporation and no amendment to, or rescission of, that constitution, in part or in whole, shall be valid unless approved by the Corporation.

(2) The students' union shall present audited accounts annually to the Corporation.

(3) After consultation with representatives of the students, the Corporation shall make rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

Financial matters

19. The Corporation shall set the policy by which the tuition and other fees payable to it are determined, subject to any terms and conditions attached to grants, loans or other payments paid or made by the CE of Skills Funding.

Co-operation with the CE of Skills Funding's auditor

20. The Corporation shall co-operate with any person who has been authorised by the CE of Skills Funding to audit any returns of numbers of students or claims for financial assistance and shall give any such person access to any documents or records held by the Corporation, including computer records.

Internal audit

21. (1) The Corporation shall, at such times as it considers appropriate, examine and evaluate its systems of internal financial and other control to ensure that they contribute to the proper, economic, efficient and effective use of the Corporation's resources.

(2) The Corporation may arrange for the examination and evaluation mentioned in paragraph (1) to be carried out on its behalf by internal auditors.

(3) The Corporation shall not appoint persons as internal auditors to carry out the activities referred to in paragraph (1) if those persons are already appointed as external auditors under article 22.

Accounts and audit of accounts

22. (1) The Corporation shall

- (a) keep proper accounts and proper records in relation to the accounts; and
- (b) prepare a statement of accounts for each financial year of the Corporation.

(2) The statement shall

- (c) give a true and fair account of the state of the Corporation's affairs at the end of the financial year and of its income and expenditure in the financial year; and
- (d) comply with any directions given by the CE of Skills Funding as to the information to be contained in it, the manner in which the information is to be presented, the methods and principles according to which it is to be prepared and the time and manner of publication.

(3) The accounts and the statement of accounts shall be audited by external auditors appointed by the Corporation in respect of each financial year.

- (4) The Corporation shall not appoint persons as external auditors in respect of any financial year if those persons are already appointed as internal auditors under article 21.
- (5) Auditors shall be appointed and audit work conducted in accordance with any requirements of the CE of Skills Funding.
- (6) The “financial year” means the first financial year and, except as provided for in paragraph (8), each successive period of twelve months.
- (7) The “first financial year” means the period from the date the Corporation was established up to the second 31st July following that date, or up to some other date which has been chosen by the Corporation with the CE of Skills Funding’s approval.
- (8) If the Corporation is dissolved
 - (a) the last financial year shall end on the date of dissolution; and
 - (b) the Corporation may decide, with the CE of Skills Funding’s approval, that what would otherwise be the last two financial years, shall be a single financial year for the purpose of this article.

Rules and bye-laws

23. The Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution and these rules and bye-laws shall be subject to the provisions of the Instrument of Government and these Articles.

Copies of the Articles of Government and rules and bye-laws

24. A copy of these Articles, and of any rules and bye-laws, shall be given free of charge to every member of the Corporation and at a charge not exceeding the cost of copying or free of charge, to any other person who requests a copy and shall be available for inspection at the institution upon request, during normal office hours, to every member of staff and every student.

Modification or replacement of the Instrument and Articles of Government

25. (1) Subject to paragraph (2), the Corporation may by resolution of the members modify or replace its instrument and articles of government, after consultation with any other persons who, in the Corporation’s view, are likely to be affected by the proposed changes.
- (2) The Corporation shall not make changes to the instrument or articles of government that would result in the body ceasing to be a charity.

Dissolution of the Corporation

26. (1) The Corporation may by resolution dissolve itself and provide for the transfer of its property, rights and liabilities.
- (2) The Corporation shall ensure that a copy of the draft resolution to dissolve the corporation on a specified date shall be published at least one month before the proposed date of such resolution.

Scheme of Delegation

Approved by Corporation: 1st July 2021

Review Date: July 2024

1. Responsibilities

- 1.1. The Corporation has five main responsibilities:
 - 1.1.1. For the determination of the educational character and mission of the institution and for the oversight of its activities (including arrangements for consultation with staff and students).
 - 1.1.2. For the effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets.
 - 1.1.3. For approving annual estimates of income and expenditure.
 - 1.1.4. For the appointment, grading, suspension, dismissal and determination of the pay and service of the Senior Post Holders and the Clerk.
 - 1.1.5. For setting a framework for the pay and conditions of service of all other staff.
- 1.2. The Corporation retains to itself the powers and duties specified in Section 4 below, delegating other functions to the specified Committees and the Chair and CEO in order to ensure effective and efficient governance and management of the Corporation within the legal requirements.
- 1.3. The Corporation may not delegate the consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the CEO, the Clerk or the holder of a senior post other than to a Committee of members of the Corporation.
- 1.4. The Corporation is responsible for assessing its own performance, at least on an annual basis.

2. Powers and Duties Reserved by the Corporation

- 2.1. The determination of the educational character and mission of the College.
 - 2.2. Ensuring that academic standards, including success rates and targets, are monitored and appropriate action is taken where standards are unsatisfactory.
 - 2.3. The approval of annual estimates of income and expenditure.
 - 2.4. The review of the framework of pay and conditions of service for staff and senior post holders.
 - 2.5. The approval of the Strategic Plan and Disaster Recovery Plan.
 - 2.6. The approval and annual review of the Quality Strategy (which may form part of the strategic plan).
 - 2.7. Approval of business and investment plans.
 - 2.8. To determine the circumstances in which and at what level fees are to be charged provided these arrangements are integral to the annual estimates of income and expenditure approved by the Corporation.
 - 2.9. Ensuring the solvency of the College and the safeguarding of its assets.
 - 2.10. Approval and review of franchise arrangements.
 - 2.11. Approval of policy in respect of strategy.
 - 2.12. Approval of the award of tenders for contracts*.
 - 2.13. Approval of any amendments to the provision of banking services*.
 - 2.14. Approval of the disposal of an asset*.
 - 2.15. Authorisation of contracts for services*.
- *As set out in the Financial Regulations
- 2.16. Review of the business plan and control arrangements for overseas activities as appropriate.
 - 2.17. The review and approval of policies as set out in the policy review cycle or as required by legislation.
 - 2.18. Approval of the establishment and the procedure for the establishment of companies or joint ventures by the Corporation.
 - 2.19. The appointment, discipline or dismissal of any Senior Post Holder or the Clerk.
 - 2.20. The modifying or revoking of the Articles of Government of the Corporation.
 - 2.21. The determination of the number of members of the Corporation, the length of term of office, the appointment or removal of any member of the Corporation in accordance with the Instrument of Government.

- 2.22. The establishment of Committees or single task groups of the Corporation and the constitution and functions of such committees and the delegation or recovery of any powers, functions or duties to or from such committees, or the Corporation Chair or CEO.
- 2.23. The authorisation arrangements for members to authenticate the application of the Seal of the Corporation.
- 2.24. Ensuring the availability of written statements for the Corporation's procedure regarding attendance at meetings by persons who are not members and the publication of the minutes of meetings.
- 2.25. The determination of which staff posts within the Corporation shall be defined as senior posts of the College.
- 2.26. The establishment of rules and procedures setting out grievance and disciplinary procedures for staff and the same for Senior Post Holders in accordance with Article 16.
- 2.27. The making and maintenance of a code of conduct for Corporation members, procedures for complaints, whistle blowing and openness including access to agendas and minutes.
- 2.28. The making of appointments to directorships of companies of which the Corporation owns or is a member.
- 2.29. Responsibility for health, safety, safeguarding, equality and diversity.

3. Delegation to Chair

There shall be delegated to the Chair of the Corporation or in their absence the Vice Chair, the following powers:

- 3.1. To call a special meeting of the Corporation.
- 3.2. Where it would not be reasonable to wait until the next ordinary meeting of the Corporation, to establish a single task group if required as a response to an issue as a matter of urgency and to determine the number, membership and remit of the group following consultation with the CEO and Clerk.
- 3.3. The appointment to or amendment of membership of boards, committees and single task groups if required as a matter of expediency (this may in turn be delegated to the Clerk if needed to ensure that a meeting is quorate).
- 3.4. To undertake duties as assigned to the post in accordance with the disciplinary procedures for senior post holders.
- 3.5. To agree action taken by the CEO as a matter of urgency in accordance with the Standing Orders of the Corporation in circumstances where there is not time to utilise the provision for electronic resolution.
- 3.6. To approve the acceptance of hospitality offered to senior post holders by organisations which may be seen as having a potential interest in supplying goods or services to the College.
- 3.7. To act as the spokesperson for the Corporation.

4. Delegation to CEO

There shall be delegated to the CEO (who may in turn delegate to the holder of a Senior Post if permitted by the Articles) the following powers:

- 4.1. To implement the decisions of the Corporation and its Committees.
- 4.2. To organise, direct and manage the College.
- 4.3. To have oversight of the day to day running of the College estate, including any decision in respect of the closure of all or part of the College in response to any extenuating circumstance.
- 4.4. To lead the staff of the College.
- 4.5. To appoint, assign, appraise, suspend and dismiss (within the framework set out by the Corporation) College staff other than holders of Senior Posts or the Clerk.
- 4.6. To enter into contracts as necessary with third party providers in order to secure staffing resources to ensure a swift response to employer engagement needs.
- 4.7. To approve appointments, assignments and dismissals in connection with the above which may fall outside frameworks as approved by the Corporation.
- 4.8. To determine the duties of College staff.
- 4.9. The making of rules relating to the conduct of College staff.

- 4.10. To manage the budget and resources within the estimates approved by the Corporation.
- 4.11. The making of rules with respect to the conduct of students including procedures for suspension and expulsion.
- 4.12. To maintain student discipline and within the rules and procedure of the College and provided in the Articles to suspend or expel students on disciplinary grounds or for academic reasons.
- 4.13. To deal with all other matters reasonably falling within the scope of the CEO's responsibilities and accountabilities including, without limitation, the granting of special leave of absence, the authorisation of overtime working and the authorisation of acquisition of goods, materials and services necessary for the activities of the College in accordance with College policy and Financial Regulations.

5. Further Delegation or Recovery

The Corporation may delegate to or recover from any Committee or the CEO such matters as the Corporation may from time to time determine.

6. Interpretation

- 6.1. For the avoidance of doubt the Corporation may determine any matter which, in accordance with its scheme of delegation has been delegated to a committee or working group, the Chair or CEO.
- 6.2. For the avoidance of doubt a Committee or working group, the Chair or CEO, rather than exercise the powers delegated in accordance with the scheme of delegation may refer the matter to the Corporation or relevant Committee for decision as the case may be.

Standing Orders

Date of Corporation Approval:	24 October 2019
Date of Next Review:	October 2022
Amended (new clause 3.4.6 & 3.4.7) and Approved:	13 February 2020
Amended (clause 3.5) and Approved	30 April 2020
Amended (clause 1) and Approved	29 April 2021

Introduction

These Standing Orders of the Corporation have been established to determine the operational rules by which the Governing Body manages its business. They amplify the requirements of the Instrument of Government and provide details of how the business of the Governing Body is to be conducted.

Governors owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Members are expected to adhere to the Seven Principles of Public Life, as recommended by the Nolan Committee's report, "Standards of Public Life", for those holding public office (Appendix A).

Members of the Corporation have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Corporation
- Demonstrate a high level of commitment to the College's vision
- Operate within the governance framework of the College

Responsibility for the appropriateness of conduct as a Governor of a corporate body and for any act or omission in that capacity rests with the individual Member.

These Standing Orders should be used in conjunction with the Instrument and Articles of Government and general advice issued from time to time by the Education and Skills Funding Agency and the Department for Education.

1. MEMBERSHIP

1.1. The Corporation is determined to have a total membership of up to 18, with the categories of membership as follows:

- | | |
|--|------------------------------------|
| • Independent Members | between 9 and 13 |
| • Staff Members | 2 (one academic; one non-academic) |
| • Student Members | 2 |
| • Principal and Chief Executive (ex-officio) | 1 |

2. APPOINTMENT AND TERMS OF OFFICE

2.1. Independent Members:

- 2.1.1. The selection procedure for all Independent members shall be via recommendation of the Search and Development Committee, in accordance with their terms of reference, with the exception of the Staff and Student Governors who are directly elected by their peers.
- 2.1.2. Independent members are appointed for a four-year term and the Search and Development Committee will consider their re-appointment for a further term (maximum 8 years) by undertaking a review of their membership, including contribution and attendance record, before making a recommendation to the Corporation on whether or not to re-appoint.
- 2.1.3. In exceptional circumstances, a Governor may be re-appointed for a third, or in very exceptional circumstances, a fourth term of office. Such circumstances could include the Governor's particular area of skills and expertise and the specific needs of the Corporation and the College at a point in time. Very exceptional circumstances could mean that the loss of that Governor's experience and skills could create a significant risk to the College. The Search and Development Committee will clearly define these exceptional circumstances in any recommendation to the Corporation.

- 2.2. **Staff Governors:** There will be two staff members (excluding the Principal and Chief Executive). Staff members will be elected by their peer groups; one from the academic staff group and one from the business support staff group of the College to ensure all staff are represented. Staff Governors are appointed for a period of four years and are eligible for reappointment if re-elected by their staff group.
- 2.3. **Student Governors:** There will be at least two (and not more than three) student members, duly elected as Student President(s) / Vice President(s) of the Student Union for the academic year. A Student Governor who is under the age of 18 shall not have voting rights on any matter relating to the expenditure of money by the Corporation; or any proposal under which the Corporation would incur any debt or liability.
- 2.4. **Co-opted Committee Members:**
- 2.4.1. The Corporation may co-opt independent persons to serve as Co-opted Governors on Committees to ensure specialist skills are available to inform Committee business. Co-opted Governors have full voting rights on committees and are counted as part of the quorum. Co-opted Governors may be invited to attend full Corporation meetings where appropriate, but do not have voting rights.
- 2.4.2. Co-opted Governors will be appointed for a four-year renewable term of office. Their length of appointment shall be kept under review by the committee being served and by the Search and Development Committee as part of the regular Board membership review.
- 2.5. **Chair and Vice Chair:**
- 2.5.1. Shall be appointed every four years and would be eligible for reappointment after this period.
- 2.5.2. At the end of the Chair's term of office, and if the Chair is not reappointed, the Vice Chair shall be invited to succeed the Chair. Where the Vice Chair accepts the invitation, this position shall be ratified by the Corporation.
- 2.5.3. Where the Vice Chair chooses not to become Chair and/or where there is a vacancy for the position of Vice Chair, the succession procedures set out in the Recruitment and Succession Planning Procedure shall be followed.
- 2.5.4. The Corporation may vary the term of office for the Chair and Vice Chair if necessary to align to his/her term of office as a member with his/her term of office as Chair.
- 2.5.5. The Principal & Chief Executive, Staff Governors and Student Governors are not eligible to be Chair or Vice Chair of the Corporation, nor may they act as Chair or Vice Chair in their absence.
- 2.6. A member may at any time resign his/her office by notice in writing to the Clerk.
- 2.7. Should a Member, Chair or Vice Chair:
- be absent from Corporation meetings for a period longer than six consecutive months, without the permission of the Corporation or;
 - become unable or unfit to discharge the functions of a member and/or;
- the Corporation may, by notice in writing to that member, remove them from office and thereupon the office shall become vacant.
- 2.8. Any staff member or the Principal shall cease to be a Corporation member if they cease to be a member of staff of the College and the office shall become vacant.
- 2.9. Any student member shall cease to hold office at the end of the academic year in which they cease to be a student or if they are expelled from the institution.
- 3. MEETINGS**
- 3.1. The full Corporation shall meet at least once in every term and, in practice, holds 5-6 meetings per year with additional meetings convened if deemed necessary by the Corporation.
- 3.2. All Corporation meetings will be summoned by the Clerk who shall issue to the members notice of the meeting and a copy of the agenda and papers at least seven days ahead of the meeting where it is practical to do so.
- 3.3. Where a decision is required as a matter of urgency and it is not deemed possible to summon a meeting in person, such decisions may be made by teleconference, videoconference or by written resolution. Care must be taken when using tele or videoconferencing to ensure that it is possible for every person present at the meeting to communicate with each other. If it ceases to be possible for all those counted in the quorum to communicate effectively with each other the meeting should immediately be adjourned for lack of quoracy.

3.4. Attendance:

- 3.4.1. Governors are expected to attend in person, as far as is reasonably practicable, all meetings of the Corporation and those Committees of which he/she is a member.
- 3.4.2. It is recognised that there may be occasions when attendance is not possible. On such occasions members shall notify the Clerk and will give as much notice as possible of their absence to enable decisions on quorum.
- 3.4.3. Attendance at Corporation and Committee meetings will be monitored by the Clerk and regularly reviewed by the Search and Development Committee. For guidance 80% or above attendance is considered good/very good; 70-80% is considered to be the average level expected; below 70% is of concern and below 60% would lead to a review with the Chair.
- 3.4.4. Members of the leadership team may be invited to attend Corporation meetings on a regular basis, and other staff members as appropriate.
- 3.4.5. In line with the Access to Corporation Information policy, any non-member of the Corporation and/or its Committees should contact the Clerk to Corporation at least 15 working days prior to the date of the meeting they wish to attend. This request will be considered and determined by the members eligible to attend the meeting.
- 3.4.6. By exception and at the Chair's (or Committee Chair's) discretion, a Member may join a meeting by suitable and secure electronic means. All participants must be able to communicate with each other. Any Member attending a meeting by electronic means shall qualify as being present at the meeting and shall be included in the quorum. Should electronic communication fail at any point the Member shall no longer be present and quorum must be recalculated.
- 3.4.7. Any Member wishing to join a meeting by electronic means must seek prior permission from the Chair/Committee Chair. If permission is granted the Member shall notify the Clerk 3 working days prior to the meeting of the equipment/technology required to ensure a secure connection can be established.

3.5. Quorum:

- 3.5.1. Quorum will be calculated according to the total current membership number at the time of the meeting. For a meeting to be quorate, a minimum of 40% of the total current membership must be present.
- 3.5.2. A minimum of 40% of the total membership of each Committee is required for each Committee meeting to be quorate.
- 3.5.3. If a meeting become inquorate after it has commenced, e.g. because one or more Members have to leave the meeting or are required to withdraw from the meeting because of an interest in the matter under discussion, the meeting must be immediately terminated (informal discussion may continue). In such circumstances, the Chair has a discretion to cause a special meeting to be summoned at the earliest opportune moment.

4. WRITTEN RESOLUTIONS

- 4.1. In exceptional circumstances, and for items not thought to be requiring discussion, a resolution in writing (or email) agreed by a simple majority of the Governors who would have been entitled to vote upon it had it been proposed at a meeting (see rules re quorum) shall be effective provided that:
 - a) a copy of the proposed resolution has been sent to every eligible Governor;
 - b) a simple majority of the Governors have signified agreement to the resolution.
- 4.2. A written resolution passed will be ratified at the next meeting of the Corporation or Committee.

5. DECLARATIONS OF PERSONAL INTEREST

- 5.1. Where a Corporation member has a financial interest in the supply of work or goods to, or for the purposes of, the College; any contract or proposed contract concerning the College; or any other matter relating to the College, it is the responsibility of that member to declare their interest. They should then not take part in any discussion, not form part of the quorum and not vote on the relevant matter.
- 5.2. A Register of Members' Interests is held by the Clerk and is available during normal office hours at the College to any person wishing to inspect it. The Register is updated on a regular basis.
- 5.3. It must always be recorded in the minutes when a Corporation member makes a declaration of interest.

6. WITHDRAWAL FROM MEETINGS

- 6.1. Any staff members, including the Principal and Clerk (where the Clerk is directly employed by the College), are obliged to withdraw from any part of a meeting which is discussing:
- a) their own remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement;
 - b) the appointment of their successor;
 - c) the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff holding a post senior to themselves is being considered.
- 6.2. Student Governors may be required to withdraw:
- a) at the discretion of other members present, from any meeting at which staff matters relating to a member or prospective member of staff at the College are discussed. Detailed papers on such matters will not be circulated to Student Governors in advance of the meeting but tabled copies will be available if the Corporation decides at the meeting that they may remain in attendance.
 - b) from that part of any meeting at which the conduct, suspension or expulsion of a student is to be considered, except as provided by rules made relating to the conduct of students, to include appeals and representations in disciplinary cases.
- 6.3. If the Clerk is required to withdraw from a meeting or part of a Corporation or Committee meeting, the Corporation or Committee shall appoint a person from among themselves to act as Clerk during his/her absence.
- 6.4. If the Corporation or any of its Committees are required to consider a matter relating to a member of staff who holds a position senior to the Clerk, the Corporation or Committee will decide if the Clerk shall withdraw. It may be that members are comfortable for the Clerk to be permitted to remain (while requiring staff members to withdraw) on the basis that a distinction can be drawn between the staff members and the Clerk in this situation as the two roles are different and in ensuring the Clerk's independency.

APPENDIX A: Seven Principles of Public Life / Nolan Principles

The Seven Principles of Public Life (also known as the Nolan Principles) apply to anyone who works as a public office-holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the Civil Service, local government, the police, courts and probation services, non-departmental public bodies (NDPBs), and in the health, education, social and care services. All public office-holders are both servants of the public and stewards of public resources. The principles also apply to all those in other sectors delivering public services.

1. **Selflessness** – Holders of public office should act solely in terms of the public interest.
2. **Integrity** – Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity** – Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability** – Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness** – Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. **Honesty** – Holders of public office should be truthful.
7. **Leadership** – Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.