



**Buckinghamshire
College Group**

BOARD OF CORPORATION STANDING ORDERS

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| Date of Corporation Approval: | 24 October 2019 |
| Date of Next Review: | October 2021 |
| 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.

In order to assist in carrying out their responsibilities in an effective manner, members of the Corporation are recommended to familiarise themselves with the following which, where not supplied to them on appointment, will be available on request from the Clerk or can be accessed via the Governors' Cloud area online:

- Instrument and Articles of Government
- Code of Good Governance for English Colleges
- College's Strategic Plan
- College's Financial Regulations

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 (Appendix B) 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.

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

Nolan Committee Standards of Public Life

- **Selflessness** – Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity** – Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity** – In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability** – Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness** – Holders of public office should be open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty** – Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – Holders of public office should promote and support these principles by leadership and example.

APPENDIX B

**FE Corporations Order 2007
(Instrument and Articles of Government,
Schedule 4 of the Further and Higher Education Act 1992)
and subsequent Modifications**