

Standing Orders 2019

Corporation Governance Framework Document

Clerk to the Corporation

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Standing Orders

1. Introduction

- 1.1 The Standing Orders detail the arrangements put in place by the Corporation to meet its key statutory responsibilities as set out in the Further and Higher Education Act 1992 (schedule 4)(as amended) and the Instrument and Articles of Government (IAG) to ensure the effective operation of the Corporation, its Committees and Task and Finish Groups.
- 1.2 Article 20 provides that the Corporation shall have the power to make rules and bye-laws relating to the government and conduct of the institution, subject to the provisions of the IAG.
- 1.3 In accordance with Article 20 and to assist the Corporation to comply with the functions set out in the IAG and other relevant legislation, a number of documents outlining the procedures which support the Corporation in its work have been developed.
- 1.4 These documents, together with the over-arching Corporation Standing Orders and Code of Conduct have received Corporation approval as required by Article 20 and are subject to regular review by the Clerk to the Corporation and re-approval by the Corporation.
- 1.5 The Corporation has adopted a Code of Conduct as a guide for its Members on the standards of conduct expected of them and to assist them in carrying out their duties with selflessness, integrity, objectivity, accountability, openness, honesty and leadership in accordance with the recommendations of the Second Report of the Nolan Committee on Standards in Public Life, May 1996. A copy of the Code is supplied to every member on appointment. In accepting appointment to the Corporation, Members confirm they subscribe to and accept the principles of the Code.

2. Definitions

In this document:

- 2.1 'College' means the Richard Huish College;
- 2.2 'Corporation' means the sixth form corporation established to conduct the College;
- 2.3 'Corporation Member', 'Chair,' 'Principal' and 'Clerk' mean respectively a Member of the Corporation of the College, the Chair of the Corporation, the Principal of the College and the Clerk to the Corporation;
- 2.4 all other definitions have the same meaning as given in the College's Instrument and Articles of Government.

3. Related Policies and Documents

- 3.1 Instrument and Articles of Government;
- 3.2 The Code of Conduct;
- 3.3 The Governor Recruitment, Renewal and Succession Policy;
- 3.4 Conflicts of Interest Policy and Members' Register of Interests;
- 3.5 Public Access to Meetings Statement;
- 3.6 Expenses, Gifts and Hospitality Policy;
- 3.7 Urgency and Efficiency Policy (electronic written resolutions);
- 3.8 Committee Terms of Reference;
- 3.9 Staff Foreign Travel Policy;
- 3.10 Complaints procedure against the Corporation and individual Members;

- 3.11 Procedure for Corporation Chair and Vice Chair(s) Appointments;
- 3.12 Grievance Procedure for Senior Post -holders;
- 3.13 Disciplinary and Dismissal Procedure for Senior Post-holders;
- 3.14 Other policies and documents may be identified from time to time as circumstances change and may be added to this list.

4. Determination of Corporation Membership

- 4.1 Instrument 3 provides that the Corporation shall determine the number of Corporation members following recommendations from the Search and Governance Committee.
- 4.2 On 14 March 2011, following a recommendation by the Search and Governance Committee, the Corporation determined that the Corporation should consist of a maximum number of twenty Members in the following categories:
 - i. nine external members;
 - ii. the Principal;
 - iii. two Staff members;
 - iv. two Parent members;
 - v. two Student members;
 - vi. Four Foundation members.

5. Appointment of Members

- 5.1 The Search and Governance Committee shall recommend to the Corporation, procedures for the selection and appointment of Members. The procedures in place for the time being are detailed in the Governor Recruitment, Renewal and Succession Policy.

6. Term of Office of Members

- 6.1 The term of office for a Member shall be for four years.
- 6.2 The term of office for a Student Member shall be for a period of one year.
- 6.3 Co-opted members shall be appointed for one year with the opportunity for re-appointment thereafter.
- 6.4 The Principal shall be a Member of the Corporation for the period of their tenure as Principal,
- 6.5 Staff and Student Members shall be eligible for re-election on condition they are still employed as members of staff or registered as students at the College and are elected by members of staff and the student body at the College.
- 6.6 Parent Members shall be eligible for re-election on condition they are still parents of students attending the College and are elected by other parents.
- 6.6 External Members retiring at the end of their term of office shall be eligible for re-appointment for a further term subject to a maximum period of service of 12 years.
- 6.7 Members may only be considered for re-appointment beyond three terms if,
 - i. they have demonstrated excellent commitment to the Corporation in terms of attendance and contribution at meetings; and
 - ii. they have special skills that would be otherwise difficult to find; and
 - iii. their level of governance experience is required to balance the relative inexperience of a number of new Members; or

- iv. they chair a Committee and the appointment of a successor would be difficult.
- 6.8 Where a Member is re-appointed beyond three terms, the re-appointment should be for two years at a time, until the matters described at point 6.7 above are no longer relevant as determined by the Corporation, following a recommendation by the Search and Governance Committee.

7. Leave of Absence

- 7.1 A member may apply to the Search and Governance Committee for leave of absence for a period not exceeding 12 months; this application should be made in writing giving the reasons for the application. A meeting may be held between the Member, the Chair of the Search and Governance Committee and the Principal to discuss the application. Where the application is granted the Member will be written to accordingly, setting out the terms of the authorised absence.
- 7.2 Where the application is refused the Member will be informed in writing of that decision with the reasons for refusal. An opportunity to meet with the Chair of Search and Governance and the Principal to discuss the Member's continued membership of the Corporation will be offered.
- 7.3 Any member aggrieved by the decision may appeal to the Chair of the Corporation who will review the application and make a decision; this decision will be final.

8. Removal of Members

- 8.1 In accordance with Instrument 9, where a Member (including a Co-opted Member) is unable or unfit to discharge the functions of a Member or, has been absent from three consecutive meetings (including Committee and Corporation) without the permission of the Corporation, the Corporation may by notice in writing remove the member from office and thereupon the office shall become vacant.

- 8.2 The following procedures will be followed to enable the Corporation to act in those circumstances.

8.3 Non Attendance Procedure

- 8.3.1 If a Member has been absent from three consecutive meetings (including Committee or Corporation) without the permission of the Corporation, the Clerk or Chair of the Search and Governance Committee will contact the Member by telephone, email or letter to express formal concern at the absence.
- 8.3.2 If the absence continues, a formal letter will be sent from the Chair of the Search and Governance Committee to request specific reasons for the poor attendance and to explain the effect of poor attendance on the conduct of business at meetings in relation to quoracy and lack of relevant expertise at the meetings.
- 8.3.3 The Member may put forward a valid reason for absence which is acceptable to the Chair of the Search and Governance Committee and an extended absence may be agreed in accordance with section 7.
- 8.3.4 If no acceptable reason is given and the Member is continually absent from Corporation meetings the Chair of the Search and Governance Committee may decide to recommend to the Corporation that the member should be removed for poor attendance.

Unable or Unfit to Discharge Duties Procedure

8.4. Notification of Concerns

- 8.4.1 Where there is a question as to whether a Member (including a Co-opted Member) is unable or unfit to discharge the functions of a Member, the Corporation Chair or Vice-chair and the Principal will meet with the Member to outline those concerns and the action to be taken. The Member may be accompanied by another Member as support, but not by a member of the Search and Governance Committee or a legal or professional adviser. The Clerk will be in attendance at this meeting to take notes and offer any relevant advice. A letter of confirmation of the matters discussed at the meeting will subsequently be sent in writing.
- 8.4.2 Any question as to whether or not a member may be unable or unfit to discharge the functions of a Member must be referred to the Clerk.

- 8.4.3 Should such a question, regardless of its source, be brought to the attention of the Clerk he/she shall immediately notify the Principal and the Chair of the Corporation. If it appears to the Chair that the matter should be pursued, he/she will decide, in consultation with the Principal and the Clerk, whether or not further investigation is necessary and, if so, how this should be carried out.
- 8.4.4 The Chair will decide, in consultation with the Principal and the Clerk, whether or not the matter should be referred to the Governance and Search Committee and, if necessary, shall authorise the Clerk to convene a special meeting. If the Committee considers that the Member should be removed from office, they shall make the appropriate recommendation to the Corporation and the Clerk shall convene a meeting of the Corporation to consider the matter.

8.5 Corporation Decision

- 8.5.1 The proposal of a resolution to remove a Member will be made to the Corporation by the Chair of the Search and Governance Committee at the next Corporation meeting or a specially convened meeting giving at least seven days' notice.
- 8.5.2 The only persons entitled to attend such meetings shall be members of the Corporation and the Clerk, except that the Member in question shall be invited to attend for part of the meeting in order to state his/her case. He/she shall not participate in discussion or voting of the Corporation.
- 8.5.3 The Corporation will consider the following resolution:
"That the Corporation is satisfied that the Member is unfit/unable to discharge the functions of a Member of the Corporation, and that the Chair of the Corporation be authorised to give notice to that effect in writing to the Member to remove him/her from office in accordance with Instrument 9, this decision to take effect from *time on date of meeting.*"
- 8.5.4 The Corporation will take such action as it considers appropriate and will communicate their decision to the Member in writing as soon as practicable after the meeting. The resolution will be determined by a simple majority vote in accordance with clause 14(1) of the Instrument and Articles of Government.
- If the resolution is passed, the Clerk will give notice in writing to the Member as soon as practicable after the meeting.
- i. informing the Member of the resolution, its date, and the fact it was passed;
 - ii. removing the Member from office in accordance with Instrument 9.

A member so removed shall have no right of appeal against the Corporation's decision.

9. Appointment and Term of Office of the Corporation Chair and Vice-Chair(s)

- 9.1 The period of office of the Chair and Vice-chair(s) shall commence on 1st September following appointment and conclude on 31st August of the following year. The Principal, Staff or Student members are not eligible for appointment.
- 9.2 The appointment of the Chair and Vice-chair(s) shall be by election, reported and endorsed at the last meeting prior to 31st July and shall be by a process of nomination and where necessary, election.
- 9.3 The nomination and election process will be completed, where possible, electronically, as detailed in the Corporation Chair and Vice-chair appointment procedure. The Corporation will endorse the appointments.
- 9.4 Where either the Chair and / or the Vice-chair resign from their positions before the end of their term of office, the Clerk shall undertake the agreed procedure before the next appropriate Corporation meeting.

- 9.5 Where both the Chair and the Vice-chair have resigned, the Corporation will elect from its number a Chair to conduct the meeting until the position of Chair has been filled.
- 9.6 Where both the Chair and the Vice-chair are absent from a Corporation meeting, the Corporation will elect from its number a chair to conduct the meeting.

10. Register of Members' Interests and Declarations of Interest

- 10.1 At the start of each academic year, the Clerk shall request each Member, members of the College Management Team and substantial budget holders and through them, any close family members, to make a declaration of any business or other interest which might lead to a conflict of interest on their part during the transaction of Corporation business.
- 10.2 On appointment, new Members will be requested to make a declaration of any business or other interest which might lead to a conflict of interest on their part during the transaction of Corporation business.
- 10.3 The Clerk shall maintain a register of interest of Members derived from these declarations, the register is available for public inspection by arrangement with the Clerk.
- 10.4 A standing agenda item enables Members to make a declaration of any new business or other interest which might lead to a conflict of interest on their part during the transaction of Corporation business, which has arisen since the last declaration.
- 10.5 If a Member has an interest on a specific agenda item, they should declare that interest at the start of the meeting and should (where necessary), withdraw from the meeting while the item on which they have declared an interest is discussed.
- 10.6 If, during discussion of an item, it becomes apparent to a Member that they have an interest in that matter, they should make a declaration and withdraw (where necessary), from the meeting for the remainder of the discussion on that item.
- 10.7 If any Member feels that another Member has an undeclared interest in any matter relating to the institution, they should report the matter to the Clerk, who will, in the first instance, raise the matter with the Member who may have an undeclared interest. It will, however, not be part of the Clerk's role to conduct a forensic investigation into the matter but merely to give the Member the chance to either deny the report or to declare the interest.
- 10.8 If the Member raising the matter is not satisfied with the outcome, they should present evidence of the allegation to the Clerk and the Chair or, if the allegation is about the Chair, to the Clerk and Vice-chair.
- 10.9 Members eligibility (under section 7 of the IAG) will also be reviewed annually and members are asked to declare any gifts or hospitality received in their capacity as a Corporation Member.

11. Meetings

11.1 Schedule of Meetings

- 11.1.1 The Clerk shall propose a schedule of dates for meetings of the Corporation and its Committees in the following academic year designed to align with the relevant requirements of the Corporation's business, at the June meeting of the Corporation.
- 11.1.2 The Corporation will meet at least once in each academic term and will hold other meetings as may be necessary.
- 11.1.3 The Clerk will devise a governance business planner each year in conjunction with the Executive Team, by which the Corporation's business will be scheduled,

11.2 Attendance

- 11.2.1 Members shall attend, as far as is reasonably practicable, all meetings of the Corporation and those Committees and Task and Finish Groups of which they are members.

- 11.2.2 If Members are unable to attend a meeting, they should notify the Clerk, giving as much notice as possible of their absence and offering an explanation for their absence. This will enable apologies to be recorded and the Clerk to judge if the meeting will be quorate and take the appropriate action where it is not.
- 11.2.3 Where physical attendance at a meeting is not practicable and a member has given not less than two working days' notice to the Clerk, remote attendance may, with the prior approval of the Chairperson and with appropriate safeguards, be facilitated by video conference link from another campus, or, exceptionally, from a similar secure location.
- 11.2.3 If the Clerk judges that a meeting will be inquorate, they will immediately inform the Chair.
- 11.2.4 The Clerk will maintain a register of attendance at meetings for future reference by Members and other interested parties. The Corporation has set a target for attendance of 75% for Corporation, Committee and Task and Finish Group meetings.
- 11.2.5 The Clerk will offer the Member's apology and give the reason provided for their non-attendance; it will be a matter for the Corporation to determine whether the apology is acceptable or not. Where the apology is not accepted then this decision will be recorded in the minutes. Where the apology is accepted, it will be so recorded.
- 11.2.6 It should be noted that Instrument 9 enables the Corporation to consider removing a Member from office if they have been absent from three consecutive meetings (including Committee or Corporation) without the permission of the Corporation.

11.3 Quorum

- 11.3.1 The quorum for a Corporation meeting is prescribed by the IAG as forty percent of the membership. For the time being the membership of the Corporation has been determined as twenty; a quorum is therefore eight members. However, the Corporation agreed to set the quorum on the number of governors in post at any given time. This enabled greater flexibility when there was a vacancy on the Corporation. (Approved by RHC Foundation Trustees on 22 Jan 2019)
- 11.3.2 If the number of Members assembled for a meeting of the Corporation does not constitute a quorum then the meeting shall not be held. If in the course of a meeting of the Corporation a number of Members withdraw so the number present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 11.3.3 If for lack of quorum a meeting cannot be held or, as the case may be, cannot continue, the Chairman shall, if he thinks fit, cause a special meeting to be summoned, as soon as practicable after the meeting.
- 11.3.4 Committees' quoracy is set out in their terms of reference, inquorate committee meetings may continue at the discretion of the committee chair, in which case the minutes constitute an informal record.

11.4 Proceedings of Meetings

11.4.1 Rules of Debate

Debate shall be conducted according to the guidelines laid out in 'The ABC of Chairmanship' by Walter Citrine (published by the Fabian Society 1985), unless modified by the IAG.

Members shall speak to the meeting only through and with the consent of the Chairperson.

Members shall not be bound in their speaking or voting by mandates given to them by other bodies or persons.

- 11.4.2 A formal motion put to the meeting shall require a proposer and seconder.
- 11.4.3 An amendment to a motion (which shall not be a direct negative) will require a proposer and a seconder. Only one amendment may be moved and discussed at a time and no further amendments will be moved until the amendment under discussion has been disposed of. If an amendment is lost, other amendments may be moved on the original motion. If an

amendment is carried, the motion, as amended, shall take the place of the original motion and shall become the substantive motion upon which any further amendment may be moved.

11.4.4 The ruling of the Chairperson on any point of order raised shall be final and shall not be open to discussion.

11.4.5 **Withdrawal from Meetings**

- i. The Clerk shall note in the minutes the time of any withdrawal from a meeting by a Member and their name.
- ii. A Member of the Corporation who is a member of staff shall withdraw from any part of any meeting at which his own remuneration, conditions of service, promotion, conduct, suspension or dismissal, or the appointment of his successor, are to be discussed.
- iii. A Member of the Corporation who is a member of staff shall withdraw from any part of any meeting at which the appointment, remuneration, conditions of service, promotion, conduct, suspension or dismissal of a named member of staff senior to himself is to be discussed, if requested to do so by resolution of the majority of those Members present.
- iv. A Student Member shall withdraw from any part of any meeting at which the appointment, remuneration, conditions of service, promotion, conduct, suspension or dismissal of a member of staff is to be discussed, if requested to do so by one other Member present.
- v. A Student Member shall withdraw from that part of a meeting at which any other student's conduct, suspension or expulsion is to be considered.
- vi. A Member who has declared an interest in a matter under discussion at a meeting of the Corporation or Committee may not vote on that matter nor may they count towards the quorum and shall withdraw from that part of the meeting, if requested to do so by resolution of the majority of those Members present.

11.5 **Voting Procedures at Meetings**

11.5.1 Every question to be decided at a meeting of the Corporation shall be determined by a majority of votes of those present and entitled to and voting on the question.

11.5.2 Voting shall be by show of hands, except for the election of the Chair and Vice-chair(s) of the Corporation, where a secret ballot may be used. A member may not vote by proxy.

11.5.3 Where an equal number of votes are cast for and against a proposition, the presiding Chair of the meeting shall have a second or casting vote.

11.5.4 A Student Member may not vote on any proposition:

- i. concerning his/her own conduct, suspension or expulsion;
- ii. concerning the appointment, remuneration, conditions of service, promotion, conduct, suspension or dismissal of a member of staff or potential member of staff.

11.5.5 If a Student Member has not yet reached the age of eighteen, he/she may not vote on any proposition:

- i. concerning the expenditure of money by the Corporation;
- ii. under which the Corporation would enter into a contract or incur a debt or liability.

11.6 **Voting By Written Resolution**

11.6.1 As provided by Instrument 14, Members may, in specified circumstances, decide a matter by way of a written resolution.

- 11.6.2 The matter will be decided by a majority of votes cast by Members entitled to vote on a question.
- 11.6.3 The written resolution may be circulated and voted on by electronic or hard copy means.
- 11.6.4 A report as to the outcome of the circulation of a written resolution will be reported at the next Corporation meeting.

11.7 Procedure for the Reconsideration of Resolutions

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.

11.8 Special Meetings

11.8.1 A special meeting shall be called by the Clerk either:

- i. on the instruction of the Chair or;
- ii. at the request in writing of any five Members.

11.8.2 Where the Chair, or in his/her absence the Vice-chair, so directs on the grounds that there are matters demanding urgent consideration, it shall be sufficient if the written notice convening the meeting, and the agenda, are circulated less than seven days before the meeting.

11.9 Public Access to Meetings

11.9.1 Members of the Corporation and the Clerk will be entitled to attend all meetings of the Corporation unless specifically excluded by the IAG or Corporation Standing Orders.

11.9.2 Members of the public including staff shall be admitted as observers to Corporation and Committee meetings for non-confidential items only. Requests to attend Corporation meetings should be made to the Clerk seven days in advance of the meeting. The Clerk will refer the request to the Chair, and in the case of staff, the Principal. Observers may be invited to speak at the discretion of the Chair. Members of the public will be asked to withdraw if issues require confidentiality, e.g. commercial sensitivity or named individuals, are to be considered.

11.9.3 Members of the public are present with no right to comment; Members of the public who infringe the policy will be required to leave the meeting.

11.9.4 All non-Corporation members, whether staff, students, or members of the public, are present as observers and the Corporation may require some or all of them to withdraw when items considered by the Committee/Corporation to be confidential are to be discussed.

11.9.5 Senior staff of the College may be invited or required to attend to present or contribute to relevant agenda items of Corporation or Committee meetings by the Chair or Committee.

11.9.6 The Corporation places responsibility on the Principal and Clerk to ensure that members of College staff withdraw from meetings as and when the need arises. If, however, one or more Corporation Members believe that members of the staff should withdraw from a meeting for a particular item they are required to bring this to the attention of the meeting. The Corporation or the Committee will then decide on the matter.

12. Agenda, Papers and Minutes

12.1 Agenda

12.1.1 The business of a formal meeting will be clearly set out in an agenda. The agenda will be determined by Corporation Governance Business planner with input from the Chair and Principal, taking account of advice from the Clerk, as matters arise and of the right of the Members and the Clerk to put forward matters for consideration.

12.1.2 **Urgent Business** - whilst the use of 'Any Other Business' is discouraged, agendas for meetings of the Corporation, Committees and Task and Finish Groups may include 'Urgent business raised by permission of the Chair and sought in advance of the meeting' under Any Other Business. Members are asked to attempt to give prior notice to the Clerk or the Chair of their intention to raise an item of urgent business, the subject matter and the reason for the urgency. The Chair will determine if a request for urgent business is one that meets the following criteria:

- i. it is the proper business of the Corporation to consider having regard to the IAG and the terms of reference of the Committees and Task and Finish Groups;
- ii. it requires urgent attention.

12.1.3 **Consent Agenda** - matters in this section will be taken as a single agenda item with each proposal being agreed without introduction or discussion. Any Member wishing to discuss any matter or to dissent from any proposal listed below should in the first instance clarify any points with the author of the accompanying paper. If the Member still wishes clarification or discussion in the Corporation meeting, they should ideally inform the Chair and Clerk in advance; the matter will then be moved into the main body of the agenda.

12.2 **Papers**

12.2.1 Papers will be produced informing all agenda items with the exception of verbal updates.

12.2.2 Instrument 11 provides that written notice of Corporation meetings and a copy of the proposed agenda shall be sent at least seven calendar days before the date of the meeting.

12.2.3 Papers which are not to be made available to Staff and Student Members will be separately identified.

12.2.5 Papers will be provided to Members electronically, emailed or via an electronic link to the College Sharepoint site. The Clerk will ensure that all Members are able to access the papers or will make other appropriate arrangements.

12.2.6 Members may indicate that they wish to receive hard copy papers by post.

12.3 **Minutes**

12.3.1 The Clerk shall take and keep minutes of every meeting of the Corporation and of its Committees.

12.3.2 The draft minutes of a meeting will be sent by the Clerk to the Chair of the meeting for approval, normally within 14 working days following the meeting. The Chair of the meeting will indicate any amendments they feel are required, or will agree the draft, normally within one week of receiving the draft minutes.

12.3.3 At every meeting of the Corporation and of its Committees, the minutes of the last meeting shall be taken as an agenda item, and, if agreed, shall be signed as a correct record by the Chair of the meeting.

12.3.4 At every meeting of the Corporation and its Committees, a 'Matters Arising' report with a schedule of actions contained in previous minutes shall be discussed. Where an action has been carried out this shall be noted, otherwise the action shall be carried forward in the schedule presented to the next meeting.

12.3.5 Each Corporation meeting shall note the minutes of meetings of Committees which have taken place since the last meeting of the Corporation

12.3.6 Separate minutes shall be taken of those parts of meetings from which Staff or Student Members have withdrawn. The Members who have withdrawn shall not be entitled to see these separate minutes.

12.3.7 It is important that there is clarity in recording the business of the Corporation and its Committees. As the statutory responsibilities of both the Corporation and the management of the College are significant, minutes of meetings will therefore report briefly the discussion that takes place on an issue and clearly record the course of action adopted.

- 12.3.8 Decisions of the Corporation will be recorded in full with 'approval' being noted. A proposer and seconder of the decision will also be asked for by the presiding Chair.
- 12.3.9 Discussions on agenda items that lead to a common (but informal) understanding of the way to view an issue or the direction in which to proceed will be signalled by the use of the word 'agreed'. Other terms may also be appropriate from time to time, such as 'noted', 'received' or 'resolved'.
- 12.3.10 Individual comments by Members may be recorded but shall not be directly attributed to that Member by name.
- 12.3.11 Minutes of Task and Finish Group meetings, may be less formal and more concise and will be described as 'meeting notes' rather than minutes.

12.4 Publication of Agenda, Papers and Minutes

- 12.4.1 Non-confidential minutes for each Corporation and Committee meeting shall be placed by the Clerk on the College website following approval by the Corporation, as soon after that approval is given as possible.
- 12.4.2 Meeting notes from Task and Finish Groups shall be included in the Corporation meeting papers and as such will not be published separately.

12.5 Confidential Matters

- 12.5.1 The criteria for confidentiality as set out in Instrument 17(2) is to exclude from any item made available for inspection any material relating to:
 - i. a named person employed at or proposed to be employed at the institution;
 - ii. a named student at, or candidate for admission to, the institution;
 - iii. the Clerk; or
 - iv. any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis.

- 12.5.2 The Corporation has also agreed to determine papers to be confidential if they concern:

- i. personal information relating to a named individual or individuals;
- ii. information provided in confidence by a third party who has not authorised disclosure;
- iii. information where ongoing negotiations may be prejudiced;
- iv. information where financial budgeting may be prejudiced;
- v. information regarding the College's financial position, where disclosure may harm it or its competitive position;
- vi. information where a proposal concerning staffing matters are at an early stage of discussion;
- vii. legal advice received from or instructions given to, the College legal advisers;
- viii. information planned for publication in advance of that publication;
- ix. information not otherwise covered above, but considered to be commercially sensitive.

- 12.5.3 Recommendations as to confidentiality will be proposed by the author of the paper. It will be for the Corporation or the Committee to take a final decision as to confidentiality at the meeting.
- 12.5.4 Papers that are regarded as confidential will clearly state the reason for the decision of confidentiality.
- 12.5.5 Members must pay particular regard to the confidentiality of certain proceedings and/or matters discussed.

- 12.5.6 Marking an item as confidential does not preclude later consideration of confidentiality should an information access request be made. The Chair, or Vice-chair in the Chair's absence, will decide if the information request is to be met, taking advice from the Clerk, the Principal, and Committee Chair if appropriate. In taking that decision, they will give due consideration to legislation on information sharing. Advice from external sources may be sought, including legal advice.
- 12.5.7 Instrument 17 requires the Corporation to regularly review all material excluded from inspection 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.
- 12.5.8 At the first meeting of each academic year, the Corporation shall examine all decisions on confidentiality made in the previous year. Where the Corporation is satisfied that the matter need no longer be deemed confidential, the confidential minute will be made available to the public.

12.6 Retention of Corporation Agenda, Papers and Minutes

The standard default period for retaining Data will be based on the [Information and Records Management Society's toolkit for Academies](#) produced by the Records Management Society.

13. Delegation of Corporation Powers

13.1 Article 9 provides that the following functions may **not** be delegated:

- i. the determination of the educational character and mission of the institution;
- ii. the approval of the annual estimates of income and expenditure;
- iii. the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- iv. the appointment of the Principal or holder of a senior post;
- v. the appointment of the Clerk;
- vi. the modification or revocation of the Articles;
- vii. the consideration of the case for dismissal, and 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.

13.2 The following power shall be delegated to the Chair of the Corporation allowing her/him to act on behalf of the Corporation:

- i. where the Corporation shall agree by resolution at a meeting to delegate specific powers to the Chair to deal with a specific matter in the period before the next meeting,
- ii. where the Chair's action is required on an urgent matter, where delay would seriously prejudice the College. In such circumstances the Chair may consult with the Vice-chair or the Chair of the Audit or Search and Governance Committee, if the Vice-chair is unavailable and notify the Principal. The Chair will then ensure that the action is reported to the next Corporation meeting. In such circumstances and where it is shown that the Chair acted reasonably in all the circumstances, the Corporation will fully accept Corporate responsibility for any action taken,
- iii. on the specific issue of approving foreign travel for the Principal, other senior post-holders and Members, prior formal approval must be obtained from the Corporation or, if urgent approval is needed then on the unanimous agreement of the Chair of the Corporation, the Chair of the Audit Committee and the Chair of the Finance and General Purposes Committee. In the latter instance, the Chair of the Corporation will report to the next Corporation meeting where urgent approval has been sought.

13.3 The Chair will report all instances of actions taken under section 12.2(ii) to the subsequent Corporation meeting.

- 13.4 Where for any reason the Chair is unable to carry out his/her duties and as a consequence the Vice-chair is deputising for the Chair, any powers previously delegated to the Chair by the Corporation will automatically be transferred to the Vice-chair for the period of their deputation.
- 13.5 The Corporation may also agree by resolution at a meeting to delegate specific powers to a particular Member or the Principal to deal with a specific matter in the period before the next meeting. The following delegations are made:
- i. to the Chair/Vice-chair of the Search and Governance Committee and the Principal, or Corporation Chair/Vice-chair together, to:
 - shortlist applicants to the Corporation;
 - conduct an interview of an applicant to the Corporation and recommend an appointment or otherwise to the Search and Governance Committee/Corporation;
 - to consider an unsolicited expression of interest;
 - ii. to the Chair of the Search and Governance Committee and the Principal together, to approve or refuse a Member's request for leave of absence under section 7.
- 13.6 In all cases where the Corporation has agreed by resolution at a meeting to delegate specific powers, this decision must be recorded in the minutes.
- 13.7 The Corporation is also empowered to delegate specific powers to its Committees.

14. Committees

- 14.1 The Corporation will annually constitute Committees to assist it in its work. The number of Committees for the following year shall be determined by the Corporation at the last meeting prior to 31st July.
- 14.2 In accordance with the Articles 5 and 6 the Corporation will establish a Search and Governance and an Audit Committee.
- 14.3 In addition and as provided for by Article 4 the Corporation has determined to establish an Appeals, Personnel, Remuneration, Finance and General Purposes and Academic Planning and Quality Committee.
- 14.4 The membership, constitution and, responsibilities of those Committees and the frequency of Committee meetings shall be proposed by the Search and Governance Committee and approved by the Corporation at its last meeting prior to 31st July for the next academic year.
- 14.5 Each meeting of the Committees shall be summoned by the Clerk, who shall, at least seven days before the date of the meeting, send all Members written notice of the meeting and a copy of the agenda with supporting papers.
- 14.6 All meetings of the Corporation and its Committees shall be clerked by the Clerk. In the absence of the Clerk, the Committee shall appoint from their number, a person to act as clerk for the duration of the meeting.
- 14.7 Minutes of all Committee meetings shall be noted by Members at the next Corporation meeting following the Committee meeting.
- 14.8 A special meeting of a Committee may be called at any time by the Chair of the Committee where there are matters requiring urgent consideration or at the request in writing of 40% of Members of the Committee.
- 14.9 The period of office for the Chairs/Deputy-Chairs of the Committees will be two years, or the expiry of their Corporation membership, whichever is the shorter amount of time. A Committee Chair/Deputy Chair will be eligible for re-appointment following the completion of their term of office.
- 14.10 In the event of a vacancy arising for the Chair of a Committee, nominations will be sought from among the existing Committee members. Co-opted Committee Members, the Principal, and Staff and Student Members will not be eligible to be appointed as Chair of a Committee.

- 14.11 If a Chair of a Committee is absent from any meeting of the Committee, the Deputy Chair shall take the Chair. If the Deputy Chair is absent, Members present shall choose one of their number to act as Chair for that meeting, provided that the Member chosen is not a Co-opted Committee Member, the Principal or a Staff or Student Member.
- 14.12 In the event of a vacancy arising on a Committee, nominations for membership will be sought from among the existing Corporation members, with the following exception; if there is a vacancy for a Co-opted Member of the Audit Committee, nominations will be sought from appropriate external bodies for a member with relevant skills and experience.
- 14.13 The Richard Huish College Foundation comprises trustees of a charitable trust fund and meets as a group to administer the fund. Unlike other committees the Foundation does not have tasks or terms of reference determined by the Corporation and the Foundation operates as a legally separate entity. Foundation Trustees must give their consideration and express approval to any recommendations for changes to the IAG before any changes can be made.

15. Task and Finish Groups

- 15.1 The Corporation may establish working groups to be known as Task and Finish Groups for specific purposes and for limited periods.
- 15.2 In general, Task and Finish Groups will work with the College Management Team for the following purposes:
- i. to assist in the development of specific proposals and recommendations;
 - ii. to oversee and scrutinise particular activities or projects.
- 15.3 **Operation:**
- Each Task and Finish Group will:
- i. deal with a specific, time-limited task;
 - ii. have terms of reference, a chair, a convenor and membership (including a member of the Executive in support) which will be approved by the Corporation, where possible, prior to the Group's first meeting and which may be varied by the Corporation;
 - iii. make a report to each Corporation meeting on its activities;
 - iv. keep notes of its meetings.
- 15.4 **Membership:**
- The Corporation will consider the appropriate skill set required to carry out the terms of reference of the Group and appoint the most suitable Members.
- 15.5 **Powers:**
- Task and Finish Group are not empowered to make decisions and may only make recommendations to the Corporation.
- 15.6 **Dissolution:**
- Although the Group will have been given a specified life span the Corporation may terminate a task a Task and Finish Group at any time.

16. Application of the Seal

- 16.1 The Clerk will keep the Corporation Seal and will maintain a register of all occasions when the Seal is used. A report to the Corporation will also be made whenever the Seal is used.
- 16.2 As provided by Instrument 21, the Seal of the Corporation shall be authenticated by the signature of two Corporation Members, namely the Chair of the Corporation or some other member authorised generally or specifically by the Corporation to act for that purpose; and the signature of any other Member, with the exception of Student Members.

17. Allowances Paid to Corporation Members

- 17.1 The Corporation has determined that reimbursing expenditure incurred by Members, in the performance of their duties is important in ensuring equality of opportunity for all Members and therefore is an appropriate use of funds. Whilst Members may not receive remuneration for undertaking their duties as provided by Instrument 18, the Corporation recognises that Members give their time voluntarily and are entitled to claim the actual costs they incur.
- 17.2 Members should refer to the **Expenses, Gifts and Hospitality Policy** for details as to what may be claimed for and the relevant procedures for making claims

18. Complaints against the Corporation or Individual Members

18.1 The ESFA has a formal procedure for considering complaints against the Corporation, or against individual Members, and these should be addressed to the:

Complaints Team
Education and Skills Funding Agency
Cheylesmore House
Quinton Road
Coventry CV1 2WT

- 18.2 The ESFA will not normally deal with complaints unless they have been first registered under the College complaints procedure and the complainant is dissatisfied with the College investigation of the complaint or the redress offered.
- 18.3 There is an approved procedure for consideration of complaints against the Corporation or individual Members.

19. Resolving Difficulties

- 19.1 Where the Clerk believes that the Corporation, or a Committee or Task and Finish Group is likely to act beyond its powers, the Clerk should raise the issue immediately.
- 19.2 The Clerk's advice should be discussed immediately. If the Corporation, Committee or Task and Finish Group is still minded to act and the Clerk still gives the advice that such action would be beyond its powers, further discussion should be deferred until the next meeting of the Corporation, Committee or Task and Finish Group, or to a special meeting.
- 19.3 Where the Clerk believes that the Corporation, Committee or Task and Finish Group or an individual has acted beyond its/their powers, the Clerk should raise the matter with the Corporation Chair as soon as possible. Where the Chair is involved in the decision which the Clerk believes is beyond the power of the Corporation, Committee or Task and Finish Group, or they have acted beyond their powers, the Clerk should raise the issue with the Chair of the Audit Committee in the first instance, or the Chair of the Search and Governance Committee.

20. Senior Post-holders

20.1 Designation of Senior Post-holders

The Corporation has designated the following members of staff as Senior Post-holders:

- i. the Principal and Chief Executive Officer;
- ii. the Deputy Principal;
- iii. The Vice Principal - Finance

- iv. the Clerk to the Corporation.

21. Clerk to the Corporation

- 21.1 The Clerk is responsible for the service and support of the Corporation, its Committees and Task and Finish Group which may be established from time to time.
- 21.2 The Corporation has approved a detailed job description for the Clerk which sets out the role and responsibilities. The job description shall be reviewed regularly.
- 21.3 No resolutions of the Corporation should be made without the Clerk (or an acting Clerk) being in attendance at the meeting to advise the Corporation.
- 21.4 It may be appropriate for the Chair of the Corporation or Committee to require the Clerk to withdraw from a meeting when consideration is to be given to the conduct or remuneration of the Clerk. On those relatively rare occasions when the Clerk is not present for a specific item on the above grounds, the Chair or another nominated Member will be responsible for preparing a note of the discussion for inclusion in the minutes.
- 21.5 In the absence of the Clerk, due to illness or other good and urgent cause, the Chair will make arrangements, following discussion with the Principal and, if possible, the Clerk, for someone other than a Member of the Corporation to carry out the role on a temporary basis.
- 21.6 The Clerk shall be appraised annually by the Chair and a report made to the Remuneration Committee that the appraisal has been carried out. During that appraisal the Chair and Principal shall satisfy themselves that the training and development needs of the Clerk are being met.

22. Review of and Amendment to the Standing Orders

- 22.1 The Clerk is required to keep under continuous review the provisions of these Standing Orders and will ensure that the Standing Orders are reviewed annually with the intention of suggesting to the Corporation improvements/amendments to meet changed circumstances.
- 22.2 Any amendments to the Standing Orders will require the approval of the Corporation, unless those amendments are provided for by statute or regulation, in which case such changes will be made and notified to the Corporation without delay.
- 22.4 The adoption of this document by the Corporation may amend previously approved policy or procedure and will therefore be deemed to take precedence and inform subsequent decisions. The amendments will not work retrospectively and affect previous decisions.

23. Suspension of Standing Orders

- 23.1 Any part of these Standing Orders or appendices thereto may be suspended by the Corporation for good and just cause by a majority vote of two-thirds of the determined number of the Corporation.
- 23.2 The reason for and duration of the suspension is to be stated and recorded in the minutes of the meeting at which that decision was taken.