

LONGLEY PARK SIXTH FORM COLLEGE

CORPORATION STANDING ORDERS

(Governing Body Procedures)

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Introduction

The Corporation is governed by the Instrument and Articles of Government, the current version of which came into force on 1 May 2006 and these include basic procedures for the conduct of Corporation meetings. Beyond these requirements, Governors have a blanket power under Article 26 to make rules for the governance of the College.

The Corporation is responsible for monitoring a range of functions, and for setting challenging and realistic targets. The Corporation also has to monitor and assess its own performance in carrying out these duties and responsibilities. This function is undertaken on its behalf by the Audit Committee, the Curriculum & Quality Committee, the Resources Committee and the Search, Governance & Remuneration Committee, through the on-going review of the Self Assessment Process.

1 CALLING MEETINGS AND AGENDA

Under the Instrument, the Corporation must meet at least once in every term, more often if necessary (12.1);

- The Clerk sends out notice of the meeting and the agenda at least seven clear days in advance (12.2);
- Special meetings can be called at any time by the Chair or at the written request of any 5 members; and the 7 days notice can be waived at the Chair's discretion in the case of urgency (12.5).

Normal practice is for the agenda to be drafted by the Clerk with the Principal, for approval by the Chair. Matters requiring specific Corporation approval or other action will generally appear early on the agenda, with reports etc intended only for noting coming later. Items from individual Governors for inclusion on the agenda should be notified to the Clerk at least 14 days before the meeting. Purposeful discussion is aided if the item is presented in a concise paper conveying background information detailing specific recommendations for the action to be taken on the matter.

There is no blanket "Any other business" item. Any Governor can seek agreement to add an item to the agenda at the meeting in an emergency; but usually it will be better to refer the matter to one of the Committees or for Chair's action, or to give notice for consideration at the next meeting.

Agenda items referring to the Clerk must be circulated by the Chair.

2 QUORUM, VOTING AND PARTICIPATION

Under Instrument 13, the quorum is 40% (rounded-up to the nearest whole number) of the total membership. Should a quorum not be achieved, the meeting shall not be held or if during a meeting there ceases to be a quorum the meeting shall be terminated.

Under Instrument 14(1) and 14 (2), all decisions are reached by a simple majority vote of those present, with the Chair having a casting vote in the event of a tie, and no proxy voting; while 14(3) prevents a decision at a previous meeting being changed unless the agenda specifies this issue. The number of votes is not recorded if the decision is approved by general consent without any contrary voice. Where this is not the case, the numbers of votes for and against, and any abstentions, are counted and recorded. Where a resolution or an amendment is proposed by an individual Governor and seconded, the text is minuted with the names of the Proposer and Seconder, and the number of votes for, against and abstaining.

Under Instrument 11(2) any Governor who has an interest (be it financial or other) in any matter before the meeting must disclose this and take no part in discussion or voting on it and must be excluded from the quorum for that item. Governors may however be invited by the Corporation to remain for the discussion. Governors are advised to declare any material personal pecuniary interest, though where a member of staff has no greater interest than the generality of staff this can be disregarded. Governors are equally expected to disclose any other relevant situation that may appear to create a conflict of interest or trust, including situations where the interest is non-financial. Governors should note that a conflict may arise, through a spouse, partner, own close relative or spouse's/partner's close relative (for example, father, mother, brother, sister, child, step-child or grandchild) and should accordingly be declared.

Under Instrument 14(5) a Staff Governor must withdraw when matters personal to him/herself as listed in 14(5) or concerning the appointment of his/her successor are being discussed; and if the other Governors so resolve may be required to withdraw for matters concerning a colleague senior to him/herself.

A Student Governor under 18 cannot vote on expenditure or contract matters (14(7)).

Under Instrument 14(8) any Student Governor must withdraw if the conduct, suspension or expulsion of a student is being discussed (except under Article 21(3) - appeals.)

Under Instrument 14(9) when matters relating to an individual member of staff are being considered, any Student Governor may not take part in the discussion nor vote and a majority of Governors may require him/her to withdraw.

Separate minutes are kept for items from which a Governor has withdrawn as above (Instrument 15(4)). Separate minutes are also kept for items from which the Clerk has withdrawn.

Members' attendance at Corporation and Committee meetings will be monitored annually by the Search, Governance & Remuneration Committee. Recommendations for actions arising from attendance issues will be made to the full Corporation.

3 RULES OF DEBATE

(The Rules for Debate will only apply following a decision by the Chair or by the Corporation as a whole)

When speaking, governors will address the Chair. If two or more governors wish to speak at the same time the Chair will decide who shall speak first. A governor who is speaking will immediately be silent if the Chair so requests, or if another governor raises a point of order.

Every motion or amendment must be moved and seconded, except that the Chair may move a motion without the requirement for a seconder. If the Chair so requires, a motion or amendment must be submitted in writing to the Clerk and read aloud before it is put to the meeting.

Relevance

Every governor who speaks must direct his or her speech strictly to the motion or matter under discussion, or to a motion or amendment which he/she moves, or to a point of order.

Points of Order

Every point of order will be decided immediately by the Chair whose decision will be final.

Motions and Amendments

A governor may not move or second more than one amendment on any motion.

Once moved and seconded, a motion or amendment may not be withdrawn without the consent of Corporation.

With the consent of Corporation, a governor may with the consent of his or her seconder, alter a motion which he/she has moved.

Every amendment must be relevant to the motion under discussion and will either:

- (a) move the reference of the matter back to a Committee
- (b) leave out words
- (c) add words, or
- (d) leave out words and add others.

An amendment which forms the negative of the motion will not be allowed.

Whenever an amendment has been moved and seconded, no subsequent amendment may be moved until the first has been dealt with, unless the Chair decides otherwise.

If an amendment is lost, other amendments may be moved on the motion.

If an amendment is carried, the motion as amended will become the substantive motion, on which further amendments may be moved.

Procedural Motions

Any governor may, at the close of the speech of another governor, move one of the following procedural motions

- That the question be now put
- That Corporation adjourns
- That the debate be adjourned
- That Corporation proceeds to the next business

Procedural motions require a seconder. If such a motion is carried, it will be acted on without further discussion.

Suspension of Standing Orders

Any Standing Order may be suspended at any meeting provided that a majority of the governors present and voting so decide and provided that in so doing there is no conflict with any statutory requirement.

Voting and Divisions

Voting will be by show of hands unless a ballot is called for.

If immediately after a vote is taken any governor so requires, the way in which he/she voted (or abstained) will be recorded in the minutes of that meeting.

In the event of there being a tied vote, the Chair of the meeting shall have a second or casting vote regardless of whether he/she has voted when the motion or amendment was put to the meeting.

4 POWERS OF CHAIR AND VICE-CHAIR

Subject to the provisions of the Articles, the Chair may act on behalf of the Governing Body between meetings (subject to ratification at the next meeting) over a matter which in his/her opinion either (i) is urgent and delay until the next practicable date for a meeting would be detrimental or (ii) is a minor matter falling within the spirit of existing policies.

A Vice-Chair is authorised to act on behalf of the Chair on matters deemed appropriate by the Chair, including the signature of documents; and to chair the meeting in the Chair's absence.

5 DELEGATION OF AUTHORITY

Corporation

It will be necessary from time to time for the Chair, or the Vice Chair in his/her absence, to act on behalf of the Corporation between meetings. The circumstances under which the Chair or Vice Chair may act will include: routine action which would not have merited an agenda item and discussion at a Corporation meeting, for example routine documents; responding to approaches by external organisations; and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.

Alternatively the Chair may take action on matters, which she or he judges are too urgent to await a meeting of the Governors. If such urgent matters arise, the Chair has the option to call a special meeting, if necessary on less than the normal seven days' notice. Chair's action should only be taken if delaying a decision would disadvantage the College or where the principle of the matter is subject to the Corporation ratifying the decision when it next meets.

The Corporation accepts corporate responsibility for those actions taken by the Chair outside of a meeting, and within and subject to the terms of these standing orders. The Clerk to the Corporation must make a full record of all such Chair's action, and report them to the next meeting of the Corporation. If the Clerk has not been directly involved in an action then the Chair (or Vice Chair) must ensure that she or he is given a full account of the action.

Committees

Corporation committees may delegate authority to the Chair, the Principal or a group of governors except in those circumstances prohibited by law.

Authority can also be delegated to the Chair subject to further approval in the form of a proforma response from all members of the committee. This allows the committee to make a decision subject to confirmation on receipt of further information.

Such delegated authority must be clearly set out and recorded in the minutes of the committee delegating authority and must be authorised through a formal vote.

Such delegations should be as specific and clear as possible and used only where helpful to ensure effective delivery of college business.

Decisions arising from delegated authority must always be reviewed by the full committee at their next scheduled meeting.

6 PUBLIC ACCESS, MINUTES, CONFIDENTIALITY AND ACCOUNTABILITY

Under Instrument 16, the Governors shall decide whether any person other than the Governors and the Clerk should be allowed to attend a Governing Body meeting.

Under Instrument 17(1) any person may request to see certain publicly available documents including:

- the agenda for any Corporation meeting
- the draft minutes once they have been approved by the Chair, normally within two weeks after the meeting (or the signed minutes once they have been approved under 15(1))
- any report, document or other paper considered at any such meeting.

However there is discretion under 17(2) to exclude from access material concerning a named member of staff or student, or "any matter which, by reason of its nature, the Corporation is satisfied should be dealt with on a confidential basis."

As a result Governors' meetings are not "open" meetings. College senior managers and a Student Observer (when nominated) may attend regularly to assist the Governors with their deliberations; otherwise discretion on attendance is exercised by the Chair on behalf of the Corporation. The Principal may suggest, say, that individual members of staff or others who have a special expertise should be invited to contribute on a particular agenda item.

It follows also that all Governors and others in attendance exercise considerable discretion in divulging matters contained in circulated papers or discussed at a meeting. For instance, the Corporation needs to know about staff movements, ethnic matters, examination performances, financial plans etc. These are not secret matters at the proper time, but inappropriate premature disclosure could cause embarrassment or worse to individuals or to the College. If in doubt, the safe rule is to await the availability of the draft minutes, and to keep to what they say.

The minutes, together with all reports and other papers issued for Corporation meetings are worded so that they are suitable for circulation (unless specifically marked to the contrary). They may, for example, avoid naming individuals in disciplinary and other detrimental matters, the necessary personal details being given to the Governors at the meeting, with a subsequent generalised reference in the minutes. The right of public access is in practice rarely exercised; but it is a democratic principle and safeguard. The papers are not on public display; but if someone asked to see them, the Clerk would produce them, informing the Principal.

There will be some instances where the Chair may rule on behalf of the Governors that a paper should be marked "Confidential" and withheld from public access. The minutes would then be prepared appropriately, if necessary in two sections. Governors who withdraw from discussions of an item under Instrument 14 would not expect to see the papers referring to that item.

The Governing Body as a publicly-funded body is fully committed to general accountability and accessibility, over and above the specific provision for access to documents. Financial probity is assured through the presentation and external audit of the annual accounts, while the internal auditors report regularly on economy, efficiency, and effectiveness through the Audit Committee.

Staff, students, parents and others have access to the Governing Body at all times through the Clerk, though in appropriate circumstances attention may be drawn to the responsibility of the Principal rather than the Governors for day-to-day matters.

The membership pattern of the Governing Body, as well as including representation of staff, students and parents, reflects those whom the college seeks to serve and work with, including industry, commerce and business, Higher Education, and the local community generally.

A Register of Interests is maintained, and is available for inspection.

7 COMMITTEE PROCEDURE

In general it is left to each committee to determine its own procedures within its own terms of reference and the general principles above. There is a separate document setting out committee terms of reference and current membership, which is reviewed annually.

Under Article 8 the Governors must have a written policy (available to public inspection in the College Office) on (a) attendance at committee meetings of people who are not committee members and (b) publication of committee minutes. In line with the previous section, committee meetings are not "open" meetings. Appropriate members of staff may be invited by a particular committee (or its chair on its behalf) to attend meetings of that committee; requests for others to attend will be dealt with at the discretion of the committee chair. Public accountability is best achieved through access as above under Instrument 17(1) to each committee's report to the full Corporation, which will deal with all matters of principle, rather than through the detailed committee minutes and other papers which are prepared for the benefit of the committee members.

8 RESOLVING DIFFICULTIES

If having pursued internal channels the Clerk still considers that a course of action by or on behalf of the Corporation is improper and that advice should be obtained from the LSC then the Clerk should prepare a formal recommendation: the Clerk should report this recommendation to the Chair and Principal who are then required automatically to seek advice from the LSC. The Clerk should then report the recommendation to the next Corporation meeting. The Chair and the Principal will also report the LSC advice and its implications to the Corporation. Any action taken by the Clerk in good faith in such circumstances would not be grounds for disciplinary action against the Clerk.

9 USE OF THE SEAL

- The seal should be kept in a safe and in the custody of the Clerk.
- Authorisation from the Corporation or the Resources Committee is required in order to apply the seal.
- The application of the seal must be witnessed by the Chair or Vice Chair *or* any one other governor.
- The application of the seal must be recorded in a register kept for that purpose.
- The application of the seal shall be reported to each Corporation meeting and a copy of the Register made available for inspection by any Governor if a Governor requests it.

10 STRATEGIC OR OPERATIONAL MATTERS

If the Principal needs guidance on whether an issue is operational or strategic, initially he should consult the Chair of Governors. At this point if the Chair needs guidance the matter should be referred to the Corporation.

11 APPOINTMENT OF PARENT, STAFF AND STUDENT GOVERNORS

The term of office of a parent governor is one year. The term of office does not necessarily come to an end once their child leaves College but they cannot be re-appointed in their capacity as parent governor.

The term of office for staff governors is normally 4 years unless the Staff Governor leaves the College, which is stated at the time of appointment. Practical arrangements for the election of Staff Governors should continue to be left to the Principal.

A Student Governor is appointed for one year only. Normally, an election will be held early in each academic year, under arrangements approved by the Principal. The nomination will be reported by the Principal to the next meeting of the Corporation as the appointing authority under clause 5 of the Instrument, with a view to formal appointment and the person concerned will take up the position immediately.

In the event of resignation, leaving the College or the position falling vacant for any other reason during the year, the Principal will take appropriate steps for an election to cover the remaining part of the year. Similar arrangements will apply in all respects for the nomination of a Student Observer (when applicable), to be invited by the Corporation under Instrument 16 to attend, speak and receive papers but not to vote.

Election of Parent, Student and Staff Governors is arranged by the Principal.

For independent and co-opted Governor-ships, the Search Panel can be appointed and a register of possible future Governors maintained. There must be regard for the ideal skills mix of the Corporation membership.

12 APPOINTMENT OF THE CHAIR AND VICE-CHAIR

Appointment will normally be for a three-year term. When a new appointment is due, the Clerk will preside at the start of the meeting, inviting nominations. All Governors are entitled to participate in an open vote (although Principal, Staff and Student governors are ineligible for appointment to these positions).

13 EXPENSES

Governors are entitled to claim re-imbursment of travel and subsistence expenses actually incurred in attending meetings or training courses or otherwise with the prior agreement of the Chair in the performance of their duties, at the rates applicable to members of the College staff.

14 CODE OF CONDUCT

The Corporation adopted the model code recommended by the Association of Colleges at its meeting on 9th April 2003. All Governors are required to make a commitment to uphold the Code of Conduct,

Code of Ethics and Mission and to re-affirm this commitment on an annual basis when re-affirming their eligibility to serve as a member of the Corporation.

15 SENIOR STAFF APPOINTMENTS

- a The Corporation is responsible for the recruitment and terms and conditions of the Clerk to the Corporation and Senior Post Holders. The Principal has general responsibility for appointment of all members of staff other than for senior post holders.
- b When a Senior Post Holder position or the post of Clerk to the Corporation falls vacant the Search, Governance & Remuneration Committee shall agree the text of an advertisement and arrange for this to be placed in the national press.
- c The Corporation shall appoint a selection panel of at least five members (in respect of a Principal vacancy - excluding the current Principal) or three of its members and the Principal (where the vacancy is for any other senior post holder).
- d The selection panel shall determine the arrangements for selecting applicants for interview, undertake the interviews of selected applicants and make a recommendation on appointment to the Corporation. If the Corporation approves the selection panel's recommendation then that person shall be appointed.
- e If the selection panel is unable to agree on a person to recommend for appointment, or if the Corporation does not approve the recommendation, the Corporation may require the panel to repeat the selection process with or without first re-advertising the vacancy.

Senior Postholders and the Clerk may only be suspended (with or without pay) by the Chair or, in his/her absence, the Vice-Chair, for serious or gross misconduct or other good or urgent cause. The Chair or Vice-Chair shall report such suspension in writing to the Corporation and the Learning & Skills Council within 2 working days or as soon thereafter as is practicable.

Senior Postholders and the Clerk may only be dismissed by the Corporation, following consideration by a Special Committee of the Corporation. The Special Committee shall consist of at least 3 members of the Corporation. The Chair, Vice-Chair, Principal, Staff and Student members shall not be eligible for membership of the Special Committee. The Corporation has agreed rules specifying procedures for the conduct of the Special Committee, as set out in the Disciplinary Procedures for Holders of Senior Posts.

16 RULES AND BYE-LAWS

The Corporation shall be entitled to make rules and bye-laws as appropriate, after having first considered them at a formal meeting of the Corporation.

17 REVIEW OF GOVERNING BODY PROCEDURES

These procedures shall be reviewed on an annual basis with the next review due in September 2008.