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## 1.0 Introduction

These Standing Orders should be used in conjunction with the College's Instrument and Articles of Government and general advice issues by the Education and Skills Funding Agency (ESFA) and the Department for Education (DfE).

Every member of the Corporation and its Committees shall be bound by these Standing Orders and shall be expected to adhere to the seven principles of public life, as recommended by the Nolan Committee's Report "*Standards in Public Life*". In summary, these are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

In complying with their obligations laid down by the law and by the external demands placed upon public sector spending bodies, the Chair and members of the Corporation and its Committee will operate in accordance with these Standing Orders and shall receive advice regarding their interpretation from the Clerk.

If any governor is in any doubt as to the reliability of anything contained in these Standing Orders he should consult the Clerk and, if necessary, independent advice will be sought.

### 1.1 *Standing Orders and Legislation*

These orders do not displace or take precedence over the Further and Higher Education Act 1992 ("The Act") and any subsequent primary legislation or any amendment or re-enactment of either or the Instrument and Articles of Government as most recently published. In accordance with the Education Act 2011, West Suffolk College has adopted its own set of Instrument and Articles of Government, which meet the minimum requirements of the Education Act 2011. As a consequence these orders should be read alongside both prevailing legislation and the Instrument and Articles of Government so as to gain a full understanding of how the Corporation is required to operate. In the event of any conflict between these Orders and either or both the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.

### 1.2 *Definitions*

In these Standing Orders, unless the context otherwise demands, the following terms have the meaning assigned to them:

"Corporation" – the Corporation of West Suffolk College acting by any means which it may lawfully adopt;

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“Chair” – the Chair of the Corporation or the Chair of a Committee as appropriate to the context;

“Chair Designate” – the person appointed to become the Chair of the Corporation upon the retirement of the incumbent

“Clerk” – the person appointed by the Corporation to act as the Clerk to the Corporation;

“Committee” – a Committee or task and finish group appointed by the Corporation;

“College” – West Suffolk College;

“College Year” – 1 August to 31 July;

“Delegated Decision” – a decision of a Committee taken in the exercise of its delegated powers;

“Employee” – a member of staff of the College including those designated by the Corporation as Senior Post Holders;

“Governing Body” – the Corporation of West Suffolk College acting by any means which it may lawfully adopt;

“Governor” or “Member” – in relation to the Corporation, a Governor being a member of the Corporation; in relation to any Committee a person appointed as a Member of that Committee, whether or not they are entitled to vote;

“Instrument of Government” and “Articles of Government” – the Instrument and Articles of Government approved by West Suffolk College and meeting the requirements of the Education Act 2011 and based on the Instrument and Articles of Government published by the Department for Business, Innovation and Skills 2008;

“Meeting” – a meeting of the Corporation or a Committee, unless described otherwise;

“Number of Governors” – in relation to the Corporation, the number or persons who may act at the time in question as members of the Corporation, and in relation to a Committee the number of persons who may act at the time in question as voting members of that committee;

“Person presiding” – the person entitled, or appointed, to preside at any meeting;

“Senior Post Holder” – the Principal and CEO, Clerk and other posts designated by the Corporation as a Senior Post Holder of the College;

“Senior Management Team” – the executive management team comprising the Principal and CEO and other Senior Managers designated as part of the Team;

“Vice Chair” – the person appointed by the Corporation to deputise for or represent the Chair of the Corporation or the chair of a Committee in his absence.

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“Whole number of Governors” – in relation to the Corporation, the total number of persons who may become Members of the Corporation;

Unless the context otherwise requires, the singular includes the plural and the plural includes the singular and words importing one gender import any gender.

### 1.3 *Changes to Standing Orders*

- (1) No arrangements shall be made whereby a Committee or Member may exercise any power of the Corporation to vary, revoke, add or suspend these Standing Orders. The adoption of these Standing Orders supersedes all previous Standing Orders of the Corporation and are made under Article 20 of the Articles of Government relating to Rules and Bye-Laws.
- (2) It is the responsibility of the Clerk to the Corporation to interpret the Instrument and Articles of Government and these Standing Orders and to advise the Corporation or the Chair of the Corporation if at any time it appears that the Corporation or an individual member is in breach of the regulations.

## 2.0 **Composition, Membership and Meetings of the Corporation**

### 2.1 *Composition and Membership*

Unless varied by an amendment to these Standings Orders and in accordance with the Instrument of Government, the membership of the Corporation of West Suffolk College shall comprise the following:-

<u>Category</u>	<u>Number</u>
Independent Members	Not more than 16
Staff Members	Not more than 2
Student Members	If appointed 1
Principal/CEO	1

Instrument 3 (2) (a) prescribes that the Corporation may at any time vary the determination and any subsequent determination under this paragraph provided that the number of members of the Corporation, shall not be less than twelve or more than twenty.

Governors shall be selected and appointed in accordance with the Selection of Governors Policy set forth in Annexe 1 and the Governors Terms of Office Policy set forth in Annexe 2 respectively of these Standing Orders.

### 2.2 *Ordinary meetings of the Corporation and Appointment of Chair and Vice Chair of the Corporation*

- (1) All ordinary meetings of the Corporation shall be held on such days and at such times as the Corporation shall determine at an appropriate venue.
- (2) The Corporation will meet at least three times in each academic year and on such other occasions as required to discharge its duties.

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- (3) All meetings must be convened by the Clerk, subject to the provisions to call a special meeting under section 13 (4) (5) of the Instrument of Government.
- (4) The Corporation shall appoint a Chair and Vice Chair from amongst its number. The Chair shall hold office for a period of up to three years expiring on 31 December. The Vice Chair shall hold office for a period of up to two years expiring on 31 July. The Corporation has the power to remove the Chair and the Vice Chair from office at any time. The Chair shall be appointed or re-appointed ordinarily at the December meeting of the Corporation and the Vice Chair shall be appointed or reappointed ordinarily at the July meeting of the Corporation. The appointment process shall be by open selection with governors nominating candidates in writing for appointment as Chair or Vice Chair by invitation of the Clerk at the meeting of the Corporation preceding the end of term of office of the retiring Chair or Vice Chair respectively. Each such nomination shall be seconded and signed by the candidate to confirm his willingness to accept office if appointed.
- (5) If the Chair gives notice of retirement or resignation or his maximum term of office is to expire or he shall be removed from office the Clerk will invite nominations for the appointments of Chair Designate and Vice Chair at whichever shall be the first of the March or next scheduled Corporation meeting. Appointments will be made at that meeting and shall take effect on that day or the date of retirement or resignation whichever shall be the later.
- (6) All appointments to the posts of Chair and Vice Chair of the Corporation shall be in accordance with section 6 of the Instrument of Government.
- (7) If both the Chair and the Vice Chair are absent from any meeting of the Corporation, the Governors present shall choose one of their number to act as Chair for that meeting.

### *2.3 Special meetings of the Corporation*

All special meetings of the Corporation are to be called in accordance with Section 13 (4) (5) of the Instrument of Government.

### *2.4 Quorum of meetings*

- (1) The minimum quorum required for each meeting of the Corporation or a Committee is to be calculated in accordance with Section 14 of the Instrument of Government, which states that 40% of the total number of members is required for a quorum.
- (2) No meeting will begin unless it is quorate. If the number Governors assembled for a meeting does not constitute a quorum after a period of 30 minutes has elapsed from the appointed time for the meeting, the meeting will not be held. If in the course of a meeting, the number of Governors present ceases to constitute a quorum, the meeting will be ended immediately.
- (3) If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair of the meeting shall if he thinks fit, cause a Special Meeting to be summoned (and in accordance with the arrangements of Standing Order No. 2.3).

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- (4) The quorum for Committees shall be specified by the Corporation in Terms of Reference for each Committee and will comply with Instrument of Government 14(1).

## 2.5 *Presentation of Minutes*

- (1) All minutes of meetings will be made available to Governors in draft format within ten days of the meeting. When approved by the Chair, a copy will be available for public inspection on request to the Clerk, and once the draft minutes have been confirmed at the next meeting, a copy will be placed on the College's website. The copies for inspection by non-members will not include any section which has been determined to be confidential.
- (2) All minutes shall become public following a meeting unless a decision is taken by the meeting to classify an item as being confidential. Copies of all papers not classified as confidential shall be available for public inspection at the College during normal working hours and are available from the Clerk.
- (3) In accordance with the provision of section 18 of the Instrument of Government, the agenda, minutes and report of each meeting of the Corporation will be made available on request for inspection. This will be the responsibility of the Clerk.
- (4) All reports of the Corporation's Committees are confidential.
- (5) In addition to the provisions of Section 18(2) of the Instrument of Government and pursuant to Section 18(2) (d), the following reasons only shall be used in order to determine whether a matter should be dealt with on a confidential basis:-
- a. Personal information relating to an individual;
  - b. Information concerning the pay or conditions of service of all members of staff, or all members of staff in a particular class;
  - c. Information provided in confidence by a third party who has not authorised its disclosure;
  - d. Financial or other information relating to procurement decisions, including information relating to the College's negotiating position, during the course of those negotiations;
  - e. Information relating to the negotiating position of the College in employment relations matters, during the course of those negotiations;
  - f. Information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
  - g. Legal advice received from or instruments given to the College's and/or Corporation's legal advisors;
  - h. Information planned for publication in advance of that publication; and/or
  - i. Information not otherwise covered above, but considered to be commercially sensitive.
  - j. Information that may prejudice or appear to prejudice any insurer of the Corporation

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### **3.0 Appointment of Members of the Corporation, Chairs, Committees and Senior Post Holders**

#### *3.1 Appointment of Governors of the Corporation: Term of Appointment*

- (1) All Governors shall hold and vacate office in accordance with their appointment, but other than the Principal and CEO the length of a term of office shall not exceed three years (section 10 (1) of the Instrument of Government refers).
- (2) Governors retiring at the end of their term of appointment shall be eligible for reappointment, subject to:
  - a. An evaluation by the Committee of the Corporation appointed by it to recommend to the Corporation which Committee will have regard to the benefits to the Corporation and the College in the reappointment of that governor; and
  - b. The overriding provision that the maximum time a Governor may serve is nine years other than for the Chair of the Corporation who whilst remaining Chair may be permitted an extension of office to serve up to a maximum of twelve years subject to such extension being reviewed annually by the Corporation.
  - c. A Student Governor's term of office will not exceed three years and he shall cease to hold office at the end of whichever shall be earlier of the expiration of that three year term or his final academic year or at such other time in the year after ceasing to be a student as the Corporation may decide. In the case of elected Staff Governors, a staff member shall cease to hold office should they cease to be a member of paid staff of the College. A staff member may serve a second or third term of up to nine years.
  - d. Retiring Governors may serve as co-opted members subject to vacancies and will be subject to annual recommendation of the Committee of the Corporation appointed to make such recommendations.

#### *3.2 Appointment of Committees and Chairs*

- (1) The Corporation shall appoint such Committees as required by the Instrument and Articles of Government.
- (2) Subject to any statutory provisions the Corporation may at any time appoint such other Committees it deems are necessary for the purpose of conducting its business and may at any time dissolve any such Committee or alter its Chair, Vice Chair or its membership.
- (3) The Corporation shall determine and agree written terms of reference for each Committee established by it, and review these at least annually and as appropriate.
- (4) The membership of each Committee and all posts of Chair, and Vice Chair of each Committee shall be reviewed at least annually by the Corporation.
- (5) If the Corporation does not appoint a Chair or Vice Chair of a Committee the appointment shall be made by that Committee at its next meeting and such appointment shall be reported to the Corporation.



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### 3.3 Appointment of Designated Senior Post Holders

When a designated senior post holder is to be appointed that appointment shall be conducted in accordance with Appendix 2 in Procedure 07.01.01 "Appointment of Senior Post Holders and a New Principal".

## 4.0 Conduct of Meetings

### 4.1 Minutes and Action Points

- (1) Minutes of every meeting of the Corporation and of every Committee shall be prepared by the Clerk and shall be submitted to, and approved at, the next meeting of the Corporation or that Committee as the case may be.
- (2) Where the next meeting is a Special Meeting, any outstanding unapproved minutes must be submitted to the next full meeting of the Corporation or the Committee as the case may be.
- (3) No discussion shall take place upon the minutes, except upon their accuracy. If no question of accuracy is raised or, if it is raised then as soon as it is disposed of, the person presiding shall sign the minutes.
- (4) In submitting the minutes and action points the Clerk shall draw to the attention of the Corporation or Committee any action that is outstanding.

### 4.2 Conduct of Meetings (general)

- (1) The rules of debate in this Standing Order shall apply to all meetings of the Corporation and Committees.
- (2) The Chair will use his best endeavours to ensure that all governors enjoy equality of opportunity to express their views.
- (3) All those present at a meeting will adopt the highest standards of courtesy.
- (4) A person present can be censured or excluded for offensive remarks or inappropriate language on a simple majority of those present.
- (5) Wherever practicable items of business shall be supported by a written report.
- (6) All meetings shall follow the rules relating to the conduct of proceedings of meetings set forth in Section 15 of the Instrument of Government.
- (7) Video conferencing and/or telephone conferencing may be used if necessary in accordance with Section 1(h) of the Instrument of Government.

### 4.3 Reconsideration of Resolutions, Consideration of Urgent Business and Matters Delegated to Committees

- (1) The Corporation shall abide by section 15(5) of the Instrument of Government which requires that no resolution of the Governors may be rescinded or varied at a subsequent



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meeting unless its rescission or variation is a specific item of business on the agenda for that meeting.

- (2) Further to section 15(5) above a resolution, which in this context means any formal decision by the Corporation, cannot be overturned or varied as part of discussions of matters arising from the previous minutes. Not only must the subject appear as a substantive item on the agenda, but also the fact that there is a proposal to vary or rescind a previous decision must be indicated.
- (3) Lengthy or complex items for discussion, especially those requiring consideration of detailed reports or accounts, other than those of an urgent nature should not be taken under “Any other business”.
- (4) The Corporation will receive but not debate decisions it has delegated to a Committee.

#### 4.4 *Voting*

- (1) Section 15(1) of the Instrument of Government establishes that every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the Governors present and voting on the question. Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote. This will also apply to Committees and Sub Groups.
- (2) A student who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability (15(8) of the Instrument of Government refers).
- (3) Proposals to the Corporation shall be proposed and seconded. In the absence of a seconder a motion will fail.
- (4) The Corporation will decide the circumstances in which a secret ballot should be held. A dissenting Governor shall have the right to have his disagreement recorded in the minutes.
- (5) A decision of the Corporation is binding on all Governors and all Governors will comply with the principle of collective responsibility and support publicly a decision even if that decision was not approved unanimously.
- (6) Votes may not be cast by post or by proxy.
- (7) The Corporation may agree, in circumstances where business may be delayed because of an available meeting or a lack of a quorum at a meeting, to seek a decision of Governors by postal or other written communication including approved electronic means conducted by the Clerk and if there is majority view that a matter should be approved then it will be taken as approved by written resolution and reported as such to the next meeting of the Corporation.

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#### 4.5 Attendance

- (1) The attendance for every Governor attending a meeting of the Corporation or a Committee shall be recorded in the minutes of that meeting.
- (2) A Governor will be recorded in the minutes of a meeting as being absent unless he/she notifies the Clerk that their apologies should be given to the Chair.
- (3) The time of arrival or departure of any governor arriving after the start or leaving before the end of a meeting will be recorded in the minutes by the Clerk.
- (4) To assist the Clerk in establishing that there will be a quorum for a meeting, all apologies should be submitted no later than the day preceding the meeting except in cases of emergency.
- (5) If at any time the Corporation is satisfied that any Governor having 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 Governor remove him or her from office and thereupon the office shall become vacant (Section 11(2) of the Instrument of Government refers).
- (6) In the event of a decision being required under paragraph 4.5 (5) the matter will be placed on the agenda for the next meeting of the Corporation for discussion by the Governors present. A full written report setting out all the facts known will be presented by the Clerk.
- (7) The defaulting governor shall be entitled to attend the meeting or submit in writing his reasons for absence but he shall take no part in the voting on this matter.
- (8) Other than in exceptional circumstances, the nature of which shall be determined by the Corporation, no member shall be permitted to hold office if his absence exceeds twelve consecutive months.
- (9) The Clerk shall submit an annual report on attendance levels for review by the Corporation.

#### 4.6 Withdrawal from Meetings

- (1) The Corporation will apply rigorously the requirements of Section 15 of the Instrument of Government with regard to circumstances under which the withdrawal from meetings of Staff Governors, Student Governors, the Principal and CEO and the Clerk is required.
- (2) When the Clerk is required to withdraw from a meeting the Chair of the meeting will determine whether the minutes shall remain confidential in which event they shall be held by the Chair.

#### 4.7 Agenda for Meetings

- (1) The Clerk shall send out written notice of a meeting of the Corporation or one of its Committees and a copy of the agenda at least seven calendar days in advance of the meeting in accordance with Section 13(2) of the Instrument of Government.
- (2) The non-receipt of notice of a meeting will not invalidate the holding of that meeting.

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- (3) The agenda shall be structured by the Clerk in consultation with the Chair.
- (4) All items to be considered at the meeting (with the exception of late items of urgent business) shall be recorded on the agenda.
- (5) Items of business shall be taken in the order they appear on the agenda for the meeting except that the order may be varied at the discretion of the chair of that meeting.
- (6) All reports to be submitted to a meeting of the Corporation or a Committee shall be in writing in a format to be determined by the Clerk. Wherever practical, the Clerk shall endeavour to ensure that all written reports are circulated with the agenda. No new issues are to be tabled at a meeting except as late items of urgent business and may not be tabled without the prior permission of the Chair of that meeting.
- (7) Any Governor may request an item be placed on the agenda provided that notice of the item is received by the Clerk ten calendar days in advance of the meeting.
- (8) A matter may be placed on the agenda as a late item of urgent business only with the prior approval of the Chair.

#### *4.8 Schedule of Meetings*

- (1) The Clerk shall prepare an annual calendar of meetings and schedule of business that meets the needs of the Corporation and is based on the College planning cycle and submit it to the Corporation for approval.
- (2) The schedule shall also accord with the requirements of the Corporation to publish and make returns to all relevant regulatory bodies.

#### *4.9 Minutes*

- (1) The Clerk is responsible for the accurate recording of the minutes.
- (2) The minutes shall record the title of the meeting, the date and time of the meeting and a roll of those present, those who have submitted apologies and those who are absent without having submitted an apology.
- (3) The minutes shall include a summary of the discussion on a matter and record how each decision was made.
- (4) The minutes shall show the action points determined at every meeting and denote the person responsible for taking each such action and the timescales agreed.

Minutes will be taken by the Clerk for all meetings of the Corporation and its Committees except where the Clerk is required to withdraw from a meeting.

#### *4.10 Access to Meetings*

- (1) Access to meetings will be in accordance with Section 17 of the Instrument of Government and the Corporation's Access to Governance Information Policy.

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- (2) The Chair or person presiding can invite the attendance of a member or members of staff to be in attendance at Corporation and Committee meetings, subject to the provisions of section 15 of the Instrument of Government.
- (3) The Clerk is permitted to be in attendance at all meetings of the Corporation and its Committees except where the Clerk is required to withdraw from a meeting by the provisions of section 15 of the Instrument of Government.

#### *4.11 Corporation Spokesperson*

- (1) The Corporation has determined that only the Chair, or in his absence the Vice Chair and the Principal and CEO shall speak for the Corporation publicly. Individual Governors of the Corporation may, from time to time, meet or otherwise communicate with various constituencies that are involved with the College, but should only do so with knowledge of the Chair, and in most cases, at the request of the Chair or Principal and CEO.
- (2) Unless point (1) above applies, Governors shall refer any requests for public comment to the Chair or the Principal and CEO.
- (3) In the circumstances of the suspension or dismissal of the Principal and CEO or other urgent cause, only the Chair of the Corporation, or in his absence the Vice Chair, shall act as spokesperson for the Corporation.
- (4) No action may be taken by an individual Governor nor may any Governor commit the Corporation to any action or expenditure unless authority to do so has been delegated formally by a resolution of the Corporation.

## **5.0 Miscellaneous**

### *5.1 Application of the Seal of the Corporation*

- (1) Where a deed or document requires the Seal of the Corporation, it must be sealed by the Clerk in the presence of, and authenticated by, the Chair, Vice Chair or other designated Governor. Short particulars of all deeds and documents to which the Corporate Seal has been affixed, shall be recorded in a book to be maintained by the Clerk and entries presented to the next meeting of the Corporation.
- (2) The Seal of the Corporation shall be kept in the custody of the Clerk in a safe place which shall be secured by a lock.

### *5.2 Delegation of arrangements for dealing with matters of urgency*

- (1) Where the Chair, Principal and CEO and the Clerk are of the opinion that circumstances exist that make it necessary for action to be taken by the Corporation prior to the time when such action could be approved through normal Corporation procedures, they may follow the procedure agreed by the Corporation for Chair's Action under cause 4(b) of the Articles of Government and appended to these Standing Orders at Annexe 3. Consideration should first be given to deciding the matter by written resolution to all Governors in accordance with Standing Order 4.4.

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- (2) Where Chair's Action is taken, the details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation.

### *5.3 Governor Expenses*

- (1) Governors may only claim expenses for travelling, childcare and subsistence at rates determined by the Corporation for College staff.
- (2) Expenses are payable associated with attendance at meetings, training events and conferences.
- (3) Governors are not permitted to claim allowances which remunerate them for their services as Governors.
- (4) The following segregation of duties for the authorising of expenses shall apply:
  - a. Expenses for the Principal and CEO are to authorised by the Chair of the Corporation (or in his absence, the Vice Chair of the Corporation);
  - b. Expenses for the Clerk are to authorised by the Principal and CEO as budget holder;
  - c. Expenses for the Chair and all other Governors are to be submitted to the Clerk for approval;
- (5) All foreign travel by the Governors, co-opted members, the Principal and CEO and the Clerk must be authorised by the Chair (or in his absence the Vice Chair) in advance of such travel. If the Chair is travelling then the Vice Chair will give authorisation. If both the Chair and Vice Chair are travelling then authorisation will be given by any other independent Governor who is not travelling.
- (6) Expenses from such travel will be authorised for payment by the Chair (for Governors, co-opted members, the Principal and CEO and the Clerk), the Vice Chair and Clerk (for the Chair) and the Principal and CEO for senior post holders.

### *5.4 Corporate Gifts and Hospitality*

Gifts and hospitality may only be received within the provisions of the College's current policy on Anti-Bribery (procedure 01.02.01). In reading the provisions of this policy, the attention of Governors is also drawn to the Corporation's Code of Conduct for Members for the Corporation.

### *5.5 Independent Professional Advice*

The Corporation's procedure on arrangements for Governors to access Independent Professional Advice will be followed in all cases.

### *5.6 Complaints against the Corporation*

A complaint against the Corporation as a Governing Body or an individual Governor of the Corporation shall be addressed to the Clerk of the Corporation who shall deal with the matter as appropriate. The response to such a complaint will include details of the arrangements

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for pursuing the matter with an independent body. If the complaint is against the Principal and CEO the complainant should write to the Corporation via the Clerk in accordance with the College's Complaints Procedure (procedure 01.08.01). A complaint against the Clerk to the Corporation shall be forwarded to the Chair of the Corporation.

#### *5.7 Correspondence*

No correspondence shall be entered into on behalf of the Corporation other than by or with the knowledge and advice of the Clerk who shall be responsible for keeping copies of all such correspondence.

#### *5.8 Ethical Issues*

All Governors will be bound by the current Code of Conduct as adopted by the Corporation.

### **6.0 Amendments to Standing Orders**

#### *6.1 Amendments to Standing Orders*

(1) The Standing Orders may only be amended at a meeting of the Corporation with a specific item on the published agenda to amend these Standing Orders.

(2) The Standing Orders shall be reviewed at the first meeting of the Corporation in each academic year unless reviewed sooner within the 11 months preceding that meeting.

*Annexe 1 – Selection of Governors Policy*

*Annexe 2 – Governors Terms of Office Policy*

*Annexe 3 – Policy on Chair's Action*