



STANDING ORDERS

FOR THE CONDUCT OF MEETINGS OF THE CORPORATE GOVERNING BODY AND RELATED MATTERS

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1. Introduction / Responsibilities of the Corporation

1.1 General

These Standing Orders have been devised to draw together the range of rules and procedures for the Conduct of Corporation business. They are framed from the requirements placed on the College within the Instrument and Articles of Government.

A copy of these Standing Orders will be given to each Member on appointment to the Corporation and will be the basis on which the Chairman of the Corporation and each Chairman of its committees conduct meetings and all processes of the Corporation are enacted.

1.2 Interpretation

In these Standing Orders:

‘College’ means Northbrook College Sussex

‘Corporation’ means the Corporate Governing Body of Northbrook College Sussex;

‘Governing Body’ means the Corporate Governing Body of Northbrook College Sussex;

‘Committee’ means a Committee of the Corporation;

‘Chairman’ means the Chairman of the Corporation or of a Committee of the Corporation as the context requires. It is non-gender specific, in accordance with established custom (the terms Chair, Chairperson and Chairman being interchangeable as the context requires);

‘Governor’ means a member of the Corporation;

‘Member’ means a member of the Corporation;

‘Principal’ means Principal and Chief Executive;

‘Clerk’ means Clerk to the Corporation;

‘FEFC’ shall include any successor statutory body to whom the functions of the FEFC (Further Education Funding Council) shall be assigned

‘LSC’ means Learning & Skills Council (and shall include the Skills Funding Agency and any successor statutory body)

‘OFSTED’ means the Office for Standards in Education

‘ALI’ means the Adult Learning Inspectorate

Words importing one gender shall import all genders.

- 1.3 The ruling of the Chairman as to the meaning and/or application of these Standing Orders shall not be challenged at any meeting of the Governing Body, or be open to discussion.
- 1.4 These Standing Orders shall take effect, subject to any statutory provision, for the time being in force affecting Further Education Corporations, in particular the Instrument and Articles of Government set out in the Education (Government of Further Education Corporations)(former further Education Colleges) Regulations 1992 and subsequent modifications, i.e. the Further Education Corporations (Former Further Education

Colleges)(Replacement of Instruments and Articles of Government) Order 2007 which came into force on 1 January 2008.

1.5 Responsibilities of the Corporation (Articles 3 (1)), 9, 10)

The Corporation shall be responsible for --

- (a) the determination and periodic review of the educational character and mission of the institution and the oversight of its activities;
- (b) approving the quality strategy of the institution
- (c) the effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets;
- (d) approving annual estimates of income and expenditure;
- (e) the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal and determination of pay in the capacity of a member of staff;
- (f) setting a framework for the pay and conditions of service of all other staff.

The Corporation shall not delegate the following reserved responsibilities -

- (a) the determination of the educational character and mission of the institution;
- (b) the approval of the annual estimates of income and expenditure;
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;
- (d) the appointment of the Principal or holder of a senior post;
- (e) the appointment of the Clerk (including, where the clerk is, or is to be, appointed as a member of staff the Clerk's appointment in the capacity of a member of staff);
- (f) the modification or revocation of the Articles of Government
- (g) 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. The Corporation shall make rules specifying the way in which a committee having functions under paragraph (g) shall be established and conducted.

2 Composition of the Corporation

- 2.1 The composition of the Corporation is determined by the framework laid down in the Instrument of Government. (para.2 applies). The membership of the Corporation of the College will be determined from time to time by the Corporation having regard to the

provision of the Instrument of Government (paragraphs. 3, 4, 5) and the recommendations of the Search & Governance Committee.

- 2.2 The Corporation has established a Search & Governance Committee to assist it in the appointment of members in an open and structured way in accordance with the Articles of Government and the Rules for Procedures of the Committee (Article 5(3) applies). The Rules and Procedures of the Search & Governance Committee, including the Terms of Reference of the Search Committee and the membership framework, as approved by the Corporation, are included in **Annex 1**. The final decision for determining the membership of the Corporation including the individuals to be appointed to serve on the Corporation rests with the Corporation as a body.

3. Appointment of Members of the Corporation

- 3.1 The Corporation will use its Search & Governance Committee to make recommendations to it on the selection of members in accordance with the Rules and Procedures for the Search & Governance Committee.
- 3.2 All appointments to the Corporation will be scrutinised to determine eligibility (Instrument 8) and any member subsequently becoming disqualified from holding office shall notify the Clerk in accordance with Instrument 8 (10).
- 3.3 Members are normally appointed to serve a three-year period of office and may be re-appointed twice in order to serve a maximum of nine years in total, whereupon they shall retire from office. Exceptionally, the Corporate Governing Body may consider re-applications from persons who have previously served their full nine years of office only after a period of one year away from office has elapsed .

4. Appointment of Chairman and Vice-Chairman

- 4.1 The Chairman will be annually elected at the first meeting of the Corporation on or after 1st June in any year, in accordance with para. 6(4) of the Instrument;
- 4.2 The appointment of Chairman will normally be the first item of business at the first scheduled meeting on or after 1st June in any year and the Corporation members shall be required to choose a Chairman from amongst themselves (para. 6(1) of the Instrument). The Clerk will take the Chair for this item. Note that the Clerk's action is limited to ensuring that the meeting can elect a Chairman. The Clerk takes no part in the discussions nor has a vote. As there will be no Chairman to hold a casting vote, if an election is necessary, voting will continue until a majority is achieved.
- 4.3 Members of the Corporation will be required to make formal nominations in advance of meetings where the election will take place. Where a ballot is necessary it will be conducted at the start of the meeting by the Clerk using ballot papers.
- 4.4 The provision of paragraphs 4.1 and 4.2 of this Code will also apply to the operation of all Corporation Committees unless the Chairmanship is a fixed appointment.

- 4.5 The rules which relate to the appointment of Chairman will apply to the election of Vice-Chairman except that the Chairman will take the Chair and will have a casting vote when elections take place. The provisions of paragraph 4.2 of these Standing Orders relating to the Clerk's role will not, therefore, be applicable.
- 4.6 The Principal and any staff or student member is ineligible for appointment as Chairman or Vice-Chairman but may participate in the appointment process.
- 4.7 If both the Chairman and Vice-Chairman of the Corporation are absent from any meeting of the Corporation, the members present shall choose one of their number to act as Chairman for that meeting, provided that the member chosen shall not be the Principal or any staff or student members.
- 4.8 The Chairman or Vice-Chairman may resign at any time by giving notice in writing to the Clerk;
- 4.9 At the last meeting before the end of term of office of the Chair or Vice-Chair, or, at the first meeting following the expiry of a term of office or following a resignation, members shall elect a new Chairman or Vice-Chairman in accordance with the normal rules [para 6 (8) & 6 (9) of the Instrument].

5. The Role of the Clerk

5.1.1 Under para. 7 of the Instrument, the Corporation is required to appoint a Clerk. That person will serve as Clerk until he/she resigns the appointment or the Corporation determine that the appointment should be terminated. The appointment will be in accordance with the job description which is **Annex 2**.

5.1.2 The functions of the Clerk are set out in Article 3(3) , i.e.:

Advising the Corporation with regard to the operation of its powers, procedural matters, the conduct of its business, and matters of governance practice

5.2 Under para. 14 (10) of the Instrument, the Clerk is required to withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered. Neither will he/she be entitled to see the minutes (Instrument para. 15(4)). On such occasions, including any other times when the Clerk is unavoidably absent, the members will appoint from their number a person to act as Clerk for the duration of the meeting or part of a meeting. The arrangements for this are outlined in **Annex 3**.

5.3 The Clerk's role includes advising on proper procedure and, if necessary, intervening when s/he feels that the Corporation is acting inappropriately or beyond its powers. The Corporation has approved the following procedures it would expect to be followed in this situation.

The Clerk should make every effort to resolve the matter through the avenues available to him or her within the College and be certain that the reason for his or her concerns is understood.

Where the Clerk believes the Corporation or a Committee is minded, during a meeting, to act beyond its powers, s/he should raise the issue immediately.

The Clerk's advice should be discussed immediately. If the Corporation or Committee is still minded to act and the Clerk still gives the advice that such action would be beyond the powers of the Corporation or Committee, further discussion should be deferred until the next meeting of the Corporation or Committee, or to a special meeting called in accordance with Article 12(4) of the Instrument & Articles of Government.

Where the Clerk considers that the Corporation or Committee has acted or intends to act inappropriately or beyond its powers or an individual has acted beyond his/her powers, the Clerk should raise the matter in writing with the Chair of the Corporation as a matter of urgency. The Chair will request the Principal (as Accounting Officer) for his/her comments in writing. If the Chair is involved in the decision under dispute the Clerk should raise the issue with the Chair of the Audit Committee.

Where appropriate, the Clerk will;

- Before making any formal approach to a regulatory body (where the concern is of a propriety nature) raise the issue with the Corporation,
- consult the College's internal or financial statements auditors if appropriate,
- seek initial legal advice if the Clerk considers the action may be unlawful or Ultra Vires. This advice may be sought without the prior agreement of the College Management or the Corporation.

The Clerk will report any comments received from the Principal or the Chair of the Audit Committee and any advice received from an external source to the next meeting or Special Meeting of the Corporation or Committee concerned. In the case of an individual acting beyond their powers, this will be reported to the Chair of the Corporation and/or Chair of the Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from the LSC (or any successor regulatory body).

If, following the steps taken above, the Clerk considers there are still grounds for concern with regard to the proper governance of the College, the Clerk may refer the matter to the LSC (or any successor regulatory body). The Clerk shall give prior notice to the Chair of the Corporation and the Principal that he/she proposes to take this action..

The Corporation will not treat any such steps taken in good faith by the Clerk as grounds or disciplinary action under the College's disciplinary procedures.

6. Attendance by Members at Meetings of the Corporation

6.1 Members have been appointed to serve on the Corporation in the expectation that they will make time in their schedule to attend and fully participate in the work of the Corporation and the life of the College as laid down in the Code of Conduct for the Corporation. If, however, a member is prevented from attending a Corporation meeting or a development event, that member should notify the Clerk and give as much notice as possible. The purpose of this is to enable the Clerk to:

- Give apologies at the meeting and record these in the minutes;
- Ascertain whether or not the meeting will be quorate.

6.2 The minutes will normally record the point during the meeting when a member joins or withdraws from a meeting.

6.3 The Instrument of government, paragraph 10.2(a) provides for the Corporation to consider removing a member from office if that member has been absent from meetings of the Corporation for a period longer than 6 consecutive months without the permission of the Corporation.

In the light of individual circumstances, it may be appropriate for the Corporation to grant leave of absence to a member from his/her duties as a member of the Corporation. The criteria for deciding whether to remove a member from the Corporation or whether special leave will be granted will be based on the following:

- Previous attendance record at Corporation and committee meetings and development events, prior to the 6 months continuous absence;
- Validity of reasons given for absence, for example ill health, bereavement, pressure of work;
- Consideration on whether or not the reasons, however valid, are likely to prevent a speedy return to full involvement in the business of the Corporation.

6.4 In accordance with the Terms of Reference of the Search and Governance Committee and its responsibility for membership issues, the Corporation will be advised on the position for individual members by that Committee before making a decision. The absent member facing removal procedure shall be entitled to attend the meeting of the Corporation at which this matter is presented for decision or submit in writing stating his/her reasons for absence. He/she shall take no part in the voting on this matter.

6.5 The Clerk to the Corporation maintains a register of attendance for corporation members and reports on attendance each year. The register includes details of the number of Corporation and Committee meetings held during the period and the total number of meetings attended by each individual member. Details of the percentages and average attendance of individual members and the whole Corporation will be given in the report. Attendance above 80% is considered to be good. 70% to 80% is considered to be the average level expected. Below 70% is of concern. The lower the percentage the greater the concern.

- 6.6 Staff (including the Principal) and student members will cease to hold office when they cease to be members of staff or students of the College.
- 6.6 Every Governor appointed as a member of a Committee will cease to be a member of that Committee when he ceases to be a Governor unless he has been appointed for a further term of office as a Governor, or specifically becomes a co-opted member of Committee.

7. Proceedings for Meetings – Order of Business, Debate, Voting, Re-consideration of Resolutions, Assessment of Performance

- 7.1 Ordinary meetings of the Corporation and its committees shall be held at least once in each Academic Term as the business of the Corporation requires. The Clerk will prepare an annual calendar of Corporation meetings and the meetings of the Committees. These will conform to an overall cycle which will enable, as far as possible, the meetings of the Committees of the Corporation to feed into the termly scheduled meetings of the full Corporation. The overall calendar will be agreed at the Summer term meeting preceding the year in question and normally rolled forward at each termly meeting during the year to maintain a 12 month calendar of future meetings. As far as possible, every effort will be made to adhere to the arrangements outlined therein.

At the start of the academic year in question, the Clerk will prepare the key elements of routine and/or recurring business to be agreed with the Chairman of the Corporation and the Chairs of the Committees by the end of September in that year so that there is a clear understanding of the major issues which will feature as discussion items during the course of the year.

- 7.2 All meetings will be summoned by the Clerk who shall send to members written notice of the meeting and a copy of the agenda thereof, normally at least 7 clear days in advance of the meeting.
- 7.3 If there are good reasons for doing so, the Chair of a Committee has authority to re-arrange the date of a meeting in consultation with the Clerk. The Chair may also cancel a committee if the Clerk advises that there is insufficient business requiring a committee's attention to justify a meeting before the next scheduled meeting of the committee.
- 7.4 Once the major agenda items have been established, the Clerk will be responsible for ensuring that agenda are developed appropriately and will draw the Chairman's attention to any departures from the agreed agenda in advance of the meeting, should that be necessary. Members wishing to place items on the agenda of meetings must notify the Clerk fourteen days before the date of the meeting. Exceptionally, in the case of urgent business which has arisen since the agenda was circulated, the item shall be notified to the Clerk before the meeting commences for inclusion under "correspondence" and/or "any other business".
- 7.5 A Special Meeting of the Corporation may be called at any time by the Chairman of the Corporation or by any 5 members by written request. When the matter to be considered

demands urgent consideration, the Chairman of the Corporation, or in the Chairman's absence, the Vice-Chairman of the Corporation can decide to give written notice of less than 7 days.

However, such Special Meetings will normally be called where the delaying of business until the next scheduled meeting of the Corporation would have a detrimental effect upon the College, and will normally involve only one or two items of key business.

Where there is a special meeting of the Corporation as specified in Instrument para. 12(4), the minutes of the last scheduled meeting will not normally be available but will appear on the agenda of the next scheduled meeting of the Corporation to be followed by the minutes of the special meeting in chronological order.

7.6 Preparation of Agenda and Papers

- (i) The Clerk will be responsible for the maintenance of all documentation relating to Corporation business and such documents shall be available from the Clerk's office (see para. 10 of these Standing Orders).
- (ii) In accordance with the requirements of para. 15 (4) and para. 17(2) of the Instrument of Government, any matters which are confidential are outlined in the Corporation's Code of Conduct (Section 10 of the Code refers).
- (iii) In accordance with the arrangements made for the annual planning of meetings, members who wish to place items on the agenda of normal scheduled meetings should inform the Clerk at least fourteen days before the date of the meeting.

7.7 Quoracy

- (i) The Corporation has agreed a membership of 18 (eighteen). The number of members necessary to constitute a quorum is 8 (eight). (NOTE: this quorum may change if the Governing Body determines that its total number of members should be amended).
- (ii) Committee quoracy – *see 11.4*

7.8 Proceedings of Meetings

- (i) Agenda and Papers for the Meeting
 - (a) The Clerk will be responsible for drawing up the agenda, preparing papers and inviting members to attend in accordance with clause 12 of the Instrument and taking due note of any regulations relating to confidentiality under paragraph 10 of the Code of Conduct;
 - (b) So far as is practicable, papers will be despatched to arrive seven calendar days in advance of the meeting;

- (c) Members of the Corporation will receive reports from the committees of the Corporation with appropriate recommendations at each meeting. The papers and minutes of each committee will be available from the Clerk for inspection by any member;
 - (d) The agenda and papers and, following the meeting, the draft minutes, if they have been approved by the Chairman and the signed minutes, will be available from the Clerk and as soon as possible, except where they are deemed to be confidential, an electronic (“read-only”) copy of the minutes shall be posted on the college internet website www.northbrook.ac.uk, in accordance with the provision of clause 17 (3) of the Instrument. The draft version of the minutes shall be destroyed once approved by the meeting.
 - (e) All documents of the Corporation except those deemed to be confidential by the Corporation or which name current/future students/staff, shall be available for inspection in the Clerk’s office during normal office hours.
- (ii) The Order of Business at Meetings
- (a) In accordance with normal practice, the minutes of the last meeting will normally be taken as the first agenda item after apologies for absence and any election of Chairman, or at such position on the agenda of business as the Chairman shall determine;
 - (b) The minutes will either be agreed and signed by the Chairman or the master copy will be amended by the Clerk as required by the Corporation in the presence of the meeting and then signed by the Chairman;
 - (c) The order of business of the meeting may be altered in accordance with the Corporation’s wishes;
 - (d) Separate minutes will be taken of those parts of meetings from which staff and student members or the Clerk have withdrawn and, in accordance with para.15 (4) of the Instrument, any such member or the Clerk will not be entitled to see the minutes of that part of the meeting or any papers in relation thereto.
- (iii) Decisions taken at Meetings
- (a) Any matter to be decided by the Corporation will be drawn to the attention of the Corporation and will normally be supported by appropriate papers.
 - (b) The view of the Corporation shall be determined by the voices of those present. If a member indicates dissent, then a vote shall take place in accordance with para. 14(1) of the Instrument;
 - (c) If there is an equal division of votes the Chairman shall have a second or casting vote (para 14 (2) of the Instrument)

- (d) Voting may not take place by proxy or by postal vote (para. 14(3) of the Instrument);
 - (e) Any revision or variation to a resolution can only take place at subsequent meetings if it is a specific item on the agenda (para. 14(4) of the Instrument);
 - (f) Any amendment to a recommendation brought before the Corporation may be proposed and seconded so long as it is relevant and does not have the effect of introducing materially new issues. Where such proper amendment has been proposed and seconded, it shall be dealt with before any further amendment is moved;
 - (g) The Chairman shall rule on the admissibility of a point of order and explanation.
- iv) Duration of meetings

Corporation meetings should not normally last for more than three hours and Committee meetings should not normally last for more than two hours. When this time limit is exceeded, members present may be invited at the discretion of the Chair to vote to continue or defer items to a subsequent meeting

7.9 Assessment of Corporation Performance

The Members of the Corporation shall routinely assess their performance as a governing body against such indicators, measures and bench-marks as they shall from time to time determine. The Search & Governance Committee, within its remit for governance development, shall monitor such assessments and present a periodic resume to the Corporation for its consideration.

Current measures of performance include:

- Performance evaluation after each meeting of the main Board and Committees, through completion of a feedback sheet – Clerk determines subsequent action
- Attendance monitoring - against an 80% benchmark target
- Individual review sessions held between the Chairman and each member, with a developmental focus
- Skills Audit of Individual Members' skills, expertise and interests (carried out by the Search committee).
- Confirmation that Corporate Governance is in accordance with statutory obligations and current best practice.
- Contribution of an annual self assessment of governance to the college's Self Assessment Report

8. Action taken by the Chairman and Vice-Chairman of the Corporation

- 8.1 The Articles of Government, paragraph 3, distinguishes between the roles of the Corporation, the Principal and the Clerk.

The Articles of Government, paragraph 4, allow for the delegation of functions to the Committees, the Chairman of the Corporation or the Principal with the exception of the following responsibilities which cannot be delegated (para 9 of the Articles):

- The determination of the educational character and mission of the institution;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of the institution and the Corporation and for safe-guarding their assets;
- The appointment of the Principal or holder of a senior post;
- The appointment of the Clerk;
- The modification or revocation of the Articles of Government.

There may be occasions when issues are raised which should be placed before the Corporation and its committees but the next scheduled meeting is too long to wait and it is not thought sufficiently significant to call a Special meeting (i.e. matters of routine and implementation). There may arise matters of substance where the Chairman is satisfied that to delay action would disadvantage the Corporation. In such circumstances the Chairman of the Corporation may take action on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and any other relevant regulations. Action taken shall be notified in writing to the Clerk and reported to the next meeting.

8.2 The arrangements for Chairman's Action are set out in **Annex 4**

8.3 In the absence of the Chairman, the Corporation authorises the Vice-Chairman to act as though he/she were Chairman in the same way.

9. Attendance and Public Access to Meetings

9.1 General

The Corporation accepts that its business is open to public scrutiny and, with the exception of those items of business which are deemed to be confidential as defined within the instrument of Government, its policy is that the record of Corporation meetings is openly available. Members of staff who are not Corporation members or senior postholders will be invited to attend, particularly where they may be presenting particular reports to the Corporation. Papers and minutes of the Corporation are published in accordance with the arrangements and, with the exception of those items specifically designated as confidential, all papers and minutes are available for public scrutiny as are any documents, Regulations, bye-laws etc. of the Corporation. The Corporation has approved a *Statement of Public Service* (22 November 2000) which encapsulates its commitment to the Principles of Public Life (Nolan Committee), its core responsibilities and access to information. The *Statement of Public Service* is reproduced at **Annex 8**

9.2 Entitlement to Attend Corporation and Corporation Committee Meetings

9.2.1 Entitlement to attend meetings of the full Corporation will be restricted to members of the Corporation, the Clerk and any Minute Secretary. Entitlement to attend the committees set up by the Corporation will be restricted to the membership written into

the terms of reference for that committee, the Clerk and other members of the Corporation subject to eligibility and with the approval of the appropriate Chairman.

9.2.2 In the interests of public accountability, the Corporation shall hold one advertised open meeting per year, inviting observers to attend, for the purposes of presenting an Annual Report relating to the previous Financial Year (i.e. 1 August to 31 July)

9.2.3 Where a member has a financial or other pecuniary interest in the College (Instrument 11) the Corporation may determine that it would be appropriate for the member to withdraw from that part of the meeting considering a proposal in relation to that interest. (see also Standing Order 13.2 Governors' Interests)

9.3 Attendance of Staff other than Corporation Members and the Clerk

The Corporation has determined that members of the Management Team and other staff may attend meetings of the Corporation and its committees for the purpose of providing information and giving advice. Such staff will be asked to withdraw from the meeting when the Chairman deems this to be appropriate, usually in respect of confidential items.

9.4 Attendance by the OFSTED Inspector and other External Agencies

From time to time, the OFSTED Inspector or other external agents may be invited to attend meetings of the Corporation for items specifically agreed by the Corporation.

9.5 Attendance by Auditors

In accordance with the arrangements for the College Auditors, they will attend the relevant meetings of the Corporation, the Audit Committee and, where necessary, other committees of the Corporation.

10. Publication of Minutes and Papers

10.1 Agenda, papers and minutes of the meetings of the Corporation and its committees are held by the Clerk's office and as soon as possible, electronic ("read-only") copies of the main Corporation meetings are posted on the college internet website www.northbrook.ac.uk. Anyone wishing to read them can do so by asking the Clerk or accessing an internet terminal on any site of the college. Certain items of a financial, commercially sensitive or personal nature are excluded such as the following:

- An issue relating to a named individual employed at, or proposed to be employed at the College;
- An issue relating to a named student at or applicant for admission to the College;
- Any matter which the Corporation decides that by virtue of the nature of the item should be dealt with on a confidential basis
- Matters relating to a commercial transaction, which, if known, would disadvantage the college financially
- Matters relating to a negotiating position with a trade union, or legal advice, which, if known, would disadvantage the college

- The Corporation is empowered to specify time limits for each piece of confidential business, after which the restriction can be removed
- 10.2 Matters relating to individual members of staff come under the confidential section of the minutes and will not be made publicly available. The Corporation and its committees are empowered to identify other items that they wish to be minuted under the confidential section.
- 10.3 All Governors and co-opted members of committees must respect the confidentiality of any papers made available to them whether for purposes of the Governing Body or committee meetings or otherwise for so long as those papers remain confidential.

11. Committees, Working groups, Terms of Reference and Quoracy

- 11.1 The Corporation may establish committees for any purpose or function, other than those assigned in the Articles of Government to the Principal or Clerk and may delegate powers to such committees, the Chairman or Vice Chairman or the Principal (Article 4 (1) refers). The Corporation has established committees and has agreed terms of reference for each of them and an annual programme of business. These committees are:

Audit Committee
 Capital Development Committee
 Finance & Human Resources Committee
 Remuneration Committee
 Search & Governance Committee
 Curriculum & Standards Committee

The terms of reference of these Committees are **Annex 5**

- 11.2 In order to further support the work of its Committees, from time to time the Corporate Governing Body or its Committees may also designate specific review topics to small working groups on a 'task and finish' basis. These groups usually comprise a governor or governors with skills and experience relevant to the matter/s in hand, together with college officers, and are asked to report back to the Committee or direct to the Corporate Governing Body as appropriate.
- 11.3 The Clerk will, as part of the Corporation's annual review of its decision making processes (*DfEE Press Notice 1999/0190 28 April 1999*), periodically request the Corporation to review the terms of reference of committees, including details of quoracy, to ensure that they are in line with current requirements of the Corporation, LSC and Auditors.
- 11.4 Members will be responsible for adhering to the Instrument and Articles of Government, Terms of Reference, these Standing Orders and the Governors' Code of Conduct whilst conducting their Corporation business within committees.
- 11.5 The number required to constitute a quorum at a committee of the Corporation is 40% of the total committee membership including the Principal and the Chairman who are *ex*

officio members of all Committees (except: (a) the Audit Committee and (b) Principal is not a member of the Remuneration Committee).

12. Arrangements for Senior Staff

The Corporation shall from time to time designate those posts which are senior posts, including the Principal, in accordance with the Articles of Government and establish a framework for the senior postholders and the management team (**Annex 6** to these Standing Orders).

Procedures for Senior staff appointments, suspensions, disciplinary and dismissals are kept under review by the Finance Committee

13. Governors' Interests (Instrument 11)

13.1 Except with the written approval of the Secretary of State, no Governor shall acquire or hold any interests in any property held or used for the purpose of the College, or receive any remuneration for their services as a Governor, provided that a Governor who is a member of the staff of the College (including the Principal) may receive remuneration in that capacity.

13.2 A Governor who has any financial interest in:

- (a) the supply of work or goods to or for the purposes of the College;
- (b) any contract or proposed contract concerning the College or;
- (c) any other matter relating to the College.

or who has any other interest of a type specified by the Corporation in any matter relating to the College

shall disclose to the Corporation the nature and extent of the interest and if present at a meeting of the Corporation (or any of its Committees) at which the supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which that member is not entitled to vote. (see also Standing Order 9.2.3)

13.3 Standing Order 13.2 shall not prevent the member of the Corporation considering and voting upon proposals for the Governing Body to insure the members of the Corporation against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.

13.4 Where the matter under consideration relates to the pay and conditions of all staff, or all staff in a particular class, a staff member need not declare a financial interest and may take part in consideration of this matter (for detail and provisos see Instrument para 11 (5))

13.4 The Clerk shall maintain a Register of Interests of Governors and Senior Managers in a form prescribed by the Governing Body and outlined in **Annex 7**.

14. Governors' Expenses

14.1 Governors may be reimbursed for expenses properly incurred in attendance at meetings and in the performance of their other duties. Governors may not, however, be paid remuneration for their services as Governors. The 'other duties' expenses which the Corporation will, therefore, properly bear as costs are as follows:

- travelling expenses incurred when Governors are asked to attend meetings/training sessions which are not part of their normal scheduled Governor's duties, for example attendance at conferences, external development events;
- subsistence expenses related to the above.

14.2 These will be paid in accordance with the rates which are used for staff at the time in question, and as reviewed by the Corporation from time to time. All expenses must be authorised in accordance with College Financial Regulations and must be passed to the Clerk for reimbursement, who will check the claims to ensure that they are in accordance with these provisions and make payment to the Governor in question.

15. Independent Professional Advice for Members

15.1 This procedure is based on the premise that Corporation Members shall have the right to take advice from: the Corporation's advisers; or, if necessary, at the Corporation's expense, independent advisers on any matters concerning the exercise of their powers and responsibilities.

Such matters shall:

- **include** advice on legal, accounting and regulatory duties,
- **exclude** advice to individual Corporation Members concerning their own respective personal interests in relation to the Corporation.

15.2 A Member who wishes to seek advice under this procedure shall give prior written notice to the Clerk to the Corporation and provide:

- a summary of issues on which advice is sought; and
- if independent advice is sought (i.e. not from the Corporation's existing advisers), the names(s) of the advisers whom the Member wishes to instruct together with a short explanation of the reasons why consultation with the Corporation's advisers on the particular issue(s) is considered to be inappropriate.

15.3 The Clerk shall ensure the Chairman of the Corporation and the Principal are advised of the Member's requirements.

15.4 On behalf of the Corporation, the Chairman will consider the merits of the case and authorise payment or contribution towards the costs of independent professional advice. The contribution to be made will be based on the merits of each individual case. The decision shall be made after consultation with the Principal and if necessary by the Finance Committee in accordance with its Terms of Reference.

- 15.5 The Chairman shall decide whether to authorise such payment or contribution as soon as practicable after receiving a copy of the notice seeking advice under this procedure and in any event within 10 working days.
- 15.6 The Clerk will notify the Member in writing whether the costs for the professional advice are payable by the Corporation and, if they are not, brief reasons shall be stated in support of the decision not to provide support.
- 15.7 Any advice obtained under this procedure shall, on request, be made available to all Corporation Members.
- 15.8 References in this procedure to the Chairman shall include, in his or her absence, references to the Vice-Chairman.

16. Statements made on behalf of the Corporation

- 16.1 Statements made on behalf of the Corporation will normally only be made by:
- The Chairman, or Vice-Chairman in his absence;
 - The Principal
 - The Clerk.
- 16.2 Individual members of the Corporation must abide by the provision of the Code of Conduct for members of the Corporation. Members of the Corporation are appointed to contribute to the work of the Corporation and not appointed to represent any organisation, interest group or persons. Furthermore, they shall not be bound in speaking and voting by mandates from any other body or persons.
- 16.3 The Corporation has approved a *Protocol on Communications for Governors*. A copy is attached as **Annex 10**

17. Membership of the Corporation – Availability of Information to the Public

A list of the names of members of the Corporation is published and available in the Clerk's office, the website and may be displayed from time to time with portrait photographs (e.g. at the entrance to each of the main college sites). Addresses and telephone numbers of individual members of the Corporation will not be made available to third parties without the permission of that member. Persons wishing to contact members of the Corporation may do so by writing to:

c/o The Clerk to the Corporate Governing Body
Northbrook College Sussex
Littlehampton Road
Worthing
West Sussex
BN12 6NU

18. Use of Corporation Seal

- 18.1 Although there is no requirement under the Further and Higher Education Act 1992 for any document to be sealed by the Corporation, under general law any document executed by the Corporation as a Deed should be under Seal, such as a transfer of property by the Corporation or signing a contract. Section 20(4) of the Further and Higher Education Act indicates that the execution of a document by the Corporation under its Seal shall be treated as conclusive evidence that the document has been properly issued by the Corporation. The onus of proof would be on the person challenging the document to prove a contrary intention.
- 18.2 In accordance with paragraph 21 of the Instrument of Government, the application of the Seal of the Corporation shall be authenticated by the signature of either the Chairman or some other member of the Corporation authorised either generally or specifically by the Corporation, and the signature of one other member. The Corporation has formally agreed that the Chairman and the Principal shall be generally authorised to authenticate the seal of the Corporation and that the Corporation will receive an annual report detailing the occasions on which the seal of the Corporation has been used, thereby formally ratifying the use of the seal which will have been authenticated by the Chairman and the Principal.
- 18.3 The arrangements for the use of the Corporation Seal are outlined in the College's Financial Regulations. A specimen form of attestation is provided in Eversheds' Annotated Office Copy of the Instruments and Articles.

19. Amendments to the Standing Orders for the conduct of meetings and related matters

Standing Orders will be reviewed at least every three years to coincide with the review cycle of the Corporation or earlier by the Corporation to meet changing circumstances.

Amendments to this document require the agreement of the Corporation unless covered directly by statute in which case change will be implemented on the introduction of the new legislation and notified to the Corporation.

These Standing Orders were approved and adopted by the Corporate Governing Body of Northbrook College Sussex at its meeting held on 26th May 2000, Minute no. 244 refers, revised version approved 11 June 2002 (minute 146 refers) Additional revisions approved 15 June 2004 (minute 114 refers), 5 July 2005 (minute 293 refers), 9 December 2008 (minute 672 refers), 13 July 2010 (minute 196 refers)

Signed by
Clerk to the Corporate Governing Body

