



**Suffolk New College**

**Corporation**

**STANDING ORDERS**

**2020**

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## INTRODUCTION

- 1 Any organisation will benefit from rules that determine its conduct. Such rules, normally referred to as Standing Orders, should be drawn up and agreed by the Corporation, be given to each Member on appointment, and be the basis on which the Corporation and each of its Committees conducts business.
- 2 The legitimacy of a Corporation's actions depends upon compliance with powers and procedures which are established in the Instrument and Articles of Government and in the Corporation's own Standing Orders.
- 3 The Instrument of Government effectively lays down some procedural rules and any local practice must not conflict with these rules.
- 4 The Corporate Standing Orders include both statutory rules and procedures laid down in the Instrument of Government and those agreed by the Corporation since incorporation.

**Roger Fern**  
**Chair of Corporation**  
**2020/21**

## Suffolk New College Corporation

### Standing Order 1 – Composition of the Corporation and its Committees

No.	Standing Order		Authority
1.1	The Corporation shall consist of the following:		
	1.1.1	Up to eighteen Members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions.	IoG 2 (1) (a)
	1.1.2	One Member who is a member of the staff of the institutions staff and has a contract of employment with the institution and has been nominated and elected and nominated as specified in the Instrument of Government (to be known as "Staff Member"), such that the member may be a member of the academic staff or the non-academic staff. A Staff Member shall cease to be a Member of Corporation if he or she ceases to be a member of staff of the College.	IoG 2 (1) c (3) CM 14/33 (iii)
	1.1.3	One Members who is a student at the institution and has been appointed according to Article 5 of the Articles of Government.	IoG 2 (1) (d) CM 19/37
	1.1.4	The Principal of the College for as long as he or she holds office as Principal unless the Principal chooses not to be a governor.	IoG 2 (1) (b)
1.2	1.2.1	The normal term of office for Members, except the Principal and the Student Members, shall be four years.	IoG 9 (1)
	1.2.2	Members of Corporation shall not normally serve more than three terms of office.	IoG 9 (3) CM 06/061 (ix) i.

1.3		A member may at any time resign his or her office by notice in writing to the Clerk.	loG 10 A (1)
1.4		Members retiring at the end of their term of office shall be eligible for re-appointment.	loG 9 (2)
1.5		<p>If at any time the Corporation is satisfied that any Member:</p> <p>Is unable or unfit to discharge the functions of a Member; or</p> <p>has been absent from meetings of the Corporation for a period of longer than six consecutive months without the permission of the Corporation;</p> <p>the Corporation may by notice in writing to that Member remove him/her from office and the office shall become vacant.</p>	loG 10 A (2)
1.6		The procedure for considering whether Members due to retire rotationally who are not staff or student Members should serve a further period of office shall be:	CM 00/04
	1.6.1	The Clerk shall write to the Member(s) concerned to ascertain his/her views on being considered to serve for a further period of office.	
	1.6.2	Should the Member concerned be interested in so serving, the Search Committee shall review the skills, knowledge and experience required by the Corporation and the contribution, skills, knowledge, experience and attendance of the Member(s) concerned.	
	1.6.3	Should the Search Committee support the individual Member serving for a further period of office, the views of other Corporation Members shall be sought prior to a recommendation being made by the Chair of the Search Committee to the Corporation for approval.	
1.7		Vacancies on the Corporation will be filled in accordance with the following procedure:	

	1.7.1	The Search Committee shall examine the skills, experience and qualifications requirements and set up a proposed list of possible candidates. The Search Committee shall approach a short list and make a recommendation to the Corporation.	CM 00/29
	1.7.2	Staff Member The Clerk shall arrange for an election to be held whenever a vacancy occurs.	CM 00/29
1.8		The Student Member shall cease to hold office if he/she ceases to be the elected Students' Union Sabbatical Officer; and thereupon the office shall become vacant.	CM 806
1.9		Appointment of Co-opted Members of Corporation Committees shall take place as follows:	CM 00/29
	1.9.1	The Search Committee is the channel through which such co-options are considered, following the procedures set out at 1.7.1 above.	
	1.9.2	In exceptional circumstances, the Chair and Vice-Chair of the Corporation, and the Chair of the Search Committee shall have authority to accede to a request by a Corporation Committee Chair to co-opt an additional non-Corporation Member to that Committee.  Such action shall be reported to the Search Committee and to the Corporation in due course.	
1.10		The Clerk is responsible for arranging the induction of new Corporation Members and new Co-opted Members of Corporation Committees, and will supply them with relevant documentation, including the Code of Conduct, the Instrument and Articles of Governance, and the 'College Governor' or other such publications as drawn up by the Learning + Skills Council or other relevant bodies from time to time.	CM 00/64

## Standing Order 2 – Election of Chair and Vice Chair of the Corporation

No.	Standing Order	Authority
2.1	The Members shall appoint a Chair and a Vice-Chair from among their number.	Instrument of Government [IoG], Article of Government [AoG], Corporation Minute [CM]  IoG 6 (1)
2.2	Corporation shall hold an election for Chair and Vice-Chair annually at its May meeting, and shall formally appoint the Members so elected at its July meeting. The appointments shall take effect from 1 August in each year.	CM03/040.1 IoG 6(1) CM 03/040.1
2.3	The Clerk shall write to all Corporation Members in the first week of April seeking nominations for Chair and Vice Chair, enclosing nomination forms and asking for completed forms to be returned to the Clerk by the end of April	CM 03/040.1
2.4	Details of nominations shall be circulated to all Corporation Members with the agenda for the Corporation's May meeting.	CM 03/040.1
2.5	The election of Chair shall be first item on the Corporation's agenda at the Corporation's May meeting and the Clerk shall take the Chair for this item.	CM 03/040.1
2.6	If more than one candidate is proposed for either Chair or Vice Chair a secret ballot shall be conducted at the meeting using prepared ballot papers, the outcome to be decided by a simple majority of those Members present.	CM 940
2.7	In the case of there being an even number of votes for Chair, a further secret ballot shall be conducted; and for Vice Chair, the Chair shall have a second or casting vote.	CM 940

2.8		Only valid nominations received in response to the Clerk's letter seeking nominations shall be considered by the Corporation.	CM 940
2.9		In accordance with the Instrument of Government there may be no voting by proxy.	loG 13 (3)
2.10		The Principal, Staff and Student Members are not eligible to be Chair or Vice-Chair although they may participate in the process of appointment.	loG 6 (2)
2.11		The maximum total period of office for the Chair of the Corporation shall be four years.	CM 940

### Standing Order 3 – Clerk

No.	Standing Order	Authority
3.1	<p>The Corporation shall appoint a person to serve as Clerk to the Corporation, who shall have the following responsibilities:</p> <ul style="list-style-type: none"> <li>(a) Advising the Corporation with regard to the operation of its powers</li> <li>(b) Advising the Corporation with regard to procedural matters</li> <li>(c) Advising the Corporation with regard to the conduct of its business</li> <li>(d) Advising the Corporation with regard to matters of governance practice.</li> </ul>	IoG 7 (1)
3.2	<p>The Clerk to the Corporation shall be entitled to attend all meetings of the Corporation (including meetings of any Committee of the Corporation). The Clerk shall withdraw from that part of any meeting at which his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement in his/her capacity as Clerk are to be considered.</p> <p>If the Clerk is a member of staff, he/she shall withdraw:</p> <ul style="list-style-type: none"> <li>(a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to him/her, as distinct from staff matters relating to all members of staff, or all members of staff in a particular class are to be considered;</li> <li>(b) from that part of any meeting of the Corporation, or any of its committees, at</li> </ul>	IoG 7 (4) IoG 13 (11)

	<p>which his/her reappointment or the appointment of his/her successor is to be considered;</p> <p>(c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff or all members of staff in a particular class, where the Clerk is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and</p> <p>(d) if so required by a resolution of the Corporation or Committee, as appropriate, from that part of any meeting at which staff matters relating to any member of staff holding a post senior to the Clerk are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.</p> <p>If the Clerk withdraws for such consideration, the Members of the Corporation or Committee shall appoint from their number a person to act as Clerk to the Corporation for the duration of such meeting or part of the meeting.</p>	<p>IoG 13 (12) and (13)</p>
3.3	<p>In the temporary absence of the Clerk, the Corporation shall appoint a person to serve as temporary Clerk.</p> <p>The Principal shall be ineligible to be appointed as Clerk to the Corporation or as temporary Clerk.</p>	<p>IoG 7 (2)</p>
3.4	<p>The Chair of the Corporation shall line manage the Clerk on behalf of the Corporation.</p>	<p>CM 00/64</p>
3.5	<p>The Corporation is responsible for the appointment or dismissal of the Clerk and this may not be delegated.</p>	<p>IAG 7 (1)</p>
3.6	<p>The Corporation shall determine the Clerk's role and job description.</p>	
3.7	<p>The Clerk shall be responsible for:</p> <ul style="list-style-type: none"> <li>• Convening the meetings of the Corporation</li> </ul>	<p>CM 00/64</p>

	<p>and its Committees</p> <ul style="list-style-type: none"> <li>• Preparing the agenda for such meetings in consultation with the Chair of the body to which the agenda relates</li> <li>• Distributing agendas and agenda papers</li> <li>• Taking the minutes of Corporation and its Committees, unless required to withdraw under S.O. 3.2 above</li> <li>• Providing administrative support to any disciplinary or grievance hearings involving Corporation Members and to any Special Committee convened to consider the suspension or discipline of a senior post-holder</li> <li>• Maintaining records of the membership of the Corporation and for ensuring that appointments are properly made</li> <li>• Maintaining records of attendance of Corporation Members at meetings of the Corporation and its Committees</li> <li>• Maintaining a register of the interests of the Members of the Corporation, which register shall be made available for public inspection during the normal working hours of the College</li> <li>• Providing constitutional advice on governance issues</li> <li>• Assisting the Corporation to discharge its governance responsibilities constructively and effectively</li> <li>• Advising Corporation and its committees, individual Members and others on the powers, duties and responsibilities of the Corporation and its compliance with the Instrument and Articles of Government and these Standing Orders.</li> </ul> <p>Provided that if the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement is to be considered at any meeting, the Chair of the Corporation, and not the Clerk, shall at least seven days before the meeting send to the Members a copy of the agenda item together with any papers.</p>	
3.8	The Clerk shall have access on his/her behalf as Clerk and on Members' behalf to relevant external legal advice, and a budget shall be made available for this purpose.	CM 00/64

	<p>Should a situation arise where the Clerk feels that his/her advice is being disregarded or over-ruled and that because of this the proper conduct of the Corporation is being put at risk, in line with the guidance in the ESFA "Guide for Clerks", Section 8, the Clerk may raise concerns externally by seeking advice from the Skills Funding Agency and inform the Chair of the Corporation and the Principal that this has been done.</p>	CM849
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## Standing Order 4 – Declaration of Financial or Personal Interest

No.		Standing Order	Authority
4.1		Like other persons who owe a fiduciary duty, Corporation members should seek to avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and their duties to the Corporation. They should not allow any conflict of interest to arise which might interfere with the exercise of their independent judgement.	Code of Conduct
4.2		Corporation Members are reminded that under the College's Instrument of Government they must not receive any remuneration for their services (save as a member of the College's staff) without the written approval of the Secretary of State for Education and Skills. Members may, however, in accordance with scales approved from time to time by the Corporation, claim expenses (travelling, subsistence or other allowances as the Corporation may determine) legitimately arising from their Corporation duties and responsibilities.	
4.3		Corporation Members are reminded that Clause 11 of the College's Instrument of Government applies as follows:	
	4.3.1	Except with the approval in writing of the Secretary of State no Member shall take or hold any interest in any property held or used for the purpose of the College.	
	4.3.2	If an interest of any kind (including an interest of a spouse or partner of a Corporation Member or of a close relative of the Corporation Member or his or her partner spouse) is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a Corporation Member's independent judgement, then the interest, financial or otherwise, should:	

		<p>(a) be reported to the Clerk, and</p> <p>(b) be fully disclosed to the Corporation before the matter giving rise to the interest is considered</p> <p>Corporation Members should withdraw from that part of the meeting at which the matter giving rise to the interest is considered, and on no account may vote in relation to the matter, nor be counted in the quorum.</p> <p><u>Note:</u> For the purposes of this Standing Order, “close relative” includes but is not limited to, a father, mother, brother, sister, child, grandchild and step-father/mother/brother/sister/child.</p> <p>Where matters in 4.3.1 and 4.3.2 arise, the following shall also apply:</p> <p>If a Member/Officer discloses an interest as defined in the Code of Conduct in line with Clause 11 of the Instrument of Government, the Chair of the meeting shall ask Members present, excluding the Member/Officer making the declaration, whether the individual declaring the interest should remain present for the Committee/Corporation discussion.</p>	
	4.3.3	<p>This Standing Order shall not prevent the Members of the Corporation considering and voting upon proposals for the Corporation to insure the Members against liabilities incurred by them arising out of their office or the Corporation obtaining such insurance and paying the premiums.</p>	
4.4		<p>The Clerk shall maintain the Corporation’s Register of Interests, including the interests of:</p> <ul style="list-style-type: none"> <li>• Corporation Members;</li> <li>• Co-opted Corporation Committee Members;</li> <li>• Senior Post-holders;</li> <li>• Clerk</li> <li>• Directors of Corporation Subsidiary Companies;</li> <li>• Those staff attending Corporation meetings;</li> </ul>	Code of Conduct CM 00/64

		The Register shall be made available during normal office hours at the College to any person wishing to inspect it. Corporation Members must disclose routinely to the Corporation all business interests, financial or otherwise, which they may have, and the Clerk will enter such interest on the Register. Corporation Members must give sufficient details to allow the nature of the interests to be understood by enquirers. Corporation Members should inform the Clerk whenever their circumstances change and interests are acquired or lost.	
4.5		Corporation Members and Co-opted Members of Committees and College staff making declarations for inclusion in the Register of Interests are required to disclose the interests of their spouse/partner and other close relatives.	
4.6		Corporation Members must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any significant offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Clerk.	
4.7		Any Corporation Member or other person making disclosure for the Register of Interests who has any doubt or query on any definitions in relation to interests to be disclosed should raise these with the Clerk.	
4.8		On appointment, each new Member shall be asked to complete a 'Register of Interests' form which includes:  "As a Member of the Corporation I agree to observe the Code of Conduct adopted by the Corporation to the best of my ability".	CM 205:5ii) c)
4.9		The Clerk shall take the Register of Interests to every meeting and advise the Chair before a meeting and draw the matter to the attention of the Member, if based on a declaration in the register, there is a matter of a Member's personal or financial interest arising on an agenda.	CM 205.5ii)c) CM 00/64
4.10		There shall be a standing item on each Corporation and Corporation Committee agenda for Declaration of any Interests by Members or Officers present relevant to that agenda.	CM 00/05

4.11		It shall be recorded in the minutes when a Corporation Member or an Officer makes a declaration of interest.	CM 00/64
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## Standing Order 5 - Committees

<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
5.1	The Corporation may establish a Committee of the Corporation for any purpose or function, other than those assigned in the Articles to the Principal, and may delegate powers to such a Committee or to the Chair of the Corporation, or in his/her absence, to the Vice Chair, or to the Principal.	Instrument of Government [IoG], Article of Government [AoG], Corporation Minute [CM]  AoG 4 (1)
5.2	The Corporation shall determine the numbers of Committee Members and terms on which the Members hold and vacate office.	AoG 4(2) CM03/086 x)
5.3	Committees (other than a Special Committee) may include persons who are not Members of the Corporation.	AoG 7
5.4	The Corporation shall establish a Committee, to be known as the Search Committee, to advise on the appointment of Members of the Corporation and such other matters relating to Membership and appointments as the Corporation may remit to them.	AoG 5 CM 11
5.5	The Corporation shall establish a Committee, to be known as the Audit & Risk Committee, to advise on matters relating to the Corporation's audit arrangements and systems of internal control. The Committee shall consist of at least four persons and may include members of staff College other than senior post-holders and those with significant financial responsibility.	AoG 6 CM8
5.6	Members of the Finance and Employment Committee may not serve as Members of the Audit Committee. Staff and Student Members may not serve on the Remuneration Committee.	
5.7	Corporation may by simple resolution abolish or merge any Committee, other than the Audit and Search Committees. It may amend the terms of reference of any Committee, save for those functions	AoG

	of the Audit and Search Committees laid down in the Instrument and Articles of Government.	
5.8	Corporation shall each year at its July meeting review the Committee structure, and shall appoint Chairs to the Committees for the ensuing year.	
5.9	The Chair and Vice Chair of the Corporation shall be members of any selection panel convened in connection with the appointment of the Principal.	
5.10	The terms of reference of all Committees of the Corporation are set out in the Terms of Reference to these Standing Orders	
5.11	Where the Chair of Corporation is an ex-officio member of a Committee, the Vice-Chair of Corporation shall be a full member of the Committee, be entitled to vote, and be counted in the calculation of the quorum, if he or she is in attendance at the Committee in substitution for the Chair.	

## Standing Order 6 - Meetings

No.	Standing Order	Authority
6.1	The Corporation shall meet at least three times a year.	IoG 11(1)
6.2	Meetings of the Full Corporation will normally be held on Thursday evenings from 1600 – 1800	CM 03/055 x)
6.3	A special meeting of the Corporation may be called at any time by the Chair or at the request in writing of any five Members. This meeting may be called with less than seven days' notice if the Chair (or in his absence, the Vice Chair) so directs, on the ground that there are matters demanding urgent consideration.	IoG 11 (4)
6.4	<p><u>Attendance at Corporation and Committee meetings.</u></p> <ul style="list-style-type: none"> <li>• Members of Corporation may attend meetings of any Corporation Committee of which they are not a member, other than the Remuneration Committee or a Special Committee, subject to prior consultation with the Committee Chair, save that members of the Finance and Employment Committee may not attend meetings of the Audit Committee.</li> <li>• Senior post-holders may attend meetings of Corporation as observers, and may attend meetings of any Corporation Committee, other than Audit, Remuneration, Search and a Special Committee, subject to prior consultation with the Committee Chair.</li> <li>• Observers may be admitted to meetings of Corporation or Committees, other than Audit, Remuneration or a Special Committee, at the discretion of the Chair of the body.</li> <li>• Corporation or any Committee may require the attendance of any senior post-holder at any</li> </ul>	CM 976

	<p>meeting</p> <ul style="list-style-type: none"> <li>• Audit Committee may require the attendance of senior managers in connection with audit reports on their areas of responsibility.</li> <li>• Remuneration Committee may require the attendance of the Principal and the Associate Principal and Director of Human Resources, External Relations and Estates.</li> </ul> <p><u>Note:</u> the above provisions are subject to any requirement for an individual to withdraw from a meeting and the provisions in SO 4.3.2 that Corporation or a Committee may resolve to exclude from a meeting a Member or officer who declares an interest in a matter before the meeting.</p>	
6.5	Any non-Member of the Corporation should formally apply to the Clerk if he or she wishes to attend a Corporation or Corporation Committee Meeting. This request will be considered and determined by the Chair of the meeting.	CM 976
6.6	<p>A member of Corporation who is a member of staff of the College, including the Principal, shall withdraw:</p> <p>(a) from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff, or all members of staff in a particular class are to be considered;</p> <p>(b) from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;</p> <p>(c) from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and</p> <p>(d) if so required by a resolution of the Corporation or Committee, as appropriate, from that part of any</p>	IoG 13(6)

	meeting at which staff matters relating to any member of staff holding a post senior to that member are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.	
6.7	A Student Member under the age of 18 shall not vote on any question concerning any proposal for expenditure of money by the Corporation or under which the Corporation or any Members of the Corporation, would enter into any contract or would incur any debt or liability.	IoG 13 (8)
6.8	A Student Member shall withdraw from that part of any meeting of the Corporation or any of its committees, at which a student's conduct, suspension or expulsion is to be considered.	IoG 13 (9)
6.9	In any case where the Corporation are to discuss the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member or prospective member of the staff of the institution, a student Member shall take no part in the consideration or discussion of the matter and not vote on any question with respect to the matter and where required to do so by the Corporation, withdraw from the meeting.	IoG 13 (10)

## Standing Order 7 - Agendas and Minutes

No.	Standing Order	Authority
7.1	<p><u>Availability of Agendas, Papers and Minutes</u></p> <p>The Corporation shall ensure that a copy of the following, other than those marked Confidential, shall, as soon as may be, be made available during normal office hours to anyone wishing to inspect them</p> <ul style="list-style-type: none"> <li>- the agenda for each meeting of the Corporation;</li> <li>- the draft minutes of every such meeting, if they have been approved by the Chair;</li> <li>- the signed minutes of every such meeting;</li> <li>- any report, document, or other paper considered at such meetings.</li> <li>- rules for the Conduct of the Search Committee</li> </ul> <p>Subject to 7.3 below, Corporation and Committee agendas and papers shall be circulated as follows:</p> <ul style="list-style-type: none"> <li>• Learning Curve</li> <li>• File</li> </ul>	IAG 16 (1. a, b, c, d)
7.2	<u>Agendas and Papers</u>	
	<p>7.2.1 Any individual Member may request that an item is included on a relevant agenda. Such items should be conveyed to the Clerk at least fourteen working days ahead of the meeting.</p> <p>7.2.2 The Clerk (but as directed by the Chair of the Audit Committee in the case of the Audit Committee) shall liaise with the Principal and other senior post-holders on the composition of the agenda and the preparation of the reports prior to finalisation of each agenda.</p>	<p>CM 00/64</p> <p>CM 00/64</p>

	7.2.3	The Clerk shall then liaise with the Chair of the meeting on the agenda and when appropriate with the Chair or Vice Chair of Corporation.	
	7.2.4	The agenda and papers for meetings of Corporation and its Committees shall be despatched by the Clerk at least seven calendar days before the date of the meeting.	IoG 11(2&3)
	7.2.5	If reports for Corporation Committees are not made available to the Clerk in time for circulation as specified in 7.2.4 above, the Clerk shall send such reports in a second posting on the Friday of the week preceding the meeting.	
	7.2.6	Papers may only be tabled at meetings with the prior consent of the Chair of that meeting and due to urgency of consideration.	CM 00/64
	7.2.7	Committee Members shall receive all the papers for the Committees of which they are in membership, taking account of any issues of confidentiality.	CM 00/65 ii)
	7.2.8	Corporation Members not in membership of a Corporation Committee shall receive routinely the agenda only of those Committees, but may request a copy of any Committee report. The Clerk may decline to accede to such a request where to do so would breach Standing Orders or rules of confidentiality.	CM 00/65 v)
	7.2.9	The agenda and supporting papers for the Remuneration Committee shall only be circulated to Members and Officers of that Committee. The Chair of that Committee shall report to the Corporation by means of a confidential Chair's report.	CM 00/65 vi)
7.3		<u>Confidentiality</u>	
	7.3.1	<p>Agenda papers for meetings of the Corporation and its Committees shall not be confidential unless:</p> <p>(a) that matter relates to:</p> <ul style="list-style-type: none"> <li>i) commercial sensitivity (e.g. tendering or contract matters where sums of money are included);</li> <li>ii) staff conditions of service, where individuals are identified;</li> <li>iii) a named student at, or candidate for admission to, the College;</li> <li>iv) disciplinary proceedings; or</li> </ul>	<p>CM 974</p> <p>IoG 16 (2d) (4)</p>

		<p>v) personal details of Corporation Members or persons considered for nomination to the Corporation by the Search Committee (e.g. addresses or information submitted in confidence);</p> <p>and</p> <p>b) the Chair of Corporation or of the relevant Committee or the Clerk to the Corporation agrees the classification.</p>	CM974
	7.3.2	Papers shall only be kept confidential for as long as the matter to which they relate is confidential.	
	7.3.3	Corporation shall conduct an annual review of items classed as confidential, and shall make such items publicly available once they cease to be confidential or if Corporation considers that the public interest in disclosure outweighs the reason for them to remain confidential.	loG 16 (4)
7.4		<u>“Starring”</u>	
	7.4.1	Agenda items which are “starred” on a Corporation or Committee agenda shall not normally be discussed by the Corporation or the Committee.	CM 282 CM 00/65
	7.4.2	The Corporation or Committee shall endorse all such “starred” items in the early part of the meeting.	
	7.4.3	Should any Member wish to “unstar” an agenda item he or she should alert the Clerk prior to the Meeting.	
7.5		<u>Reports</u>	
	7.5.1	Reports to the Corporation or Corporation Committees shall be made by named Senior College staff, named Members, or Committee Chairs.	
	7.5.2	Each report made to the Corporation or Corporation Committees shall have an Executive Summary which shall include the following: <ul style="list-style-type: none"> <li>• the implications for the Corporation and the College arising from the report;</li> <li>• the consequences of not endorsing the proposals in the report, if appropriate.</li> </ul>	
	7.5.3	Each report shall set out clearly in the recommendations the decisions to be considered by the Corporation or Committee.	

	7.5.4	The Clerk shall receive reports for dispatch with the agenda at least three clear working days in advance of the dispatch of the agenda.	
7.6		<u>Reports of Committee Chairs</u>	
	7.6.1	Each Committee Chair shall report to the next ordinary meeting of the Corporation as a separate agenda item on any matter discussed by the Committee where the Corporation is required to take a decision, together with the Committee's advice, normally presenting to the Corporation the report considered by the Committee.	CM 00/65 iii)
	7.6.2	Committee Chairs shall report to each ordinary Corporation meeting summarising the other business conducted by the Committee, without circulating the full report(s) discussed by the Committee. This report may be starred.	CM 00/65 iv)
7.7		<u>Minutes</u>	
	.7.1	Except where a meeting has been called under Standing Order 6.3, at every meeting of the Corporation, the minutes of the last meeting shall be taken as an agenda item and, if agreed to be accurate, shall be signed as a true record by the Chair of the meeting.  The Chair of the meeting shall also initial each page in the minutes	loG 16 (1. a, b, c, d)  CM 00/64
	7.7.2	Where pursuant to this Standing Order, the minutes of a meeting have not been taken as an agenda item, they shall be taken as an agenda item at the next meeting of the Corporation which is not a meeting called under SO 6.3.	
	7.7.3	Separate minutes shall be taken of those parts of meetings which Corporation or a Committee has determined to involve the consideration of Confidential matters.  Where the Principal, Staff or Student Members or the Clerk to the Corporation or any member of staff have withdrawn from a meeting, those individuals who have withdrawn shall not be entitled to see the minutes of that part of the meeting or any papers relating thereto.	loG 14 (4)
	7.7.4	Draft minutes shall be passed to the relevant Chair for approval within fifteen working days of the meeting.	CM 00/64

## Standing Order 8 – Quorum

No.	Standing Order	Authority
8.1	Corporation Meetings must satisfy the following:	
8.1.1	40% of all Members (including vacancies) must be present	IoG 12 (1)
8.1.2	If the number of Members assembled for a meeting of the Corporation does not constitute a quorum the meeting shall not be held.	IoG 12 (2)
8.1.3	If in the course of a meeting the number of Members present ceases to constitute a quorum, the meeting shall be terminated forthwith.	IoG 12 (3)
8.1.4	If for lack of a quorum a meeting cannot be held or continue, the Chair if he or she thinks fit shall cause a special meeting to be summoned as soon as conveniently may be.	IoG 12 (4)
8.2	The quorum for Corporation Committees are as follows:	
8.2.1	Audit Committee: Three Finance and Employment Committee: Three Remuneration Committee: Four Search Committee: Three Academic Standards and Quality Committee: Three	ToR for each committee
8.2.2	In calculating whether a Committee is quorate, ex officio Members and co-opted Members shall be included.	CM 03/086 CM 03/027
8.2.3	The quorum excludes the Vice-Chair of the Corporation or other Corporation Members if present, if they are not Members of that Committee. In these circumstances, these non Committee Members may not be counted in the quorum or be eligible to vote on any matter.	CM 00/288

## Standing Order 9 – Voting

<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
9.1	Every Member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to him/her by any other body or person.	Instrument of Government [IoG], Article of Government [AoG], Corporation Minute [CM]  IoG 11 (6)
9.2	Every question to be decided at a meeting of the Corporation shall be determined by a majority of the votes of the Members present and voting on the question. Save in the case of the election of Chair of the Corporation, where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.	IoG 13 (1) and (2)
9.3	Save in cases where a vote is conducted in accordance with Corporation’s “Written Resolution Procedure” (as provided for in the Instrument and Articles of Government), a Member may not vote by proxy or by way of a postal vote.	IoG 13 (3)
9.4	No resolution of the Members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.	IoG 13(4)
9.5	Dissenting Members have the right to have their disagreement recorded in the minutes.	CM 00/64

## Standing Order 10 – Delegation of powers

No.	Standing Order	Authority
10.1	Chair's Action	
10.1.1  10.1.2  10.1.3	<p>The Corporation may delegate specific powers to the Chair of the Corporation or in his or her absence the Vice Chair or to the Principal or to a Committee to act on the Corporation's behalf excluding the reserved responsibilities given to the Corporation.</p> <p>Power has been delegated to the Chair of the Corporation or in his/her absence the Vice Chair to take routine minor action on behalf of the Corporation between Meetings.</p> <p>Where there has been such action, the Chair should report the action to the next meeting of the Corporation. If the Clerk has not been directly involved in such an action, then the Chair shall ensure that the Clerk is given an account of the action.</p> <p>The circumstances under which the Chair or the Vice Chair in his or her absence might act include minor actions which would not have merited an agenda item and discussion at a Corporation meeting, for example dealing with routine documents, responding to approaches by external organisations, and agreeing to detailed aspects of implementation of matters already agreed by the Corporation.</p>	<p>CM 00/220</p> <p>CM 00/220 i) and ii)</p>
10.2	The Chair of the Corporation or, in the absence of the Chair, the Vice Chair may suspend from duty, with or without pay, the holder of a senior post for serious or gross misconduct.	
10.3	If the Chair or in his or her absence the Vice Chair (or a majority of the Members of the Corporation) consider it may be appropriate for the Corporation	IoG 10 (1)

		to dismiss the holder of a senior post, then the Chair, Vice Chair or Corporation as appropriate shall refer the matter to a Special Committee of the Corporation, which shall be convened as soon as practicable to examine the case for dismissal.	
10.4		<p>The Corporation has authorised a schedule of delegation as follows:</p> <p>a) Staff appointments for posts other than senior post-holders and the Clerk to be approved by the Principal;</p> <p>b) Senior post-holders and the Clerk to be approved by the Corporation;</p> <p>c) Changes proposed to the approved budget will first be considered by the Finance and Employment Committee, which will make proposals to the Corporation, unless they fall within the delegated approval arrangements:</p> <p>Principal less than £ 100,000</p> <p>Finance and Employment Committee more than £100,000</p> <p>d) Virement of budget amounts between pay and non-pay will require the authority of the Principal after consultation with the Executive., up to a value of £50,000</p> <p>e) The signing of contracts whether for income, i.e. money coming into the College, or expenditure, i.e. money going out of the College, regardless of value, is an executive action that is reserved by the Principal as Accounting Officer.</p> <p>f) The Principal can choose to delegate this authority to other members of the Executive Team whether on a one-off basis or permanently, but a record of the decision must be kept by Finance for review by auditors.</p> <p>e) Details of tendering requirements and approval of expenditure below £100,000 are contained in the Financial Regulations and Policies which are updated each year.</p> <p>f) The Principal may approve capital expenditure</p>	<p>CM 975</p> <p>Financial Regulations</p> <p>CM06/006</p>

		on individual projects up to £100,000	
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## Standing Order 11 – Corporation Expenditure

<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
11.1	Governors may claim mileage and subsistence in line with allowances agreed for College Staff. These allowances include the costs of stationery and office expenses of Members incurred in carrying out Corporation business.	Instrument of Government [IoG], Article of Government [AoG], Corporation Minute [CM]  CM 03/054 xviii)
11.2	An annually reviewed budget for Corporation and Corporation Committee papers, hospitality and training will be available and administered by the Clerk.	CM 00/64
11.3	A budget shall be available for Corporation, Members, and the Clerk to cover any legal advice.	CM 00/64
11.4	An annual report shall be made to the Corporation on expenditure in relation to these budgets.	CM 00/64 and CM 03/054 xviii)

## Standing Order 12 – Statements on Behalf of the Corporation

<b>No.</b>	<b>Standing Order</b>	<b>Authority</b>
12.1	Statements on behalf of the Corporation shall be made only by the Chair of the Corporation, the Vice Chair of the Corporation, or the Principal, unless the Corporation determines that another Member may make a statement on a particular issue.	CM 00/64

## Standing Order 13 - Miscellaneous

No.	Standing Order	Authority
13.1	<u>College Seal</u>	
	<p>13.1.1 The affixing of the seal shall be authorised in each instance in advance by the Corporation and minuted, provided that, in cases of urgency, the Chair or Vice-Chair of Corporation and the Chair of any of the Corporation Committees, other than Audit, may authorise the application of the Seal. Where authority to apply the College Seal has been given in case of urgency, the matter shall be reported to the next ordinary meeting of Corporation.</p> <p>13.1.2 The application of the seal of the Corporation shall be authenticated by:</p> <p>(a) the signature of either the Chair of Corporation or of some other Member authorised either generally or specially by the Corporation to act for that purpose, and</p> <p>(b) the signature of any other member.</p> <p>13.1.3 The Clerk to the Corporation shall keep a record of the authorising of the use of the Seal and a register of instances when the seal is used.</p>	<p>CM 00/175</p> <p>IoG 19</p>
13.2	<p><u>Senior Post-holders</u></p> <p>Where in these Standing Orders, reference is made to “senior post-holders”, that shall be held as comprising;</p> <ul style="list-style-type: none"> <li>• The Principal</li> <li>• The Vice Principal</li> <li>• The Associate Principal and Director of</li> </ul>	

		<p>Human Resources, External Relations and Estates</p> <ul style="list-style-type: none"> <li>• The Associate Principal and Director of Finance</li> </ul>	
13.3		<u>Publication</u>	
	13.3.1	A copy of the draft or signed minutes of every meeting of the Corporation (other than Confidential minutes) shall be placed on the College website and shall remain on the website for a minimum period of twelve months.	
	13.3.2	<p>The following material shall also be published on the College website:</p> <p>(a) A Copy of the Rules specifying the way in which the Search Committee is to be conducted, together with the Committee's terms of reference and its advice to Corporation (other than any advice which Corporation is satisfied should be dealt with on a confidential basis)</p> <p>(b) A written statement of Corporation's policy regarding attendance at committee meetings by persons who are not members of the committee</p> <p>(c) The minutes of committee meetings once they have been approved by the Chair of the meeting.</p>	
13.4		<u>Amendment of Standing Orders</u>  These Standing Orders may only be amended by Corporation by simple majority on a recommendation from Search Committee.	