

## **KIRKLEES COLLEGE CORPORATION**

### **STANDING ORDERS RELATING TO BUSINESS AND PROCEEDINGS OF THE CORPORATION**

#### **1. INTRODUCTION**

- 1.1 The Standing Orders of the Corporation have been established under the Articles of Government (“the Articles”) by which the Corporation has the power to make rules and bye-laws regarding the governance and conduct of the College. Their purpose is:
- to complement the Financial Regulations in terms of financial governance;
  - to identify additional policies, procedures, protocols and practices which have been formally adopted by the Corporation, including the “Code of Conduct”; and
  - to set out rules for observance by the Corporation and its membership in discharging its responsibilities under the Instrument of Government (“the Instrument”) and the Articles.
- 1.2 Any Standing Order may be suspended at any Corporation meeting, provided that a majority of those present and voting so decide and provided that in so doing there is no conflict with any provision of the Instrument or Articles, or with any statutory requirement. For the avoidance of doubt, a proposed suspension does not have to be on the meeting Agenda.
- 1.3 The Standing Orders will be reviewed regularly and not less than every three years. Amendments may only be made following specific approval of the Corporation, except where amendments are purely administrative (such as to reflect a change of name for an external regulator or funder, or an approved change to a related document such as the Articles) in which case the Clerk shall be authorised to make the necessary amendment(s).
- 1.4 The Standing Orders do not displace nor take precedence over the Instrument and Articles, which are the primary authority for guidance on the conduct of the Corporation’s business. They shall be used in conjunction with the Instrument and Articles and advice issued by the Education & Skills Funding Agency, the Department for Education and their predecessors.
- 1.5 The Standing Orders shall take effect subject to any statutory provision for the time being in force affecting further education corporations. In the event that any question arises as to the interpretation of these Standing Orders, any statutory provision for the time being in force affecting further education corporations shall take precedence.
- 1.6 It is the responsibility of the Clerk to the Corporation (“the Clerk”) to advise the Corporation (or if appropriate the chair of the Corporation or the chair of one of its committees) if at any time it appears that the Corporation (or any individual Governor) is or may be in breach of:
- the Instrument or Articles;
  - these Standing Orders; or
  - the Code of Conduct.

## SECTION A: THE CORPORATION

### 2. MEMBERSHIP AND TERMS OF OFFICE

- 2.1 The Corporation will appoint at least 10 and not more than 20 Governors, to include:
- (a) the Principal (ex officio);
  - (b) at least two members of College Staff, nominated and elected from among the Staff and appointed by the Corporation;
  - (c) at least two students (as defined in the Instrument) nominated by the Student Body in accordance with the Students Union (“SU”) Constitution; and
  - (d) a majority of Independent Governors.
- 2.2 The final decision to appoint Governors (including Staff and Student Governors) to serve on the Corporation rests with the Corporation as a body. The Corporation shall not appoint or reappoint any Independent Governor unless it has first considered the advice of any Committee established to provide such advice.
- 2.3 Independent Governors will be appointed for a term of office of up to 4 years. On the expiry of their term of office, Independent Governors will be eligible for re-appointment. Any Independent Governor wishing to be considered for re-appointment will be subject to a rigorous review of their performance. In line with the Code of Good Governance for English Colleges, it should be regarded as exceptional for any individual to serve more than two consecutive terms of office (or 8 years), unless subsequently undertaking a new and more senior role, for example as chair of a Committee, or as chair or vice chair of the Corporation.
- 2.4 At the end of their eighth consecutive year in office, Governors shall be deemed to have reached the end of their term of office. Although Governors who have completed at least eight consecutive years in office may be considered for reappointment in the usual way, each further re-appointment should usually be for a maximum term of one year, so that the position is reviewed at least annually, and with an expectation that the individual will mentor new Governors where appropriate.
- 2.5 One **Staff Governor** shall be drawn from the academic staff and one from the non-academic staff. They will be nominated and elected by academic and non-academic staff respectively. The Clerk shall be responsible for overseeing the election arrangements. Staff Governors will be appointed for a term of office of four years. On completion of their term of office, or if the position becomes vacant for any other reason, a further election will be held.
- 2.6 **Student Governors** will be elected by the student body in accordance with the SU Constitution. Unlike other categories of membership, Student Governors are normally appointed for a one or two-year term of office.
- 2.7 Unless his/her appointment is terminated in accordance with Clause 9.2 of the Instrument, or he/she chooses to step down, an **Executive Governor** shall remain a Governor for as long as he/she holds his/her primary office.

- 2.8 The Corporation shall monitor Governors' terms of office to ensure that appropriate arrangements are in place for maintaining continuity in the appropriate categories of membership. The Clerk will maintain a register of Governors' terms of office which will periodically be made known to the Corporation so that any views of the membership as a whole may be taken into account in respect of succession planning.

### **3. ELIGIBILITY TO SERVE**

- 3.1 Governors shall be required, as a condition of membership, to declare their eligibility to serve, both as a condition of their appointment and annually thereafter at the start of each academic year.
- 3.2 All Governors (with the exception of Student Governors) shall be required to undergo a DBS check prior to appointment.

### **4. APPOINTMENT OF THE CHAIR AND VICE-CHAIR**

- 4.1 The Corporation will appoint a chair and vice-chair, in each case for a maximum of two terms of four years, with a formal review after two years. An individual reaching the end of their first term of office as Corporation chair or vice chair shall be eligible for reappointment
- 4.2 In the event of a vacancy arising for the office of Corporation chair or vice chair, the Clerk will:
- (a) provide Governors with written notice that an appointment is to be made for the role of Corporation chair or vice chair. The Clerk will normally provide fourteen days' notice.
  - (b) request that written nominations be submitted to him/her at least 24 hours before the appointed date and time when the selection is due to take place. Nominees must be proposed and seconded by other Governors; one of the proposers must confirm, in writing, the nominee's willingness to accept the office, if selected.
- 4.3 Where three or more persons are nominated for the position of Corporation chair or vice chair and there is not a majority in favour of one person, the person having the least votes shall be disregarded and a fresh vote taken.

### **5. MEETINGS**

- 5.1 The Corporation (and any Committee) may meet and make decisions:
- |   |                          |
|---|--------------------------|
| face-to-face  | (an "in-person meeting") |
| using telephone, videoconferencing, or web-conferencing   | (a "remote meeting")     |
| at a meeting where Governors and attendees have a free choice between being physically at the meeting, or joining it via telephone, videoconferencing or web-conferencing | (a "hybrid meeting")     |
| by written resolution   | (a "written resolution") |

- 5.2 Where an in-person meeting is to be held, there is an expectation that everyone will attend/be present in person. In extenuating circumstances, individuals may join such meetings remotely and individuals' decisions in this regard shall not normally be subject to any scrutiny.
- 5.3 A calendar of meetings for the Corporation and its Committees will be established for the following financial year by 31 May or as soon as possible thereafter. All meetings scheduled in this way shall be known as 'ordinary' meetings and all Governors (or Committee Members) will be expected to attend.
- 5.4 The Corporation will hold such meetings as may be necessary for the effective conduct of its business. With the permission of the relevant chair, additional meetings may be scheduled during the year, such meetings to be known as 'special' meetings.
- 5.5 The relevant chair, after consulting with the Principal and Clerk, will decide whether any meeting should be in-person, remote or hybrid; and if in-person, where it should be held.
- 5.6 The Corporation will, as a minimum, meet once in every term.
- 5.7 An annual schedule of business will be established and approved by the Corporation.
- 5.8 Subject to the provisions of the Instrument, all meetings will be called by the Clerk to the Corporation, who will send written notice of the meeting and a copy of the agenda at least seven calendar days in advance, to each Governor. The non-receipt of notice of a meeting will not invalidate a meeting.
- 5.9 The Corporation chair will conduct all meetings of the Corporation. In the Corporation chair's absence, the vice chair will act as chair. If both the chair and vice chair are absent, the Governors present will elect a chair for the meeting from among their number, in accordance with the Instrument.
- 5.10 The Corporation has set for itself an attendance performance indicator of 80%. Reports of Governors' attendance will be presented to the Corporation at least annually and attendance data for ordinary meetings only will be published in the annual Members' Report as part of the Financial Statements.
- 5.11 Governors are appointed in the expectation that they are able to participate fully in the work of the Corporation, including attendance at meetings, and contribute to the life of the College. The Corporation will consider removing a Governor from office if he/she has been absent from meetings of the Corporation for a period longer than six consecutive months.
- 5.12 A Governor's inability to attend any meeting should be notified to the Clerk as far in advance as possible. This will allow the Clerk to judge whether a meeting will be quorate or may need to be postponed.

## **6. QUORUM**

- 6.1 Meetings of the Corporation will be quorate if the number of Governors present is at least 40% of the number of Governors actually appointed (not including any vacancies) or four Governors, whichever is highest (and for these purposes, "present"

includes being present by suitable electronic means in which members are all able to communicate with each other).

- 6.2 Meetings of each Committee will be quorate in accordance with the constitution of that Committee, which will require a minimum of three members.
- 6.3 If a quorum is not present for a meeting, or if during a meeting there ceases to be a quorum (including where a person attending by electronic means loses connectivity or experiences such poor connection that, in the opinion of the meeting chair, they cannot reasonably participate and this cannot be remedied), the Clerk shall inform the meeting chair at once. An inquorate meeting shall normally be terminated by the meeting chair, although it is possible to continue discussions on an informal basis. It is then open to the meeting chair to call a special meeting to undertake the remaining business as soon as it is convenient, or to defer consideration to the next ordinary meeting.

## **7. AGENDA AND ORDER OF BUSINESS**

- 7.1 Meeting agenda will be co-ordinated by the Clerk in consultation with the Corporation chair (or Committee chair, as appropriate) and the Principal.
- 7.2 Supporting papers for the agenda, including relevant minutes and management reports, will be sent to Governors (or Committee Members) with the agenda. Only exceptionally will papers be sent separately from the agenda or tabled at a meeting. Papers in respect of agenda items for which an individual is required to withdraw from the meeting in accordance with the Instrument, may be withheld from that individual.
- 7.3 With the permission of the relevant chair, any individual wishing to attend a Corporation or Committee meeting may receive a copy of the agenda for that meeting.
- 7.4 A Governor wishing to put forward an item for an agenda should submit it in writing to the Clerk, with supporting documents where necessary, at least ten calendar days in advance of the meeting.
- 7.5 Business will be taken in the order it appears on the agenda for the meeting, unless varied by the decision of the Governors (or Committee Members) present at the meeting.
- 7.6 Agenda will not provide for "Any Other Business". Anyone wishing to raise an item not provided for on the agenda, should inform the meeting chair prior to, or at the start of the meeting. The meeting chair will decide whether the item may be considered, deferred to a subsequent meeting or not heard at all. Lengthy items, other than of an urgent nature, will be deferred to a subsequent meeting.

## **8. DISCUSSION, DEBATE AND DECISIONS**

- 8.1 Meeting chairs will ensure that all Governors (or Committee Members) enjoy equal opportunity to express their views.
- 8.2 A Governor (or Committee Member may not vote by proxy.

- 8.3 The Corporation will receive but not debate decisions which it has delegated to a Committee, Task and Finish Group, or individual.
- 8.4 Resolutions will ordinarily be passed by consensus without a formal vote and, at the discretion of the meeting chair, silence may constitute consent. The chair will normally ask the meeting, at the conclusion of a discussion, for its agreement to the proposal in question. There would only be a call for a vote either if there were a clear expression of dissent or if it were a matter of particular significance (for example, approval of the annual budget or accounts).
- 8.5 Should there be a call for a vote on a particular issue, this must be agreed by the meeting. If a formal vote is taken, the issue shall be determined by a majority of the votes of the Governors (or Committee Members) present and voting on the question. Where there is an equal division of votes, the meeting chair shall have a second or casting vote. The number voting for, against or abstaining shall be recorded in the minutes.
- 8.6 Except as specifically provided for in the Instrument and Articles, it is for the meeting to decide the circumstances in which a secret ballot shall be held. Whether or not a vote has taken place, and even if a decision has been made by secret ballot, a dissenting Governor (or Committee Member) shall have the right to have his/her disagreement (or abstention) recorded in the minutes, at his/her request.
- 8.7 In the event of a tied vote, the meeting chair may vote a second time to determine the issue.
- 8.8 Decisions of the Corporation are binding on all Governors.
- 8.9 Decisions may only be varied or rescinded at a subsequent meeting if consideration of that variation or rescission is a specific item of business on the agenda for that meeting.
- 8.10 No Governor or other individual may take action on behalf of the Corporation unless authority to do so has been delegated formally by resolution of the Corporation.

## **9. ACCESS TO MEETINGS**

- 9.1 Meetings of the Corporation and its Committees shall not be open to members of the public or the press.
- 9.1 Subject as follows and after taking advice from the Principal and the Clerk, the Corporation (or in the case of a Committee meeting, the relevant Committee) will decide who will be admitted to a meeting (other than a Governor (or Member), the Principal or the Clerk).
- 9.3 Unless otherwise determined by the relevant Chair and subject to Clause 13 of the Instrument:
- (a) the Principal may invite any member of Staff to attend a meeting in their employed capacity for both non-confidential and confidential business as appropriate;
  - (b) Independent Governors may attend all meetings but may not, without the prior consent of the relevant Committee Chair, receive the agenda or speak at any meeting of a Committee of which they are not a member.

9.4 Senior Post Holders may attend all meetings.

## **10 MINUTES**

- 10.1 The minutes will briefly summarise the outcome of deliberations and resolutions. Any decisions shall be recorded in such a way as to clearly indicate what was determined in relation to the item in question.
- 10.2 Separate restricted minutes shall be taken of those parts of meetings from which Staff Governors, Executive Governors, Student Governors and/or the Clerk have withdrawn in accordance with the Instrument. Such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 10.3 A dissenting view will be recorded in the minutes of the meeting if that is the expressed wish of one or more Governors or Members (as appropriate) present.
- 10.4 The draft minutes will be checked for accuracy by the relevant chair, following which they will be available for public inspection by arrangement with the Clerk.
- 10.5 Action will be taken on the basis of decisions recorded and need not wait the approval of the minutes at the next meeting.
- 10.6 The minutes, once approved at the subsequent meeting will be placed on the College website (excepting any minutes which are agreed to be confidential).
- 10.7 Although an approval of previous minutes at a special meeting will be valid, previous minutes will normally be taken to the next ordinary meeting.

## **11 RECORDING OF MEETINGS**

- 11.1 At the absolute discretion of the meeting chair, any meeting may be recorded (either audio or visual or both). At the commencement of recording the meeting chair must state the reason why the meeting is being recorded, such a purpose having a lawful basis for the purposes of data protection. Any recording made shall be kept for no longer than 14 days and copies shall not be made.

## **12 PERSONAL INTERESTS**

- 12.1 The Clerk will maintain a register of interests of Governors, which will be reviewed annually.
- 12.2 Governors will also draw attention to their declared financial or personal interests in advance of and during meetings as appropriate.
- 12.3 A Governor may be required to withdraw from a meeting, if he/she would appear to the other Governors present:
- To stand to gain financially from a matter under consideration;
  - To have a personal interest in a matter under consideration;
  - To be a relative of a student or a College employee being discussed.



### **13 DISORDERLY CONDUCT**

- 13.1 If anyone interrupts or disrupts a meeting, the meeting chair may warn him/her, and if the interruption continues may order his/her removal from the meeting. In the case of a general disturbance in any part of the place in which is held a meeting open to the public, the meeting chair may order that part to be cleared.
- 13.2 The meeting chair, in the event of disturbance interfering with the orderly dispatch of business, may adjourn or suspend the meeting for such period as he/she considers appropriate.

### **14 TERMINATION OF MEMBERSHIP AND GOVERNOR SUSPENSIONS**

- 14.1 Governor resignations shall be notified in writing to the Clerk, who shall report the matter to the next meeting of Corporation. It is very helpful for the Corporation to have some advanced notice of the intention to resign but there is no minimum notice period and all resignations shall be deemed to take effect immediately unless otherwise stated in the notice. Resignation from the Corporation shall have the effect of terminating any Committee memberships.
- 14.2 Any Governor who becomes ineligible to be a Governor shall cease to be a Governor with immediate effect and shall notify the Clerk of the fact. Should the individual subsequently become eligible again, he/she may be reappointed in the usual manner.
- 14.3 Under the Instrument of Government, the Corporation may suspend a Governor or remove him/her from the Corporation for reasons other than statutory disqualification. Any proposal to suspend or remove a Governor for non-statutory reasons must be specified as an agenda item for a meeting and at least seven days' notice must be given. The Corporation must set out, in a notice to the Governor concerned, the proposed resolution and a statement explaining why the resolution is being proposed in sufficient detail to enable the Governor to respond appropriately. Prior to consideration of the resolution, the affected Governor must also be afforded an opportunity to make a presentation to the Corporation either in person, in writing, or through a representative.
- 14.4 A Governor who is suspended must be given notice of any meetings and must be sent agendas, reports and papers for any meetings during his/her suspension.
- 14.5 Suspension should not normally be for longer than six months.

## **SECTION B: DELEGATED AUTHORITIES**

### **15 APPOINTMENT OF COMMITTEES**

- 15.1 The Corporation has established the following Committees:
- Audit Committee
  - Finance Committee
  - People, Governance and Culture Committee
  - Quality, Performance and Standards Committee
  - Safeguarding Committee



15.1 The constitution and Terms of Reference for such Committees will be reviewed regularly and at least once every two years.

## **16 MEMBERSHIP OF COMMITTEES**

16.1 Subject to Standing Order 16.7, the Corporation is the appointing authority for Committee members.

16.2 Membership of the Committees will be reviewed annually, normally at the July meeting of the Corporation, for the following year.

16.3 The chair of the Corporation, the Principal, Staff and Student Governors, and members of the College's Finance Committee may not be members of the Audit Committee.

16.4 The Corporation may appoint or 'co-opt' an individual who is not a Governor to any Committee to which they are eligible to belong.

16.5 Membership will be as stated in each Committee's Constitution.

16.6 The Clerk will seek Governors' preferences for the Committee/s on which they wish to serve before presenting proposals for Committee membership to the Corporation.

16.7 Where there is a vacancy in a Committee, the chair of that Committee, acting with the chair or vice chair of the Corporation, may appoint to the Committee any suitable person, having due regard to the Instrument and these Standing Orders, such appointment to have effect only until the next Corporation meeting.

## **17 TASK AND FINISH GROUPS**

17.1 The Corporation may establish task and finish groups ("TFG"), the membership of which shall be determined at the establishment of each TFG and shall reflect the skills needed for the consideration of the issue at hand.

17.2 A TFG shall consist of a minimum of three individuals, at least one of whom must be a Governor. College Staff members may be members of a TFG at the discretion of the Corporation.

17.3 The remit and purpose of each TFG shall be clearly defined when established.

17.4 If the TFG is to be established as a matter of urgency before a meeting of the Corporation can be convened, the Chair may undertake Standing Orders 17.1-17.3 above under delegated powers.

17.5 The TFG shall exist only for as long as required to carry out its remit and shall cease immediately upon the presentation of its final report to the Corporation. No member of the TFG shall be considered to hold office as a member of that group after this time.

17.6 The TFG shall meet as often as directed by the Corporation or as decided by the membership of the TFG as a response to undertaking the remit given.

## **18 LINK GOVERNORS**

- 18.1 The Corporation may choose to exercise its oversight of a business, division or statutory responsibility, or a strategic priority or goal, through the appointment of a Link Governor.
- 18.2 Such a person must be a member of the Corporation with full responsibilities of a trustee or in exceptional circumstances may be a co-optee but may not be the Principal, or a Staff or Student governor.

## **19 ELECTION OF COMMITTEE CHAIRS AND VICE CHAIRS**

- 19.1 Unless a Committee chair and/or vice chair is designated by the Corporation, the chair and vice chair (if any) of each Committee will be elected by members of that Committee on an annual basis at the first meeting of the Committee in the academic year.
- 19.2 Neither the Principal nor any Staff or Student Governor shall be the chair or vice chair of any Committee or act as chair in the chair's absence.
- 19.3 Where a chair or vice chair of a Committee ceases to hold office during an academic year, the vacancy will be filled at the earliest opportunity.

## **20 MEETINGS OF COMMITTEES**

- 20.1 The chair of a Committee or the Chair of the Corporation may call a special meeting of the Committee at any time and shall determine the date and time for the meeting.
- 20.2 All meetings of Committees will be serviced by the Clerk.

## **21 CO-OPTED MEMBERS OF COMMITTEES AND SUB-COMMITTEES**

- 21.1 A member of a Committee who is not a Governor will cease to be a member where s/he has been absent from any meeting for six months unless that failure is for a reason previously approved by the Committee.

## **SECTION C: GENERAL MATTERS**

### **22 ULTRA VIRES**

- 22.1 The Clerk shall advise the Corporation if, at any time, s(he) is of the opinion that the Corporation is acting inappropriately or is likely to exceed its powers or to infringe general or administrative law. Should the Corporation decline to act upon the Clerk's advice, the following arrangements shall apply:
- (a) the Clerk shall put their advice to the Corporation in writing, having first consulted with such external agencies as s(he) considers to be appropriate in the circumstances and the Clerk's advice shall be recorded in the minutes.
  - (b) should the Corporation continue to disregard the Clerk's advice, the Clerk is authorised, without further reference to the Corporation, to refer the matter to whatever external agencies s(he) considers appropriate, including the

College's funding bodies, its internal and external auditors and the Department for Education (DfE) as appropriate.

- 22.2 The discharge of the above functions shall not prejudice the employment or contractual position of the holder of the post.

## **23 ALLOWANCES AND HONORARIA**

- 23.1 Except as otherwise stipulated in the Instrument, no Governor or Co-optee may receive any payment for acting as a trustee or co-optee.
- 23.2 All Governors and co-optees shall be entitled to claim such expenses associated with the undertaking of the duties of Governor or co-optee in respect of travel and subsistence as set out in the College travel and subsistence scheme for staff. Governors and co-optees may not claim for loss of payment for unpaid leave taken in order to undertake the role of Governor.
- 23.3 Any claims must be accompanied by receipts.

## **24 TRAINING POLICY**

- 24.1 The Corporation is committed to the development of Governors and Co-opted Committee members to ensure that they are able to discharge their duties confidently and effectively.
- 24.2 Development activities should be individually-focussed, fully funded by the College and may include:
- Planned induction
  - The assignment of a mentor
  - A regular self-assessment of governor performance
  - Briefings and presentations
  - An annual programme of governor development events

## **25 SELF ASSESSMENT**

- 25.1 The Corporation will undertake appropriate self-assessment on a regular basis. The method of self-assessment will be determined by the Corporation.

## **26 ACCESS TO INFORMATION ON CORPORATION PROCEEDINGS**

- 26.1 The College shall have a publication scheme under the Freedom of Information Act 2000.
- 26.2 The Corporation has a Code of Conduct which commits Governors to conduct their business in accordance with the Seven Principles of Public Life as originally set out by the Nolan Committee. These include openness and accountability. In line with these principles, the Corporation has determined that wherever possible, business will not be treated as confidential and that all agendas, reports and minutes will be made available for public inspection, with the exception of certain excluded items under the Instrument.

## **27 STATEMENTS ON BEHALF OF THE CORPORATION**

- 27.1 Statements on behalf of the Corporation shall only be made by the Chair, or in his/her absence, the Vice Chair or the Principal.

## **28 SIGNING OF DOCUMENTS**

- 28.1 The Corporation chair (or in the chair's absence the vice chair) and the Principal (or in the Principal's absence another Senior Post Holder other than the Clerk) is authorised to sign on behalf of the Corporation, where appropriate, any document necessary to give effect to any decision of the Corporation or its Committees or any other matter in furtherance of the College's business.

## **29 VARIATION OR REVOCATION**

- 29.1 Any amendment, variation, addition to or revocation of these Standing Orders shall be approved by the Corporation and shall take effect as from the conclusion of the meeting at which the Corporation's approval is given, subject to any direction to the contrary given by the Corporation. Any such changes to these Standing Orders shall not be made in such a way that a conflict is created with any provision of the Instrument and Articles of Government of the College which take precedence at all times.

## **30 REVIEW AND UPDATING**

- 30.1 The Clerk will review these Standing Orders and all other policies and procedures relating to College governance as part of a cycle of review or as necessary following any changes to associated legislation or practice.