

Worthing College

Standing Orders of the Governing Body and Information for Governors

September 2018

Version	Changes made
September 2018	Current member list updated, p.19

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1: INTRODUCTION

The work of the Worthing College Corporation is primarily guided by the Instrument and Articles of Government, the Nolan Committee Seven Principles of Public Life and the Corporation's own Code of Conduct. Article 3 of the Instrument and Articles sets out the responsibilities of the Corporation:

- (a) the determination and periodic review of the educational character and mission of the institution and for 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 for 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; and
- (f)) setting a framework for the pay and conditions of service of all other staff.

1.1 Instrument and Articles of Government

The legal framework within which the college Corporation operates is laid out by the statutory Instrument and Articles of Government of further education corporations, first prescribed in the Education (Government of Further Education Corporations) (Former Sixth Form College) Regulations 1992. The Instrument and Articles of Government were most recently modified in April 2010.

The Corporation shall consider and adopt any modifications to the Instruments and Articles as directed by the relevant government department. The Corporation may initiate changes to the Instrument by submitting a draft to the relevant Secretary of State who will consult the relevant agency (YPLA or Skills Funding Agency) before making an Order. The Articles may be modified or replaced by the Corporation with the consent of the Secretary of State.

The Instrument and Articles comprise broad regulations on the following matters.

Instrument of Government:	Articles of Government
<ul style="list-style-type: none"> • Interpretation of the terms used • Composition of Corporation • Determination of membership numbers • Transitional arrangements • Appointment of members of Corporation • Appointment of Chair and Vice Chair • Appointment of Clerk to Corporation • Persons ineligible to be members • Term of Office of a member • Termination of membership • Members not to hold interests in matters relating to the Institution • Meetings • Quorum • Proceedings of Meetings • Minutes • Public Access to Meetings • Publication of minutes and papers • Payment of Allowances to Members • Copies of Instrument of Government • Change of Name • Application of Seal 	<ul style="list-style-type: none"> • Interpretation of the terms used • Conduct of the Institution • Responsibilities of Corporation, the Principal and the Clerk • Establishment of committees and delegation of functions generally • The Search Committee • The Audit Committee • Composition of committees • Access to committees by non-members and publication of minutes • Delegable and non-delegable functions • Appointment and promotion of staff • Conduct of staff • Academic freedom • Grievance, suspension and disciplinary procedures • Suspension and dismissal of the Clerk • Students • Financial matters • Co-operation with relevant Auditors • Internal Audit • Accounts and Audit of Accounts • Rules and byelaws • Copies of Articles, rules & byelaws

Rules of operation, specific to the Worthing College Corporation, are contained within these Standing Orders.

1.2 The Nolan Committee Seven Principles of Public Life

The first report of the Committee on Standards in Public Life (May 1996) recommends that:

- the general principles of standards in public life should be re-stated;
- that all public bodies should draw up Codes of Conduct incorporating the principles;
- that internal systems for maintaining standards should be capable of public scrutiny.

With this in mind, the Corporation of Worthing College requires that all Governors and staff apply the Seven Principles of Public Life, determined by the Nolan Committee, to their work. Governors must also adhere to the Code of Conduct set out in section 1.3.

Selflessness: holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends;

Integrity: holders of public office should not place themselves under any obligation to a third party which might influence them in the performance of their public duties;

Objectivity: all decisions involving awarding of contracts, benefits or rewards should be made on merit;

Accountability: holders of public office are accountable to the public for their actions and should submit themselves to the appropriate scrutiny;

Openness: all decisions taken should be as open as possible;

Honesty: holders of public office have a duty to declare any private interests relating to their public duty and resolve conflicts so as to protect the public interest;

Leadership: holders of public office should promote and support these principles by leadership and example.

1.3 Worthing College – Code of Conduct for Governors

Worthing College requires that Governors will:

- support the aims and objectives of the college and promote the interest of the college and its students in the wider community;
- work co-operatively with other governors and college staff in the best interests of the college;
- acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision of the governing body prevails, it will be supported;
- understand that an individual governor does not have the right, other than with the governing body's agreement, to make statements or express opinions on behalf of the governors;
- resist any temptation or outside pressure to use the position of governor to benefit himself or herself or other individuals or agencies;
- declare openly and immediately any personal conflict of interest arising from a matter before the governors or from any other aspect of governorship;
- respect the confidentiality of those items of business which the governing body decides from time to time should remain confidential;
- take or seek opportunities to enhance his or her effectiveness as a governor through participation in training and development programmes and by increasing his or her own knowledge of the college through attending college meetings, performances and other events;
- give priority, as far as practicable, to attendance at meetings of the governing body and its committees;
- have regard to his or her broader responsibilities as a governor of a public institution including the need to promote public accountability for the actions and performance of the governing body.

All governors are required to sign up to the Code of Conduct upon appointment or as soon as possible thereafter.

2 THE CORPORATION

2.1 Governor role description

Main activities and responsibilities

- To make every effort to attend and to contribute actively to Corporation meetings and Committee meetings as appropriate.
- To adhere to the Code of Conduct for Governors.
- To play an active role in the high level strategic planning process of the College by contributing to:
 - ❖ the development of the College's mission and vision;
 - ❖ the development of its strategic priorities;
 - ❖ the setting of targets against agreed KPIs;
 - ❖ the monitoring of achievement against objectives;
 - ❖ the development of plans to address major weaknesses.
- To play an active role in one or more of the following, as required:
 - ❖ overseeing the management of financial, human and physical resources;
 - ❖ internal audit processes;
 - ❖ overseeing quality and standards in teaching and learning and the student experience
 - ❖ overseeing the college property strategy
 - ❖ the development of relevant policy relating to the Clerk and SPHs
 - ❖ the recruitment of new governors and on-going training & development of all governors
- To contribute to the regular monitoring of the financial health of the College.
- To link with a particular area of the College organisation and thus become more acquainted with aspects of the College business.
- To undertake development activities.
- To take part in working groups set up to progress Corporation business from time to time.
- To participate as often as possible in the life of the College community e.g. concert attendance, Open Evening or shadowing.

2.2 Membership of the Corporation

The total membership of the Corporation is 18, comprising:

- 11 members who reflect the various 'external' stakeholder groups of Worthing College (i.e. from the community, local business/employer groups, educational institutions etc)
- 2 members who are members of the staff of the institution ("staff members"), nominated and elected by the staff of the institution – one should be a support staff member and the other should be a teaching staff member.
- 2 members who are students at the institution, elected and nominated by the students of the institution ("student members")
- 2 members who are parents of students under the age of 19 elected and nominated by other such parents ("parent members")
- The Principal.

The composition of the Corporation was reviewed and changed by the Corporation on 31 March 2008.

The membership of the Corporation at 24th September 2018 is provided as Appendix -1

2.3 Appointment and re-appointment of members

The Corporation delegates authority to a sub group, established for the purpose of making recommendations to Corporation for the appointment of governors. Parent, student and staff governors are elected by their constituent bodies.

The Corporation can decline to appoint a person as a governor if

- That person has, within ten years before his appointment, been removed from the Corporation of a further education institution;
- The appointment of the person would contravene rules or bye-laws relating to the number of consecutive terms for which a member may hold office.
- A governor may not exceed four years in office without re-appointment, and the maximum tenure for a governor is 8 years (though exceptional circumstances/development of governor role can lead to a 4 year extension).

At least one year shall elapse before any governor who has served for three consecutive terms of office may be re-appointed. Any re-appointment of a governor will be based on a review of his or her past performance as a Corporation member. Full procedures of appointment and re-appointment are available from the Clerk.

2.4 Eligibility to be a governor

The following persons shall be ineligible for appointment as a member:

- A person under the age of 18 (except as a student Governor).
- A member of the college staff, except as Staff Governor or Principal.
- A student of the College, except as Student Governor.
- The Clerk to the Corporation.
- A person who has been adjudged bankrupt or has made a composition or arrangement with his or her creditors, until that bankruptcy order is annulled or debts are paid in full.
- A person who has, within the five years prior to appointment, been convicted of any offence and received a prison sentence (suspended or not) of three months or more.

- A person who has, within the twenty years prior to appointment, been convicted of any offence and received a prison sentence (suspended or not) of two and a half years or more.
- A person who has been convicted of any offence and received a prison sentence (suspended or not) of five years or more.

A member who becomes ineligible to serve as governor should give written notice to the Clerk to the Corporation.

The Clerk to the Corporation undertakes an annual check of eligibility to serve.

2.5 Appointment of Associate Members of Committees

Corporation committees shall have the authority to appoint Associate members to bring in particular expertise which governors on the committee might lack. This might either be on a short term basis to assist with a particular issue, or on a longer term basis.

A Committee seeking an Associate member shall define the area of expertise required and ask the Clerk to seek nominations from suitable organisations or individuals. Candidates nominated should be asked to complete an application form as if for a governor vacancy.

A sub group of the Corporation established for the purpose of recruiting associate members of committees shall review all applications and short-listed candidates will be invited to interview. The sub group may make appointments of Associate members provided that the Chair or Vice Chair of Corporation is in agreement with the decision. Any such appointments shall be notified to the next meeting of the Corporation. Terms of office of Associate members shall be appropriate to the purpose for which they are appointed, but shall not be longer than four years (renewable).

Such members will not have voting rights nor will they contribute to the quorum of the meeting.

2.6 Resignations

A governor may retire at the end of their term of office. A governor may also resign at any time within this term by giving notice in writing to the Clerk to the Corporation.

A governor is expected normally to give notice of a minimum of 12 weeks of their intention to resign.

2.7 Appointment of the Chair & Vice-Chair of Corporation, and Chairs/Vice Chairs of Corporation Committees

The Chair and Vice-Chair of the Corporation shall be appointed annually at the last meeting before the expiry of term of office. This shall normally be the last Corporation meeting of the academic year. Nomination papers will be sent out by the Clerk prior to the meeting. Another Governor, nominated by the Corporation, who is not a candidate for either post, shall take the Chair when the appointments take place. The Principal, Staff and Student governors are ineligible for these positions but may take part in the appointment process. If the Chair should resign or otherwise cease to hold office during the year, then the Vice-Chair should act as Chair until the next meeting when an election shall be held. If the Vice-Chair should resign or otherwise cease to hold office during the year, an election shall be held at the next meeting.

Any governor is eligible for appointment as Chair or Vice Chair of a Corporation Committee. Chairs and Vice Chairs of Corporation committees shall be appointed annually, at the first committee meeting of the Autumn Term, by the other committee members. If the Chair of a committee is absent from a meeting of that committee, the Vice Chair shall chair that meeting. The committee Chair or Vice Chair may resign their position at any time by giving notice to the Clerk of the Corporation.

2.8 Register of Interests

A register of interests is kept and maintained by the Clerk to the Corporation.

A full update of the register is undertaken at the beginning of the academic year, whereby governors and members of staff who attend Corporation and Committee meetings in an advisory capacity are asked to provide a written declaration of any interest, and any interest of partners or close family.

No governor shall take or hold any interests in any property held or used for the purpose of the college.

Governors and relevant staff must declare any financial interest, including the nature and extent of such an interest, in:

- the supply of work or goods to or for the purposes of the College
- any contract or proposed contract concerning the College
- any other matter relating to the College

Governors and relevant staff should also declare any non-financial personal interest, such as membership of other public bodies and institutions, trusteeship or beneficiary, or membership of a closed organisation.

"Declarations of Interests" also appears as a standing item at the beginning of each Corporation and Committee meeting. Any declarations are noted in the minutes. Having declared an interest, the individual concerned should take part in no further debate of the issue, may not vote, and should not be counted towards the quorum necessary for taking a decision on the matter in question. Individuals may withdraw from the meeting for these items if they wish or if requested to by a majority of those present at the meeting.

A copy of the Register of Interests is available for inspection from the Clerk to the Corporation.

2.9 Register of Gifts and Hospitality

Governors and Senior Post Holders must not receive gifts, hospitality or benefits of any kind from a third party which might seem to compromise their personal judgment or integrity. Any gifts received must be recorded in a gift register, kept by the Clerk to the Corporation.

2.10 Governor expenses

Governors are entitled to claim expenses, at the usual college rate, for travel and subsistence to meetings. All claims should be made via the Clerk to the Corporation using forms provided by the college.

2.11 Attendance at meetings

Governors are expected to make every effort to attend full meetings of Corporation and those Committees of which they are members. In the case of non-attendance, apologies for absence must be given to the Clerk prior to the meeting. The Corporation may decide to remove any Governor from office, who has not attended a Corporation or Committee meeting for more than six consecutive months.

The Clerk to the Corporation shall prepare an attendance sheet to be signed by members and staff at each Corporation and Committee meeting. Corporation shall consider an annual report on attendance.

3 ROLE AND RESPONSIBILITIES OF THE CLERK TO THE CORPORATION

The Clerk is appointed by, and is accountable to, the Corporation through the Chair. Article 3(3) outlines the main responsibilities of the Clerk which are:

- advising the Corporation with regard to the operation of its powers;
- advising the Corporation with regard to procedural matters;
- advising the Corporation with regard to the conduct of its business; and
- advising the Corporation with regard to matters of governance practice.

If the Clerk is absent, the SMT member with responsibility for the areas of business of the Committee shall deputise.

4 DELEGATION OF POWERS

4.1 Exceptions

The Corporation may delegate any of its functions except those regarding:

- the determination of the educational character and mission of the college;
- approval of the annual estimates of income and expenditure;
- ensuring solvency of the College and the Corporation and safeguarding its assets;
- the appointment and dismissal of the Principal, SPH and Clerk to the Corporation;
- varying or revoking the Articles of Government;
- powers it does not possess, such as those assigned specifically to the Principal by the Articles of Government.

(Source: Articles of Government 9)

4.2 Role of Principal

The Principal is:

- responsible for the executive management of the College as set out in the Articles of Government (3(2)) and is accountable to the governing body for the discharge of these responsibilities;
- the professional advisor to the Corporation on matters relating to the running of the College
- the accounting officer for the College;
- a member of the Corporation with full voting rights (unless he or she decides not to be a governor).

4.3 Chair's Action

The Chair of Corporation, or in his or her absence the Vice Chair, may, from time to time, be required to take action on behalf of the Corporation, without Corporation having considered the matter first. This is most likely to occur in the case of:

- urgent matters, whereby the delay necessary to call a Special meeting of Corporation would be detrimental
- In the case of such matters involving expenditure for which provision has not been made in the Corporation's income and expenditure and capital budget and which involve expenditure in excess of £50,000, the views of members of the Resources and/or the Capital Projects Committee must be sought before any decision is taken. All such action is to be reported to the next meeting of the Corporation
- routine action which would not have warranted an agenda item;
- where such a course of action is not contrary to the Articles of Government or Financial Regulations.
- matters of details relating to the implementation of action already agreed by Corporation;

The Chair's decision should normally be made after consultation with other governors, preferably in writing in relation to the first and second points above.

The Corporation accepts responsibility for action undertaken by the Chair outside a meeting, within the terms of these Standing Orders. All such action must be reported in writing at the next Corporation meeting and noted in the minutes.

4.4 Corporation Committees

The Corporation has set up five Committees to consider aspects of its business and to report decisions to Corporation:

- Audit Committee
- Quality Committee
- Remuneration Committee
- Resources Committee
- Search Committee

Committees may approve a level of delegation to the committee Chair in the following circumstances:

- routine action which would not have warranted an agenda item;

- where such a course of action is not contrary to the Articles of Government or Financial Regulations.
- matters of details relating to the implementation of action already agreed by the committee

The Committee accepts responsibility for action undertaken by the Chair outside a meeting, within the terms of these Standing Orders. All such action must be reported in writing at the next committee meeting and noted in the minutes.

A Committee of Chairs may also be convened to give detailed consideration to matters which are delegated by full Corporation.

A Special Committee may be convened (under Article 10) to examine a case for dismissal of a senior postholder or the Clerk. Full disciplinary and grievance procedures for senior postholders are available from the Clerk to the Corporation.

Committee Terms of Reference and membership are reviewed annually.

Corporation may also set up working groups and ad-hoc committees or panels as and when required.

5 SPECIAL MEETINGS OF CORPORATION

A special meeting of the Corporation may be called at any time by the Chair (or in the absence of the Chair, by the Vice Chair), via the Clerk, or at the request in writing of five members, giving seven calendar days notice. Less than seven days notice may be given if there are matters demanding urgent consideration.

6 THE CONDUCT OF THE BUSINESS OF MEETINGS

6.1 Timing and frequency of meetings

Corporation approves the calendar of meetings for each academic year at its Summer term meeting.

Full Corporation meetings take place four times per year. Corporation Committees normally meet termly and Terms of Reference for each committee gives frequency of meetings. Additional meetings may be convened if business occurs which requires immediate attention.

6.2 Calling meetings

The Clerk to the Corporation shall normally summon all meetings and shall, at least seven days in advance, send written notice and a copy of the proposed agenda.

If any part of the meeting is concerned with the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk to the Corporation, the Chair shall send out this agenda item with any relevant papers.

6.3 Agendas

In preparing the agenda for the Corporation or a committee, the Clerk shall consult with the relevant Chair and seek advice, as appropriate, from members of staff.

A governor may request that an item be included on the agenda at least 10 working days before the date of the meeting. The Clerk shall notify the relevant Chair of any items requested in this way. That Chair shall make the final decision about the inclusion of any item on the agenda.

6.4 Other business

Governors should raise any matters for the "other business" agenda item before the meeting starts, for the approval of the relevant Chair for consideration. "Other business" should be restricted to urgent matters.

6.5 Voting

All decisions must be determined by a majority of the members present and eligible to vote. In most cases, the relevant Chair will ask members to agree to a proposal.

A formal "recorded" vote shall only be necessary where there is significant dissent to a proposal, or where it is a matter of significant importance.

Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in voting by mandates given by any other body or person.

An individual member may request a vote on a particular issue, but this must be agreed by the meeting.

If a formal vote is taken the number voting for, against and abstaining shall be recorded in the minutes. The meeting should decide whether the vote should be conducted as a secret ballot or not.

The following are ineligible to vote:

- Governors who are not present at the meeting. Proxy or postal votes are not allowed;
- Governors who have declared an interest in the matter in question;
- A student member who is under 18 on any proposal concerning:
 - the expenditure of money by the Corporation
 - the Corporation, or any of its members, entering into a contract or incurring any debt or liability.
- Any student member in any question with respect to matters relating to a member or prospective member of the staff of the College.

6.6 Withdrawal

A Governor may choose to withdraw from the meeting for any item in which he or she has declared an interest.

In accordance with the Instrument of Government 14(5), staff governors and, where applicable, the Clerk and Principal, shall withdraw from any part of the meeting where there is discussion of:

- Matters relating solely to that member of staff's remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement;
- the appointment of that member of staff's successor;
- the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of any member of staff senior to themselves, if so required by a resolution of the other members present.

Student governors shall withdraw from any part of the meeting at which:

- a student's conduct, suspension or expulsion is discussed;
- the appointment, remuneration, conditions of service, promotion, conduct, suspension, dismissal or retirement of a member of staff is discussed, where requested to do so by a majority of the members.

6.7 Confidential Items

The Corporation shall endeavour to observe the principles of openness, transparency and accountability in all of its dealings. Although the Instruments of Government (17(2)) contain the provision for certain material not to be made publicly available, this shall be used sparingly and only in relation to:

- matters concerning a named employee or student at the institution;
- the Clerk;
- any matter which, by reason of its nature, the Corporation are satisfied should be dealt with on a confidential basis.
- The criteria for confidentiality are:
 - a. personal information relating to an individual, which may require the withdrawal of Student or Staff members;
 - b. information provided in confidence by a third party who has not authorised its disclosure;
 - c. financial or other information relating to procurement decisions, including information relating to the College negotiating position, during the course of those negotiations;
 - d. information relating to the negotiating position of the College in industrial relations matters, during the course of those negotiations;
 - e. information relating to the financial position of the College where the Corporation is satisfied in good faith that disclosure might harm the College or its competitive position;
 - f. legal advice received from or instructions given to the College legal advisors;
 - g. information planned for publication in advance of that publication; and/or
 - h. information not otherwise covered above, but considered to be commercially sensitive.

The Corporation shall decide whether the confidential status of such minutes and papers should be lifted after a determined length of time. Confidential minutes and papers will be held in a confidential file in a secure place. Their sensitivity will be reviewed annually by the Chair and Principal. They will determine whether confidentiality is maintained or not and ensure that information is released into the public domain when the criteria for confidentiality are no longer met.

The Corporation understand that as a governor, issues of confidentiality raised by individuals that may have a broader impact on any aspect of the college can only remain confidential within the collective body of the corporation and not at an

individual level. Where a member of staff, student or other individual asks to raise an issue with a governor in confidence the governor should make it clear that the confidence may only be able to be maintained at a collective level.

6.8 Quorum

The quorum for the Corporation or any of its committees shall be 40 per cent of governor members, rounded up to the nearest whole number. The quorum for the Corporation shall, therefore, be 8. The quorum for committees is defined in the Terms of Reference.

A meeting may become inquorate at any point when the numbers change as a result of members arriving late, leaving early, withdrawing from the meeting or declaring an interest. The Clerk shall record in the minutes any changes to attendance that occur during the meeting. If the meeting becomes inquorate, the Clerk shall inform the relevant Chair immediately.

The relevant Chair shall normally terminate an inquorate meeting, although it is possible to continue the discussion on an informal basis. The relevant Chair may then decide to call a special meeting to undertake the remaining business, or to defer consideration to the next ordinary meeting.

6.9 Access to meetings by persons other than members

Certain members of staff will be responsible for areas of college activity which will mean that their attendance is usually required, in an advisory capacity, at Corporation and/or committee meetings. Such staff shall have a standing invitation to attend meetings and shall be recorded as being "in attendance" on the minutes.

All Corporation members are entitled to attend any committee meeting (of which they are not already a member) as an observer and may participate in discussion if invited to do so by the Committee Chair.

Other persons who are not members of the Corporation or its committees may attend meetings by the relevant Chair's invitation. Such invitations shall be issued through the Clerk who shall stipulate the part of the meeting which the person may attend. The presence of the person, and the point at which they left, shall be recorded as being "by invitation" in the minutes.

6.10 Minutes

The minutes of each meeting shall be written up for the relevant Chair's approval within ten calendar days of the meeting, and shall be distributed to members before the next meeting. The minutes shall be approved at the following meeting and signed by the relevant Chair as a true record.

Separate minutes shall be taken of those parts of the meetings which have been categorised as confidential or from which staff or student members, or the Clerk to the Corporation have withdrawn. The Corporation shall decide whether an individual who has withdrawn from the meeting shall be entitled to see such minutes.

6.11 Publication of papers

Agendas and minutes of all meetings, except those deemed confidential, shall be posted in the GVO. Corporation minutes are also held on the College website. The Clerk to the Corporation will provide access to all non- confidential documents during hours of work.

6.12 Reconsideration of resolutions

No Corporation resolution may be rescinded or amended by an individual governor.

Any proposal to rescind or amend a Corporation resolution must be considered by Corporation as a formal agenda item. It is not appropriate to have this discussion under "matters arising".

7 GOVERNANCE: RESOLVING DIFFICULTIES

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 Instrument 12(4) of the Instrument & Articles of Government.
- Where the Clerk believes that the Corporation or Committee has acted beyond its powers, or an individual has acted beyond his/her powers, s/he should raise the matter in writing with the Chair of the Corporation as soon as possible. The Chair will ask the Principal (as Accounting Officer) for his/her written comments. Where 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 may:
 - consult the YPLA, SFA, DCSF, Association of Colleges or other relevant regulatory body if he/she has concerns about a propriety matter
 - consult the College's internal or financial statements auditors
 - seek initial legal advice without the agreement of the College management or the Corporation to a maximum of £2,000, if there is disagreement about whether an action may be unlawful or ultra vires
- The Clerk's concerns must be recorded in the minutes of the Corporation or committee meeting at which they are discussed.

- Any comments received from the Principal or Audit Committee Chair, and any advice given by any external source will be reported by the Clerk to the next ordinary or special meeting of the Corporation or Committee concerned or, in the case of an individual, to the Chair of the Corporation or chair of Audit Committee. The Corporation may decide to obtain further legal advice or seek advice from other relevant bodies (see above).
- If no action results from the steps detailed above, and if the Clerk is of the opinion that the grounds for concern still present a threat to the proper governance of the College, then the Clerk is authorised to refer the matter to the YPLA/SFA and inform the Chair and Principal that this has been done
- The Corporation would not expect any such steps taken in good faith by the Clerk in these circumstances to be grounds for disciplinary action under the College's disciplinary procedures.
- In the interests of transparency, where the written procedure has been invoked the substance and outcome of the matter will be reported in the Members' Annual Report.

8 COMPLAINTS AGAINST THE CORPORATION

Persons wishing to make a complaint about any aspect of the governance of the college, individual governors or the Clerk to the Corporation, should follow the procedures outlined in the college's Complaints Policy (further details available from the Clerk or from the Chair if the complaint is about the Clerk).

9 ASSESSMENT OF CORPORATION PERFORMANCE

The Corporation shall undertake an annual self assessment of its own performance and shall approve its own action plan for the following year. The Corporation shall, as part of this, set and monitor performance indicators for its operations, including ones for overall committee attendance and individual governor attendance. Achievement of the action plan shall be monitored termly.

The governance self assessment process and review shall be the responsibility of the Chair and Vice Chair and reported to the Corporation.

10 ALLOWANCES TO MEMBERS OF CORPORATION

Governors are entitled to claim travel and subsistence expenses in line with college rates. Details and claim forms are available from the Clerk to the Corporation. (see 2.10 above)

11 REVISIONS TO STANDING ORDERS

The Standing Orders shall be reviewed, and amended as appropriate, annually. Corporation shall approve revisions at the first meeting in the Autumn Term.

Appendix 1

List of current members of the Corporation as at 24th September 2018

Name	Category of governor
Amoo, Paul	External
Bowden, Roy	External
Bradford, Richard	Associate Governor
Cooper, Steven	External
Ellis, Val	External
Fowler, Joanne	External
Harris, Rebecca	Student
Hughes, Ian	External
Jenkins, Sue	Associate Governor
Riley, Paul	Principal
Skinner, Sally	External
Sparkes, Elizabeth	External
Heery, Tom	Staff
Thorns, Jane	Staff
Thorpe, Hazel	Associate Governor
Vacant	Parent
Vacant	Parent
Vacant	Student
Vacant	External
Vacant	External
Vacant	External