

SOUTHPORT COLLEGE

STANDING ORDERS/CORPORATION PROCEDURES

1 INTRODUCTION AND GENERAL DUTIES

- 1.1 These Corporation Procedures/Standing Orders supplement the provisions of the Further and Higher Education Act 1992 ('the Act') and the College's own Instrument and Articles of Government ('the Instrument and Articles'). In the event of any conflict between these Orders and either/or the Act and the Instrument and Articles, the Act and the Instrument and Articles shall prevail.
- 1.2 The Corporation will review these Standing Orders/Corporation Procedures at least annually.
- 1.3 Every Member of the Corporation and its committees shall be bound by these Standing Orders/Corporation Procedures, and shall be expected to adhere to the following seven principles of public life as recommended by the Nolan Committee's report 'Standards in Public Life':
 - selflessness
 - integrity
 - objectivity
 - accountability
 - openness
 - honesty
 - leadership

2 ELECTION OF CHAIR AND VICE CHAIR OF THE CORPORATION

- 2.1 The rules and procedures are contained in Instrument 4.
- 2.2 The term of office given cannot end after their term of office as a governor.

3 ELECTION OF CHAIRS AND VICE CHAIRS OF COMMITTEES

- 3.1 The Chair of a committee shall be appointed by, and may also be removed by, the Corporation and shall hold office for up to two years or such lesser period as the Corporation may determine; however, the term of office given cannot end after their term of office as a governor. On the expiration of the term of office of Chairs of committees, they shall be eligible for re-appointment.
- 3.2 The Vice Chair of a committee shall be appointed by, and may also be removed by, the committee concerned and shall hold office for up to one year or such lesser period as the committee may determine; however, the term of office given cannot end after their term of office as a governor. On the expiration of the term of office of Vice Chairs of committees, they shall be eligible for re-appointment. Associate members (sometimes known as co-opted committee members) can be appointed as a committee vice chair in exceptional circumstances.
- 3.3 If both the Chair and Vice Chair of a committee are absent from a meeting of that committee, the members of the committee who are present shall choose one of their number to act as chair for that meeting but that Member cannot be a Staff or Student Member or the Principal.
- 3.4 The Chair and Vice Chair of a committee may resign their respective positions at any time by giving notice to the Clerk.

4 DECISIONS AND VOTING

- 4.1 The rules and procedures are contained in Instrument 11.
- 4.2 Associate members may speak and vote in all matters at their respective committee meetings; they may also speak at Corporation meetings but not vote.
- 4.3 The Chair may ask for the general agreement of the meeting to a proposal but if there is dissent or if the matter is considered to be of sufficient importance, a formal vote may be taken. Members may request a formal vote on any subject. Whilst Members must abide by any decisions made by the Corporation, they may request that their dissent or abstention be noted in the minutes.
- 4.4 Members of the Corporation or a committee will comply with the doctrine of collective responsibility and stand by a decision, even if it was not taken unanimously.

5 COMMITTEE TERMS OF REFERENCE

All committees and their members shall comply in all respects with their terms of reference. If a committee is in doubt about the precise scope of its authority or its remit, it should raise the issue with the Chair of the Corporation and the Clerk.

6 PUBLICATION OF AGENDAS AND MINUTES

- 6.1 The requirements are contained in Instrument 14.
- 6.2 Published minutes are made available in the College Library, the Principal's office and on the College Intranet, with agendas available from the Clerk. Papers that are not to be made available generally should be clearly marked 'confidential' and all other papers are available from the Clerk in accordance with the Corporation's policy on Access to College Information and Freedom of Information legislation.

7 NON-ATTENDANCES AT COMMITTEE MEETINGS AND LAPSING OF MEMBERSHIP

If at any time the members of a committee are satisfied that any member of that committee is unable or unfit to discharge the functions of a member of the committee, the committee may by notice to such member remove him/her from the committee providing that the committee shall forthwith report such removal to the Clerk who shall report accordingly to the following Corporation meeting.

8 DECLARATIONS OF PUBLIC INTEREST

- 8.1 The requirements are contained in Instrument 8.
- 8.2 Corporation Members, associate members, senior postholders, holders of significant budgets over £100,000 and the Clerk will be required to declare any interests they may have.
- 8.3 Members and officers should not allow any conflict of interest to arise that might interfere, or be perceived to interfere, with the exercise of their independent judgement.
- 8.4 Members and officers should not accept gifts, hospitality or benefits of any kind from a third party that might be seen as compromising their personal judgement, objectivity or integrity.

9 THE ROLE OF THE CHAIR

- 9.1 The Corporation authorises the Chair, and in his/her absence the Vice Chair, to act on its behalf between meetings where appropriate. Urgent decisions of significance will be reported to Members immediately; other matters will be reported to the Corporation at its next meeting.

9.2 This authorisation excludes matters that the Corporation may not delegate under the terms of the Instrument and Articles of Government.

9.3 Except where the Clerk is directly involved, he/she will be present to record any decisions taken under 9.1 above.

10 DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE CORPORATION

10.1 To

- i) chair meetings of the Corporation having regard to the provisions of the Instrument and Articles of Government, these Corporation Procedures/Standing Orders and recognised best practice
- ii) call special meetings of the Corporation if there is good cause having regard to the provisions of the Instrument and Articles of Government
- iii) determine the agenda for Corporation meetings in consultation with the Principal and the Clerk having regard to Corporation decisions and suggestions from individual Members
- iv) make statements on behalf of the Corporation in accordance with the provisions of the Corporation's Code of Conduct
- v) collaborate with the Vice Chair, the Principal and the Clerk in the formulation of the programme for Corporation planning sessions
- vi) consider and approve applications from Members wishing to attend training events which have been referred to the Chair by the Clerk
- vii) undertake the annual appraisal of the Principal with the Vice Chair of the Corporation
- viii) undertake the annual appraisal of the Clerk with the Vice Chair, taking into account any issues raised by Chairs of committees
- ix) exercise the responsibilities detailed in the Articles of Government with regard to the suspension and dismissal of senior post holders and the Clerk
- x) attend College events, as and when appropriate and convenient, to present prizes/awards to students if available to do so
- xi) represent the Corporation at local, regional and national events, if available to do so and to report to the Corporation as appropriate
- xii) regularly meet the Principal and/or the Clerk with the Vice Chair to review issues impacting on the Corporation and the College.

11 DUTIES AND RESPONSIBILITIES OF THE VICE CHAIR OF THE CORPORATION

11.1 To

- i) undertake the responsibilities of the Chair in the absence of the Chair having regard to the provisions of the Instrument and Articles of Government and the role description outlined above
- ii) collaborate with the Chair of the Corporation, the Principal and the Clerk in the formulation of the programme for the Corporation planning sessions
- iii) represent the Corporation at local, regional and national events if available to do so and to report to the Corporation as appropriate
- iv) undertake the annual appraisal of the Principal with the Chair of the Corporation
- v) undertake the annual appraisal of the Clerk with the Chair of the Corporation
- vi) regularly meet the Principal and/or the Clerk as appropriate with the Chair of the Corporation to review issues impacting on the Corporation and the College.

12 PROCEDURES FOR THE APPOINTMENT OF THE CHAIR AND VICE CHAIR OF THE CORPORATION

Members of the Corporation shall appoint the Chair and Vice Chair of the Corporation. Nominations signed by two Members and approved by the nominee, should be handed to the Clerk who will, if necessary, arrange for a secret ballot to be held. The term of office of the Chair will be determined following the election in accordance with paragraph 2.1 above. The Vice Chair will be appointed following a similar procedure. The Principal, Staff and Student Members are not eligible to be appointed Chair or Vice Chair.

13 PROCEDURES FOR THE APPOINTMENT OF CHAIRS OF COMMITTEES

- 13.1 Chairs of committees shall be appointed by the Corporation from among the Independent Members with a term of office determined by the Corporation in accordance with paragraph 3.1 above.
- 13.2 Each committee shall appoint a Vice Chair from the independent members who, in the event of the resignation of the appointed chair, shall hold office as chair until the next meeting of the Corporation; associate members can be appointed as a committee vice chair in exceptional circumstances.
- 13.3 The Clerk will notify all Members of a vacancy, or forthcoming vacancy, for a committee chair or vice chair to ascertain their interest.

14 PROCEDURES FOR THE APPOINTMENT OF MEMBERS OF THE CORPORATION

- 14.1 The requirements are contained in Instrument 3.
- 14.2 The Governance Committee will meet at least once per term to review the composition of the Corporation and to submit its advice to the Corporation regarding the appointment of Members in accordance with the Instrument and Articles of Government.
- 14.3 New Members will be appointed at that or the next meeting of the Corporation; terms of office of new Members shall be determined at that meeting in consultation with the new Member.
- 14.4 Before approaching potential Independent Members, approval in principle may be obtained from the Corporation, following which an informal approach will be made and, if appropriate, the potential Member will be invited to a College briefing with the Chair and Vice Chair of the Corporation, the Principal, the Chair of the Governance Committee and the Clerk; Staff and Student Members will also be invited to attend a similar briefing.

15 PROCEDURES FOR THE APPOINTMENT OF MEMBERS TO COMMITTEES

- 15.1 The Corporation shall decide the membership of committees after considering the Governance Committee's advice.
- 15.2 Should a Member of the Corporation attend a committee meeting of which they are not a member and should that committee be or become inquorate, then that Member will become a member of that committee for the day of the meeting; however, the rules regarding:
 - members of the Resources and Audit Committees not serving on each other's committees
 - the Staff and Student Members not serving on the Audit and Remuneration Committees
 - the Principal not serving on the Audit and Remuneration Committees

will still apply, though the Principal may serve for a day on the Remuneration Committee but not when his/her remuneration package or any other remuneration package which might impact on his/her own is being considered.

16 QUORUMS

16.1 The Corporation has determined that meetings of the Corporation will be quorate if the number of members present is at least 40% of the total number of members, of which more than half must be independent members.

16.2 The Corporation has determined the following committee quorums:

- Resources: 4
- Standards: 3 which must include two Independent Members
- Governance: 3
- Audit: 2 which must include one Independent Member
- Remuneration: 3

16.3 If a committee meeting is not quorate, it may be held with the approval of the Chair of that committee but any matters discussed or decisions taken must be approved by a subsequent quorate meeting; it is the responsibility of the Clerk to rule on this matter.

17 SETTING OF AGENDAS FOR CORPORATION AND COMMITTEE MEETINGS

17.1 Any Member of the Corporation may suggest an item for inclusion on the agenda of the Corporation or its committees. The inclusion of any item is, however, at the discretion of the Chair of the Corporation or committee as appropriate.

17.2 As notice of meetings must be given at least seven days before the date of the meeting, any item and any supporting papers should be given to the Clerk at least ten days before the meeting.

17.3 Papers should state the date of the meeting for which the paper is intended and include an introduction and recommendations where appropriate.

17.4 The dates of meetings are published in the calendar of Members' meetings.

17.5 The agenda, minutes of the previous meeting and whenever possible supporting papers, will be dispatched at least eight days before the date of the meeting. Papers may only be tabled at the meeting with the permission of the Chair when special circumstances may make this necessary.

18 PROCEDURES WHICH THE CLERK AND THE CORPORATION SHOULD FOLLOW IF THE CORPORATION ACTS INAPPROPRIATELY OR BEYOND ITS POWERS

18.1 The Clerk will have the right to seek independent legal or other advice when he/she has a concern that the Corporation may be acting inappropriately or beyond its powers. As far as possible, such concerns should be resolved internally with the Chair and Vice Chair of the Corporation and the reasons for the Clerk's concerns must be notified to all Members together with the solution reached.

18.2 If no solution can be reached and the Clerk's view is that the grounds for the original concern still present a threat to the proper Governance of the College, prior authorisation is hereby given for the Clerk to seek advice from Eversheds through the Corporation's 'Governance Plus' subscription and the Skills Funding Agency (SFA), and to inform all Members that this has been done.

18.3 All Members must be notified of the advice received from Eversheds and the SFA and what action, if any, the SFA will be taking.

**ADDENDUM APPROVED BY THE CORPORATION BY WRITTEN RESOLUTION DATED 7
APRIL 2020**

In order to ensure that all necessary decisions can be taken to meet statutory and charitable trustee duties in accordance with agreed governance standards, the Corporation has made the following amendments to its Standing Orders during the current Coronavirus outbreak and will review the decision at the end of the outbreak:

1. Standing Orders and Committee Terms of Reference to allow quorum rates for Committee meetings to be amended if necessary by written resolution;
2. The Chair of the Corporation and the Chairs of the Committees to have authority to amend agreed schedules of business and or cancel meetings in consultation with the Director of Governance and the Principal/Chief Executive;
3. Where the Chair (or the Vice Chair in the Chair's absence) is of the opinion that circumstances dictate urgent action prior to approval through normal Corporation procedures, she may, following consultation with the Director of Governance, the Principal/Chief Executive and the Chair of the Committee within whose terms of reference the matter falls (if practicable) authorise such action.
4. Details (including the reason(s) for using this procedure) shall be presented to the next meeting of the Corporation by the Director of Governance.