

CORPORATION STANDING ORDERS

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1 : GENERAL

1.1 LEGAL FRAMEWORK

- 1.1.1 The constitution and powers of Oldham Sixth Form College Corporation are set out in the Instruments & Articles of Government of Further Education Corporations (which came into force on 1 January 2008). These Standing Orders should be referred to alongside this document to gain a full understanding of the operation of the Corporation.
- 1.1.2 In addition to a copy of the Instruments & Articles of Government, all Governors are issued with a copy of the Code of Conduct, which was approved by the Corporation in November 2006, of which they are asked to signify their acceptance. This Code of Conduct takes account of the Nolan Committee's seven principles of public life.
- 1.1.3 Every member of the Governing Body is required to register any business interest, financial or otherwise, for themselves and for their close relatives, which could in any way be perceived to have a direct bearing on the business of Oldham Sixth Form College. This declaration is an opportunity for all Governors to disclose relevant business interests in a manner which is open and transparent and demonstrate to the public that such interests have not influenced the Corporation's decision-taking process. The Register of Interests is updated annually, held on file by the Clerk to the Corporation and is available for inspection, upon request, during normal office hours.

1.2 COMMUNICATION

- 1.2.1 The Corporation shall hold an Annual General Meeting which is open to Governors, stakeholders, parents, staff and members of the public. The Principal's Annual Report will be presented at this event.
- 1.2.2 The Chair of the Corporation publishes a Governors' Newsletter each year for distribution at the College's annual Information Mornings. A copy of this Newsletter, which includes information on the work of the Governing Body and student achievements/ initiatives, shall be made available at the AGM, on request from the Clerk to the Corporation or can be seen on the College website.
- 1.2.3 Statements made on behalf of the Corporation to members of the Press will be issued by the Chair of the Corporation or the Principal.
- 1.2.4 From 1 January 2008, the College's website will include a range of information on the membership and operation of the Corporation and its Committees as well as the non-confidential Minutes of all Corporation and Committee meetings. Alternatively, a copy of these Minutes can be obtained from the Clerk to the Corporation, on request.
- 1.2.5 Any request for information regarding the operation of the Governing Body will be dealt with by the Clerk to the Corporation. Anyone wishing to contact the Chair of the Corporation should apply in writing to the Clerk to the Corporation.

1.3 COMPLAINTS

Complaints regarding the operation of the Corporation or conduct of members, the Clerk to the Corporation or Principal will be investigated by the Chair of the Corporation. Any complaint concerning the Chair of the Corporation will be investigated by the Vice-Chair. A meeting of the Special Committee will be convened to review the findings of the investigation, as appropriate.

2 : MEMBERSHIP OF THE CORPORATION

2.1 GENERAL

- 2.1.1 New and replacement Governors will be recruited in accordance with the criteria outlined in the Search Committee Protocol for the nomination and appointment of members. A copy of the Protocol will be published on the College website or made available on application to the Clerk to the Corporation.
- 2.1.2 The Search Committee shall refer to the Skills' Audit summary and list of Desired Skills and Experience when identifying potential Governors. This is essential in order to maintain an effective balance of experience and expertise and to ensure that membership of the Corporation appropriately reflects the needs of the College and the community it serves.
- 2.1.3 All nominations for membership will be considered by the Search Committee prior to recommendation to the Corporation, subject to the completion of a Declaration of Eligibility from potential candidates.
- 2.1.4 Following acceptance of the Search Committee recommendation by the full Board, the Clerk will be authorised to send a formal letter of appointment to the new Governor detailing their category of membership (where applicable), the date on which their appointment commences and the length of their term of office.
- 2.1.5 On appointment to the Corporation, each Governor will be requested to complete a Register of Interests declaration and a Skills Audit form. The latter will be used to record details of the member's age, qualifications, employment, experience and expertise as well as providing an opportunity to identify specific training they feel necessary to fulfil their role and responsibilities as a Governor.
- 2.1.6 Prior to attending their first Corporation meeting, all new Governors will be invited to an Induction Session with the Chair, the Principal and Clerk at which they will be given various documents to assist them in understanding their role and responsibilities. Following their attendance at three meetings, new Governors may be invited to provide feedback on their Induction session by completing a short questionnaire.
- 2.1.7 Governors will be elected to serve on a voluntary basis and no form of payment shall be made to them, with the following exceptions:
- (a) fees for attendance on Training Seminars, Courses and Conferences, together with the cost of Hotel accommodation and travelling expenses incurred will be paid by the College in accordance with the College's Expenses Policy;
 - (b) whilst expenses would not normally be paid for attendance at meetings of the Corporation or its Committees, in exceptional circumstances individual applications will be considered by the Finance & General Purposes Committee before submitting their recommendation to the Board.
- 2.1.8 The Corporation has determined that, with effect from the date of their next appointment and in accordance with the new Instruments & Articles of Government, the full Board will consist of 19 members, as follows:
- (a) **12 Governors**

(formerly 7 Independent, 3 Co-optees, 1 Local Authority Governor and 1 Community Governor). These Governors, recommended for election by the Search Committee, are appointed to serve for a term of **four years**.

(b) **2 Parent Governors**

Elected by their peers and eligible for nomination provided their son/ daughter is under 19 years of age and enrolled as a full-time student at the College at the time of their appointment to the Board. Parent Governors serve a **two-year** term of office but are eligible for re-election if their son / daughter is still under 19 and enrolled at the College. In that event, once re-elected they will be allowed to complete their two year term of office, irrespective of whether or not their son/ daughter leaves the College.

(c) **2 Staff Governors**

One member of the Teaching Staff and one member of the Support Staff, elected by their peers to serve for a period of **four years**.

(d) **2 Student Governors**

The annually elected President of the Student Association and one other member of the Student Association Executive, elected by the Executive, will serve as Student Governors for a period of **one year** from 1 May to 30 April.

(e) **The Principal**

2.1.9 The Clerk to the Corporation is not a member of the Corporation.

2.2 TERM OF OFFICE

2.2.1 With effect from January 2005 the Corporation determined that Governors shall be eligible to serve for two consecutive terms of four years, but could be re-elected to serve a third term at the discretion of the Board, up to a maximum of 12 years.

2.2.2 A Governor can resign from the Corporation at any time by giving notice in writing to the Clerk to the Corporation. The membership of Staff Governors ceases on termination of their employment by the College and that of the Student Governors ceases when they leave the College, irrespective of whether or not their term of office has ended.

2.3 ELECTION OF OFFICERS

The Chair and Vice-Chair of the Corporation are elected annually at the first meeting of the full Board after 1 April. The Chair and Vice-Chair are eligible for re-appointment subject to paragraph 2.2.1.

2.4 CLERK TO THE CORPORATION

The Corporation is responsible for the appointment, dismissal and terms and conditions of employment of the Clerk to the Corporation, and for any other post occupied by the Clerk within the College.

3 : CORPORATION MEETINGS

3.1 SCHEDULE OF MEETINGS

- 3.1.1 A Cycle of meetings for the next academic year shall be prepared and issued by the Clerk to the Corporation annually, in July. This schedule, which covers all Committee and full Corporation meetings, includes the main Agenda items for each meeting. This in turn shall enable sufficient time for the preparation, presentation and discussion of documents and their subsequent submission to regulatory bodies in order to meet all imposed deadlines.
- 3.1.2 An extra-ordinary meeting of the Corporation can be called either by the Chair of the Corporation or at the written request of any five members.
- 3.1.3 The full Corporation will meet at least four times per year.

3.2 ATTENDANCE

- 3.2.1 Attendance at meetings shall be monitored by the Clerk who maintains an attendance register for the full Corporation and for each of the Committees. This register will be available for inspection on request.
- 3.2.2 The Corporation seeks to achieve attendance at all meetings of **70%** or above. The Clerk shall produce an annual Report on Governance activities which will be circulated to all Governors and which contains statistical information on attendance achieved during the previous year.
- 3.2.3 Apologies for absence should be submitted to the Clerk in advance of the meeting. Any Governor who does not submit apologies for absence will be shown on the Minutes as *Absent*.
- 3.2.4 Any Governor who has not attended either three consecutive meetings of the Corporation, or for a period of six months may, at the discretion of the Board, be asked to stand down.
- 3.2.5 Quoracy at meetings of the Corporation is 40% of the total, agreed membership of 19. Therefore if less than **8** members are present, the meeting shall be deemed to be inquorate. The Clerk shall be responsible for ensuring that the meeting is quorate and remains so throughout.

In the event that a meeting is inquorate from the outset the decision will be taken whether or not to proceed and, if it does, a record of discussions will be issued as "*Notes taken at the . . . meeting on . . .* " and the Agenda will be carried forward to the next meeting.

- 3.2.6 Non-members of the Corporation will be allowed to attend meetings of the Governing Body by invitation only. Anyone wishing to attend a Corporation or Committee meeting for a particular purpose may do so on application to the Chair.
- 3.2.7 The Clerk will attend all meetings of the Corporation and shall be responsible for the taking and issuing Minutes. On occasion the Clerk is required to withdraw from the meeting, particularly during discussion of their Contract of Employment. In that event, a member of the Board shall be elected to take the Minutes in their absence.

3.3 AGENDA

- 3.3.1 The Agenda and papers for all full Board meetings will be circulated by the Clerk seven days before the date of the meeting. Any papers which are tabled shall normally be discussed at the next meeting of the Corporation. The only exceptions to this would be in the case of an urgently convened extra-ordinary meeting, although every effort would be made to ensure that papers were circulated as early as possible.
- 3.3.2 Any Governor or attendees wishing to raise an Agenda item may do so at the meeting under "*Any other Business*" or in writing to the Clerk at least 10 days in advance of the meeting for inclusion in the published Agenda.
- 3.3.3 Governors wishing to raise an item of *Any other Business* at the meeting should inform the Chair before the meeting begins, where possible, so that attention can be drawn to it at the start of the meeting.
- 3.3.4 The Board will be informed of any items of urgent business by the Chair of the Corporation at the start of the meeting and discussion will take place as appropriate within that meeting. Any papers tabled in support of this urgent business will be considered in these discussions (see 3.3.1).
- 3.3.5 The first item on the Agenda will be *Declaration of Interests*. Any Governor who has an interest in any issue under discussion must declare that interest at the start of the meeting and, if not asked to withdraw (i) must not take part in the discussion, (ii) must be excluded from the quorum, and (iii) must not vote. Governors may be asked to withdraw when there is a conflict of interest with the issue under consideration or if the discussion concerns themselves - this applies in particular to Staff and Student Governors.

3.4 PROCEEDINGS OF MEETINGS

- 3.4.1 A "*Meeting*" shall be defined as one at which the members attending are present in one or more rooms, in one or more places, provided that, by the use of video-conferencing or similar facilities, it is possible for every person present at the meeting to see and hear each other.
- 3.4.2 Governors who are not present at the meeting are not permitted to vote by proxy or by way of a postal vote.
- 3.4.3 All Corporation meetings will be scheduled to last two hours and business will be conducted in accordance with the published Agenda.
- 3.4.4 Governors will be expected to read all papers in advance of the meeting and to contribute to the meaningful discussion of items of business.
- 3.4.5 Governors must not be bound by mandates given to them by others, but each member of the Corporation must take a view on all matters presented on the merits of the issue in hand. All Governors must act, at all times, in the best interests of the College and in accordance with the agreed Code of Conduct.
- 3.4.6 Where appropriate, the Chair will take a vote. The number of votes against the Resolution will be recorded in the Minutes together with the outcome of the vote. At meetings of the Board where there is an equal number of votes on a particular issue the Chair may exercise a second or casting vote.
- 3.4.7 Student Governors under the age of 18 may not vote on any question which involves the Governing Body in committing expenditure, making a Contract or incurring debt or liability.

- 3.4.8 A Resolution may not be rescinded or varied at a subsequent meeting unless its consideration is a specific item on the Agenda.
- 3.4.9 The Corporation may delegate powers to the Chair of the Corporation to act on its behalf between meetings and to report items of the Chair's action to the Governing Body at their next full meeting, particularly action agreed with the Principal on matters delegated by the Governing Body.
- 3.4.10 The Corporation cannot delegate responsibility for:**
- **the determination of the educational character and Mission of the institution;**
 - **the approval of annual estimates of income and expenditure;**
 - **the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets;**
 - **the appointment and dismissal of the Principal or the holder of a senior post (refer also to Special Committee powers);**
 - **the appointment or dismissal of the Clerk (including where the Clerk is, or is to be appointed as, a member of staff, his/her appointment or dismissal in his/her capacity as a members of staff) (refer also to Special Committee powers);**
 - **the modification or revocation of these Articles.**

3.5 CORPORATION SEAL

The Corporation seal is held by the Clerk to the Corporation and is applied to all those documents that are signed by the Chair or Vice-Chair which require the Corporation seal.

3.6 MINUTES

- 3.6.1 The style and content of the Minutes shall reflect the nature of the Agenda item under consideration. Whilst detailed Minutes will not be prepared for updates and standard business items, a more detailed record of the discussions pertaining to any controversial or sensitive issue will be included.
- 3.6.2 The Draft Minutes will be approved by the Chair of the Corporation and circulated to Governors in advance of the next meeting together with all supporting papers.
- 3.6.3 The Board shall determine at each meeting which items are to be treated as confidential and these will be recorded, held separately on file and not published with the Minutes on the website or those made available for inspection.
- 3.6.4 All approved Agendas, Minutes and supporting papers (with the exception of those deemed to be confidential by the Corporation) are available for inspection during normal office hours, on request, from the Clerk to the Corporation.
- 3.6.5 With effect from 1 January 2008, the approved, non-confidential Minutes of all Corporation meetings will be published on the College website.

4 : LEGAL ADVICE

- 4.1 It is the duty of the Clerk to the Corporation to advise all Governors on their legal responsibilities and to ensure that the Corporation and its Committees operate in accordance with their powers and the laws set out in the Education Acts and the Instruments & Articles of Government.
- 4.2 The Clerk shall have access to advice from the College Solicitors and other outside agencies, as appropriate.

5 : TRAINING

- 5.1 The Clerk to the Corporation is responsible for providing information to Governors on a variety of training events, organised by external providers, and to co-ordinate all in-house training sessions.
- 5.2 All Governors are invited to participate in such training as they feel appropriate and are given the opportunity to identify their own training needs annually via the annual Skills' Audit.
- 5.3 The Clerk shall make all necessary arrangements on behalf of Governors wishing to attend Conferences, Seminars and training sessions.
- 5.4 The Clerk shall maintain up-to-date training records for all Governors which shall be available for inspection on request.
- 5.5 All relevant training will be made available to the Clerk to ensure knowledge is continually updated.

6 : CORPORATION COMMITTEES

6.1 GENERAL

6.1.1 Oldham Sixth Form College Corporation has seven Committees, as follows:

- Audit (*Mandatory*)
- Finance & General Purposes
- Personnel
- Quality
- Remuneration
- Search (*Mandatory*)
- Special

6.1.2 All Committees shall operate within their own Terms of Reference which have been agreed by the full Corporation. They shall be periodically reviewed to ensure they remain current and active.

6.1.3 The Standing Orders for the full Corporation shall apply to all Committees in terms of Agenda, Minutes, supporting papers, quoracy and conduct of business.

6.1.4 The Clerk to the Corporation shall be responsible for convening meetings, distributing papers and taking the Minutes at all meetings of Corporation Committees.

6.2 MEMBERSHIP

- 6.2.1 Membership of all Committees is reviewed annually by the full Board at their first meeting after 1 April (the anniversary of Incorporation).
- 6.2.2 A member of staff with appropriate responsibilities will service each of the Committees and will be available to provide further information on items for discussion both at Committee and subsequent, full Corporation meetings.
- 6.2.3 Any Committee established by the Corporation (other than the Special Committee or Remuneration Committee) may include persons who are not members of the Corporation.
- 6.2.4 The Corporation shall seek to achieve attendance at Committee meetings of **70%** or above.

6.3 PROCEEDINGS OF COMMITTEE MEETINGS

- 6.3.1 All Committee meetings shall aim to be completed within one hour and business will be conducted in accordance with the published Agenda.
- 6.3.2 The Chair of each Committee will be elected annually by its members. This will take place at the first meeting of the Committee after the April Board meeting at which membership is reviewed.
- 6.3.3 Quoracy at both of the Mandatory Committee meetings (Audit and Search) will be 40% of the total number of Committee members. Quoracy is monitored by the Clerk who will ensure it is maintained throughout the meeting.
- 6.3.4 Quoracy at all other (non-mandatory) Committee meetings shall be no less than 3.
- 6.3.5 The Clerk will ensure that the Agenda for all Committees includes a review of other Committee business, where appropriate.

6.4 MINUTES

- 6.4.1 The Clerk to the Corporation will convene and attend all Committee meetings and be responsible for the taking and issue of Minutes.
- 6.4.2 The Clerk to the Corporation shall ensure that the meeting is quorate throughout. In the event that a meeting is inquorate from the outset the decision will be taken whether or not to proceed and, if it does, a record of discussions will be issued as "*Notes taken at the . . . meeting on . . .* " and the Agenda will be carried forward to the next meeting (see 6.3.3 & 6.3.4)
- 6.4.3 Draft Minutes of all Committee meetings will be produced within 7 working days of the meeting and submitted to the Committee Chair for approval.
- 6.4.4 Committee Minutes will be circulated to all members of the Board with the Agenda and supporting papers for the next meeting of the Corporation, at which the Committee Chair will report on any recommendations.
- 6.4.5 From 1 January 2008, all approved, non-confidential Minutes of Committee meetings will be published on the College website or, alternatively, a copy will be made available on request from the Clerk to the Corporation.